



L&T TECHNOLOGY SERVICES LIMITED

Registered Office: L&T House, N.M. Marg, Ballard Estate, Mumbai 400 001

CIN: L72900MH2012PLC232169

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NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**"the Rules"**) (including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time), read with the General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**) (in continuation to the circulars issued earlier in this regard) (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**) and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company (as on the cut-off date) (**"Members"** or **"Equity shareholders"**) is sought via postal ballot through e-voting only (voting through electronic means) for the following:

- 1. Re-Appointment of Ms. Apurva Purohit (DIN: 00190097), Independent Director of the Company;**
- 2. Modification of the term of Mr. Narayanan Kumar (DIN: 00007848), Independent Director of the Company.**

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars, is annexed hereto. The Notice will also be placed on the website of the Company at www.lts.com and the website of National Securities Depository Limited (**"NSDL"**) at <https://www.evoting.nsdl.com>. The Notice can also be accessed from the website of the stock exchanges i.e. BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), to be collectively referred as (**"Stock Exchanges"**) at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 as amended from time to time and Secretarial Standard - 2 on General Meetings, this Postal Ballot Notice is being sent only through

electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent ("**RTA**") - KFin Technologies Limited ("**KFintech**"). The Company has provided e- voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on October 16, 2024, has appointed Mr. Alwyn D'Souza, Practicing Company Secretary (Membership No. FCS 5559), failing him, Mr. Vijay Sonone, Practicing Company Secretary (Membership No. FCS 7301) of M/s. Alwyn D'Souza & Co., Company Secretaries, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot & e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice to the Members of the Company and no physical ballot forms will be accepted. In accordance with the MCA Circulars, the Company has made necessary arrangements with KFintech to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Members shall exercise their right to vote on the matters included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period will commence on **Monday, November 25, 2024 at 09:00 A.M. IST** and will end on **Tuesday, December 24, 2024 at 05:00 P.M. IST**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05:00 P.M. IST on **Tuesday, December 24, 2024**. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or in his absence, any Director/any other person authorized by the Board of Directors of the Company. The results of the voting by Postal Ballot (through e-voting process) with the Scrutinizer's report will be announced by the Chairman of the Company or any Director/any other person authorized by the Board, on or before **Friday, December 27, 2024**. The results of the Postal Ballot will be posted on the Company's website: www.ltts.com and the website of NSDL at <https://www.evoting.nsdl.com> and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office. The results will also be intimated to the Stock Exchanges.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of e-voting, it shall be deemed to have been passed at a General Meeting.

RESOLUTIONS:

1. RE-APPOINTMENT OF MS. APURVA PUROHIT (DIN: 00190097), INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable regulations, and based upon the recommendation of the Nomination and Remuneration Committee, performance evaluation report and approval of the Board of Directors, Ms. Apurva Purohit (DIN: 00190097), who was appointed as an Independent Director of the Company for consecutive term of five years from December 11, 2019 up to and including December 10, 2024 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five years with effect from December 11, 2024 up to and including December 10, 2029 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or the Chief Financial Officer or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

2. MODIFICATION OF THE TERM OF MR. NARAYANAN KUMAR (DIN: 00007848), INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other applicable regulations, and upon recommendation of Nomination & Remuneration Committee, based on reports of performance evaluation and approval of the Board of Directors, approval of the shareholders be and is hereby accorded for modification in the term of Mr. Narayanan Kumar (DIN: 00007848) as an

Independent Director on the Board of the Company from a consecutive period of 3 (three) years & 6 (six) months to a period of 5 (five) consecutive years with effect from July 15, 2021 up to and including July 14, 2026 and continue as an Independent Director of the Company beyond the age of 75 years.

RESOLVED FURTHER THAT the Board or the Chief Financial Officer or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board of Directors
For L&T TECHNOLOGY SERVICES LIMITED

PRASAD SHANBHAG
COMPANY SECRETARY
& COMPLIANCE OFFICER
(Membership No.: A30254)

Date: November 22, 2024
Place: Mumbai

NOTES:

- a) The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22, SS-2 and Listing Regulations, setting out the material facts relating to the aforesaid Resolutions, additional information and the reasons thereof is annexed hereto and forms part of this Notice.
- b) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) on Friday, November 15, 2024 (“cut-off date”) and whose e-mail addresses are registered with the Company / Depositories / Depository Participants / Registrar and Transfer Agent (“RTA”) - KFin Technologies Limited (“KFintech”). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The same will also be available on the Company’s website at www.ltts.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsd.com.
- c) The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at www.ltts.com.

- d) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 and Regulation 44 of the Listing Regulations, the MCA Circulars and SS-2, the Company has provided e-voting facility for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, November 15, 2024. The e-voting period commences on Monday, November 25, 2024 at 9:00 A.M. (IST) and ends on Tuesday, December 24, 2024 at 5:00 P.M. (IST).
- f) Once the votes on the Resolutions are cast by the Members, the Members shall not be allowed to change it subsequently.
- g) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection at the registered office from the date of commencement of e-voting period i.e. Monday, November 25, 2024 upto the last date of e-voting i.e. Tuesday, December 24, 2024. Shareholders seeking to inspect such documents can also send an email to investor@lts.com.
- h) The last date specified by the Company for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- i) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
- The Company Secretary & Compliance Officer, L&T Technology Services Limited, A.M. Naik Tower, 6th Floor, L&T Campus, Gate No. 3, Jogeshwari – Vikhroli Link Road, Powai, Mumbai – 400072., Tel: (91 22) 6892 5257, Email – investor@lts.com.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request at evoting@nsdl.co.in.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system





I. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="628 573 1370 1227">1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. <li data-bbox="628 1238 1370 1496">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="628 1507 1370 2020">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

Type of shareholders	Login Method
	<p>Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, links are provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration

Type of shareholders	Login Method
	<p>option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

II. LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’, and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- i. If your e-mail Id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail Id. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email Id is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
2. Select "EVEN 132241" to cast your vote during the e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

GENERAL INSTRUCTIONS / INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@ltts.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@ltts.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

- iii. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

As required by Sections 102(1) and 110 of the Act, the following Explanatory Statement sets out material facts relating to the business set out in the Notice.

Item No.1

RE-APPOINTMENT OF MS. APURVA PUROHIT (DIN:00190097), INDEPENDENT DIRECTOR OF THE COMPANY:

Ms. Apurva Purohit (DIN: 00190097) was appointed as an Independent Director of the Company w.e.f. December 11, 2019 upto and including December 10, 2024. Pursuant to the provisions of Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company. Based on the recommendation of the Nomination and Remuneration Committee (NRC) and based on skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company at its meeting held on October 16, 2024, approved the re-appointment of Ms. Apurva Purohit as an Independent Director for a second term of 5 years with effect from December 11, 2024 upto and including December 10, 2029. Her re-appointment is subject to the approval of the Shareholders by way of a Special Resolution.

Brief Profile of Ms. Apurva Purohit

Ms. Apurva Purohit is an Indian businesswoman with over three decades of experience in the corporate world, where she formed significant partnerships with private equity firms and promoters to build and scale up a diverse set of businesses – from early-stage fledgling businesses, to setting up new ventures and to supervising turnarounds in mature and declining organizations.

She is also an Independent Director at LTIMindtree Ltd, Navin Fluorine International Ltd. and Marico Ltd. Ms. Apurva Purohit has launched Aazol Ventures Pvt Ltd, a consumer products company which aims to create a market for traditional food items made by self-help groups and micro-entrepreneurs, by reconnecting Indian consumers with their roots and the local food of their regions.

She has been a leading voice in the Indian business landscape, advocating gender diversity, probing what ails it, and what organizations and leaders can do to improve this critical imperative. She is also the author of two national bestsellers, 'Lady, You're not a Man – the Adventures of a Woman at Work' and 'Lady, You're the Boss!'.

Over the years, Ms. Apurva Purohit has won multiple business awards and has been named as one of the Most Powerful Women in Business by the India Today Group and Fortune India over several years. She was awarded the Distinguished Alumni Award from IIM Bangalore in 2022.

She holds a Bachelor's degree in Science (Physics) and completed her PGDM from IIM, Bangalore. She was a state-level hockey player and played for Tamil Nadu State and Tamil Nadu University.

The Board is of the opinion that Ms. Apurva Purohit fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and provisions of the SEBI Listing Regulations to be eligible to be re-appointed as Independent Director of the Company and is independent of the management.

The NRC has identified amongst others, expertise in governance, experience in strategy and planning, stakeholder engagement and industry advocacy, legal compliance, finance & risk management, knowledge about engineering research & development and global experience / international exposure as the skills required for the role of a director.

The NRC and the Board of Directors are of the view that Ms. Purohit possesses the requisite skills and capabilities. Considering the skills, experience and expertise of Ms. Purohit, the NRC and the Board considers that her association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail the services of Ms. Apurva Purohit as an Independent Director. Accordingly, the Board recommends approval for re-appointment of Ms. Apurva Purohit as an Independent Director by the Members through Special Resolution as set forth in this Notice.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director of the Company. A copy of the draft letter of re-appointment of Ms. Apurva Purohit as an Independent Director setting out the terms and conditions will be open for inspection at the registered office of the Company without any fees by the Members up to the last date of e-voting. Shareholders seeking to inspect such documents can also send an email to investor@lts.com.

Disclosure as required under SS-2 and Regulation 36(3) of SEBI Listing Regulations are provided as an Annexure to the Notice.

Except Ms. Apurva Purohit, being the appointee, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

Item No. 2

MODIFICATION IN THE TERM OF MR. NARAYANAN KUMAR (DIN:00007848), INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Narayanan Kumar (DIN: 00007848) was re-appointed as an Independent Director of the Company w.e.f. July 15, 2021 upto and including January 14, 2025. Under the provisions of Section 149 of the Companies Act, 2013 (“the Act”), an independent director may be appointed for 2 (two) consecutive terms and each term should not exceed 5 (five) years. Given his professional background, experience and contributions made by him during his tenure and based on the report of his performance evaluation, the Board of Directors of the Company at its meeting held on October 16, 2024, on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to approval of the shareholders, approved to modify the term of appointment of Mr. Narayanan Kumar from existing 3 (three) years & 6 (six) months consecutive period to a period of 5 (five) consecutive years with effect from July 15, 2021 upto and including July 14, 2026 in accordance with the provisions of the Act.

Brief Profile of Mr. Narayanan Kumar

Mr. Narayanan Kumar is a graduate in electronics and communication engineering from the University of Madras, he is a fellow member of the Indian National Academy of Engineering and The Institution of Electronics and Telecommunication Engineers. He is the Chairman, Group Corporate Board of the Sanmar Group, a multinational conglomerate headquartered in Chennai, and engaged in the business of chemicals, engineering and shipping.

He has been and is on the Board of various public companies like Airtel, L&T and has vast experience in various sectors. He is a past President of the Confederation of Indian Industry and is the Chairman of the Indo-Japan Chamber of Commerce and Industry.

He is also involved in areas of social welfare and education. He is the President of Bala Mandir Kamaraj Trust, Managing Trustee of The Indian Education Trust, Vice President & Trustee - Treasurer of the World Wide Fund for Nature-India and President of VisionSpring Foundation. He is the Honorary Consul General of Greece in Chennai.

In the opinion of the Board, Mr. Narayanan Kumar fulfills the conditions specified in the Act and rules made thereunder and the SEBI Listing Regulations for the modification in his term of appointment as an Independent Director of the Company and is independent of the management. A copy of the draft amended letter of re-appointment of Mr. Kumar as an Independent Director setting out the terms and conditions will be open for inspection at the registered office of the Company without any fees by the Members up to the last date of e-voting. Shareholders seeking to inspect such documents can also send an email to investor@lts.com.

Additionally, Regulation 17(1A) of the SEBI Listing Regulations requires companies to obtain approval of Shareholders by passing a Special Resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy-five

years. Mr. Kumar, aged 74 years, will complete 75 years during his current proposed term.

The NRC has identified amongst others, expertise in governance, experience in strategy and planning, stakeholder engagement and industry advocacy, legal compliance, finance & risk management, knowledge about engineering research & development and global experience/international exposure as the skills required for the role of a director.

The NRC and the Board of Directors are of the view that Mr. Kumar possesses the requisite skills and capabilities. Considering the skills, experience and expertise of Mr. Kumar, the NRC and the Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to modify the second term of Mr. Kumar as an Independent Director. Accordingly, the Board recommends the Special Resolution in relation to modification in the second term of appointment of Mr. Kumar as an Independent Director, for the approval by the Shareholders of the Company.

Disclosure as required under SS-2 and Regulation 36(3) of SEBI Listing Regulations are provided as an Annexure to the Notice.

Except Mr. Narayanan Kumar, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 2.

By Order of the Board of Directors
For L&T TECHNOLOGY SERVICES LIMITED

PRASAD SHANBHAG
COMPANY SECRETARY
& COMPLIANCE OFFICER
(Membership No.: A30254)

(ANNEXURE TO NOTICE DATED NOVEMBER 22, 2024)
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings (SS 2)]

Name of the Director	Ms. Apurva Purohit	Mr. Narayanan Kumar
Date of Birth	October 3, 1966	January 28, 1950
Date of first appointment on the Board	December 11, 2019	July 15, 2016
Qualifications	Bachelor's degree in Science (Physics) and PGDM from IIM, Bangalore.	B.E (Electronics and Communications)
Expertise	Over 3 decades of experience in Media and entertainment industry with focus on new age emerging business.	Diverse and vast experience in electronics, engineering and Telecommunication engineering.
Terms and conditions of re-appointment	Re-appointment as Independent Director for a second term of 5 years with effect from December 11, 2024 upto and including December 10, 2029.	Modification in term as an Independent Director of the Company from 3 (three) years & 6 (six) months consecutive period to a period of 5 (five) consecutive years with effect from July 15, 2021 up to and including July 14, 2026.
Directorships held in other companies (excluding foreign companies)	1) LTIMindtree Limited 2) Navin Fluorine International Limited 3) Marico Limited 4) Aazol Ventures (Mumbai) Private Limited 5) Schloss Bangalore Limited 6) Schloss Chanakya Private Limited	1) Larsen & Toubro Limited 2) N K Trading and Consultancy Private Limited 3) Risk Educators Private Limited 4) Manipal Health Enterprises Private Limited
Memberships/ Chairmanships of committees across all companies	<u>Chairperson</u> Stakeholders Relationship Committee 1. L&T Technology Services Limited Corporate Social Responsibility Committee 1. LTIMindtree Limited 2. Schloss Bangalore Limited	<u>Chairman</u> Nomination & Remuneration Committee 1. Larsen & Toubro Limited 2. L&T Technology Services Limited <u>Member</u> Audit Committee 1. L&T Technology Services Limited

Name of the Director	Ms. Apurva Purohit	Mr. Narayanan Kumar
	<p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> Navin Fluorine International Limited <p>Member</p> <p>Audit Committee</p> <ol style="list-style-type: none"> L&T Technology Services Limited Marico Limited Schloss Bangalore Limited <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> Marico Limited LTIMindtree Limited Schloss Bangalore Limited 	<ol style="list-style-type: none"> Manipal Health Enterprises Private Limited <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> Manipal Health Enterprises Private Limited <p>Compensation & Remuneration Committee</p> <ol style="list-style-type: none"> Manipal Health Enterprises Private Limited
Details of remuneration sought to be paid	Sitting fees to be paid for attending Board / Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.	Sitting fees to be paid for attending Board / Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.
Details of Listed entities from which he/she resigned during last 3 years	1) Music Broadcast Limited	1)Take Solutions Limited 2) Mphasis Limited 3) Indus Towers Limited 4) Entertainment Network (India) Limited
Number of Meetings attended during the financial year 2024-25	3 out of 4 meetings	4 out of 4 meetings
Number of Equity shares held in the Company	Nil	Nil
Relationships between directors inter-se	None	None
Skills and Capabilities in case of Appointment of Independent Director	As per the resolution No. 1 of this Notice, read with the explanatory statement.	As per the resolution No. 2 of this Notice, read with the explanatory statement.