

# Annexure-D

## CORPORATE GOVERNANCE REPORT

### Corporate Governance

The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. Corporate Governance is a set of principles, processes and systems which govern a company. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

The Company believes that sound Corporate Governance is crucial for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met accordingly. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders' value. The Company has adopted many ethical and transparent governance practices even before they were mandated by law. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance.

### Company's Corporate Governance Philosophy

Your Company is committed to continuously scaling up its corporate governance standards. In line with the L&T Group's philosophy, your Company firmly believes in adherence to good corporate governance practices and constant efforts are made to improve such practices and to adopt emerging best practices. The Company has adopted a consolidated Code of Conduct, wherein Part A is for its employees including the Managing Director and the Executive Directors and Part B is for members of board and senior management. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Act. The Company's character essentially revolves around values based on transparency, integrity, professionalism and accountability. The Company is committed towards maximizing shareholders value, ensuring fairness and building trust with shareholders, employees, customers, service providers and other stakeholders.

### Corporate Governance Guidelines

The Management continuously strives to follow the global best practices and timely disclosure of accurate information pertaining to financials & performance in accordance with good governance practices.

Further, in order to strengthen the corporate governance culture within the Company, training and awareness program on Corporate Governance and related policies for employees is also initiated by the Company since 2017-18. The Company has a strong legacy of fair, transparent and ethical governance practices.

### Board of Directors

#### a. Composition of the Board:

The Board of Directors along with its committees provide the requisite leadership and guidance to the Company's senior management team and also direct, supervise and closely monitor the performance of the Company.

The Company's policy is to have an appropriate mix of Executive, Non-Executive & Independent Directors. As on March 31, 2020, the Board comprises of 10 Directors, of which, 3 are Executive Directors, 2 are Non-Executive Directors and 5 are Independent Directors. The Board is chaired by Mr. A. M. Naik, Non-Executive Chairman. The Composition of the Board is in conformity with the provisions of the Act and Regulation 17 of the LODR.

None of the Directors on the Company's Board is a member of more than 10 Committees and chairman of more than 5 Committees across all public limited companies including listed entities in which he/she is a Director.

#### b. Meetings of the Board:

The Board Meetings are held at regular intervals with a time gap of not more than 120 days between two consecutive meetings. Additional meetings are held whenever deemed necessary for the conduct of business. During the year under review, 4 board meetings were held on May 3, 2019, July 19, 2019, October 18, 2019 and January 17, 2020.

The Company Secretary prepares the agenda and the explanatory notes, in consultation with the Chairman and circulates the same in advance to the Directors. As a green initiative, the agenda is circulated to the Directors through a secure web-based application. Every Director is free to suggest the inclusion of any item(s) on the agenda. The Board meets at least once in every quarter, inter alia, to review the quarterly financial results. The Company also provides Video Conference facility, if required, for participation of the Directors at the Board/Committee Meetings. Presentations are made on business operations to the Board by the CEO & Managing Director of the Company. Senior Management Personnel are invited, as and when necessary to the meetings to provide additional inputs for the items being discussed by the Board of Directors and Committee Members.

The proceedings of the Meetings of the Board of Directors are noted and the draft minutes are circulated amongst the Members of the Board for their perusal. Comments, if any, received from the Directors are also incorporated in the minutes, in consultation with the Chairman. Thereafter the minutes are signed by the Chairman of the Board at the next meeting.

The Board of Directors takes note of the minutes of the committee meetings held in the previous quarter, at its meetings. The Board also take note of the gist of discussion/decision taken by its subsidiary companies.

The following is the composition of the Board of Directors as on March 31, 2020. The Directors strive to attend all the Board /Committee meetings. Their attendance at the Meetings held during the year and at the last Annual General Meeting was as under:

Name of Director	Category	Meetings held during the year	No. of Board Meetings Attended	Attendance at last AGM
Mr. A. M. Naik	Non-Executive Chairman	4	3	YES
Mr. S. N. Subrahmanyam	Non-Executive Vice-Chairman	4	4	YES
Dr. Keshab Panda	Chief Executive Officer & Managing Director	4	4	YES
Mr. Amit Chadha <sup>1</sup>	Deputy Chief Executive Officer and Whole-Time Director	4	4	YES
Mr. Abhishek <sup>2</sup>	Chief Operating Officer and Whole-Time Director	2	2	NA
Mr. Bhupendra Bhate <sup>3</sup>	Chief Operating Officer and Whole-Time Director	1	1	NA
Mr. Samir T. Desai	Independent Director	4	4	YES
Mr. Narayanan Kumar	Independent Director	4	4	YES
Ms. Renuka Ramnath <sup>4</sup>	Independent Director	3	2	YES
Ms. Apurva Purohit <sup>5</sup>	Independent Director	1	1	NA
Mr. Arjun Gupta	Independent Director	4	4	YES
Mr. Sudip Banerjee	Independent Director	4	4	YES
Meetings held during the year are expressed as number of meetings eligible to attend.				

<sup>1</sup>Appointed as Deputy Chief Executive Officer and Whole Time Director w.e.f. April 1, 2020.

<sup>2</sup>Appointed as Chief Operating Officer & Whole Time Director w.e.f. October 18, 2019.

<sup>3</sup>Resigned as Chief Operating Officer & Whole-Time Director w.e.f. May 3, 2019.

<sup>4</sup>Resigned as Independent Director w.e.f. October 18, 2019.

<sup>5</sup>Appointed as Independent Director w.e.f. December 11, 2019.

During the year under review, Ms. Renuka Ramnath resigned as Independent Director of the Company because of her other professional commitments. Further, Ms. Ramnath has confirmed that there are no other material reasons for her resignation. The said declaration was received and noted by the Company.

None of the above Directors are related inter-se.

None of the Directors hold the office of director in more than the permissible number of companies under section 165 of the Act or Regulation 17A of the LODR.

The names of the listed entities (whose equity and debt securities are listed) wherein the Director holds directorships as on March 31, 2020 are as follows:

Name of Director	Names of Listed entities where the Director holds Directorship	Category of Directorship
Mr. A. M. Naik	Larsen & Toubro Limited Larsen & Toubro Infotech Limited Mindtree Limited L&T Technology Services Limited	Non-Executive Chairman Non-Executive Chairman Non-Executive Chairman Non-Executive Chairman
Mr. S. N. Subrahmanyam	Larsen & Toubro Limited Larsen & Toubro Infotech Limited Mindtree Limited L&T Metro Rail (Hyderabad) Limited L&T Technology Services Limited	Chief Executive Officer & MD Non-Executive Vice-Chairman Non-Executive Vice-Chairman Chairman Non-Executive Vice-Chairman
Dr. Keshab Panda	L&T Technology Services Limited	Chief Executive Officer & MD
Mr. Amit Chadha <sup>1</sup>	L&T Technology Services Limited	Dy. CEO and Whole-Time Director
Mr. Abhishek <sup>2</sup>	L&T Technology Services Limited	COO & Whole-Time Director
Mr. Bhupendra Bhat <sup>3</sup>	L&T Technology Services Limited	COO & Whole-Time Director
Mr. Samir T. Desai	Larsen & Toubro Infotech Limited L&T Technology Services Limited	Independent Director Independent Director
Mr. Narayanan Kumar	Larsen and Toubro Limited Mphasis Limited Take Solutions Limited Entertainment Network (India) Limited Bharti Infratel Limited L&T Technology Services Limited	Independent Director Independent Director Independent Director Independent Director Independent Director Independent Director
Ms. Renuka Ramnath <sup>4</sup>	Tata Communications Limited Arvind Limited PVR Limited Vastu Housing Finance Corporation TV18 Broadcast Limited L&T Technology Services Limited	Independent Director Independent Director Non-Executive Director Nominee Director Independent Director Independent Director
Ms. Apurva Purohit <sup>5</sup>	Music Broadcast Limited Mindtree Limited L&T Technology Services Limited	Non-Executive Director Independent Director Independent Director
Mr. Arjun Gupta	Larsen & Toubro Infotech Limited L&T Technology Services Limited	Independent Director Independent Director
Mr. Sudip Banerjee	IFB Industries Limited Kesoram Industries Limited Larsen & Toubro Infotech Limited L&T Technology Services Limited	Non-Executive Director Independent Director Independent Director Independent Director

<sup>1</sup>Appointed as Deputy Chief Executive Officer and Whole Time Director w.e.f. April 1, 2020.

<sup>2</sup>Appointed as Chief Operating Officer & Whole Time Director w.e.f. October 18, 2019.

<sup>3</sup>Resigned as Chief Operating Officer & Whole-Time Director w.e.f. May 3, 2019.

<sup>4</sup>Resigned as Independent Director w.e.f. October 18, 2019.

<sup>5</sup>Appointed as Independent Director w.e.f. December 11, 2019.

As on March 31, 2020, the number of other Directorships & Memberships/Chairmanships of Committees of the Board of Directors are as follows:

Name of Director	No of other company Directorships	No. of Committee Membership	No. of Committee Chairmanship
Mr. A. M. Naik	5	0	0
Mr. S. N. Subrahmanyam	5	0	0
Dr. Keshab Panda	0	0	0
Mr. Amit Chadha <sup>1</sup>	0	0	0
Mr. Abhishek <sup>2</sup>	0	0	0
Mr. Bhupendra Bhate <sup>3</sup>	0	0	0
Mr. Samir T. Desai	1	1	0
Mr. Narayanan Kumar	6	2	3
Ms. Renuka Ramnath <sup>4</sup>	6	0	1
Ms. Apurva Purohit <sup>5</sup>	3	2	0
Mr. Arjun Gupta	1	0	0
Mr. Sudip Banerjee	3	2	0

<sup>1</sup>Appointed as a Deputy Chief Executive Officer and Whole Time Director w.e.f. April 1, 2020.

<sup>2</sup>Appointed as Chief Operating Officer & Whole Time Director w.e.f. October 18, 2019.

<sup>3</sup>Resigned as a Chief Operating Officer & Whole-Time Director w.e.f. May 3, 2019.

<sup>4</sup>Resigned as an Independent Director w.e.f. October 18, 2019.

<sup>5</sup>Appointed as an Independent Director w.e.f. December 11, 2019.

Notes: -

- Other company Directorship includes directorship in all entities whose securities are listed, public limited Companies (whether listed or not) and excludes private limited Companies, foreign Companies and Section 8 Companies.
- The other Committee Chairmanships/Memberships are disclosed as per Regulation 26 of the LODR.

**c. Information to the Board:**

The Board of Directors has complete access to the information within the Company, which inter alia includes -

- Annual revenue budgets and capital expenditure plans
- Quarterly results and results of business segments
- Financing plans of the Company
- Minutes of meeting of Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee
- Details of any joint venture, acquisitions of companies or collaboration agreement
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

- Materially relevant default, if any, in financial obligations to and by the Company or substantial non-payment for goods sold or services rendered, if any
- Any issue, which involves possible public or product liability claims of substantial nature, including any Judgment or Order, if any, which may have strictures on the conduct of the Company
- Developments in respect of human resources.
- Compliance or Non-compliance of any regulatory, statutory nature or listing requirements and investor service such as non-payment of dividend, delay in share transfer, etc., if any

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company along with the name of directors who possess such skills/expertise/competencies:

Skill Area	Description
Leadership	Ability to envision the future and prescribe a strategic goal for the Company, help the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction. Be a thought leader for the Company and a role model in good governance and ethical conduct of business, while encouraging the organisation to maximise shareholder value.
Strategy and planning	Ability to think strategically; identify and critically assess strategic opportunities and threats. Has a Knack to offer a solution based approach in developing the effective strategies in the context of the strategic objectives of the Company.
Global Experience / International Exposure	Ability to have access and understand business models of global corporations, relate to the developments with respect to leading global corporations and assist the Company to adapt to the local environment, understand the geo political dynamics and its relations to the Company's strategies and business prospects and have a network of contacts in global corporations and industry worldwide.
Governance, Risk Management and Compliance	Commitment, belief and experience in the application of corporate governance principles and setting up corporate governance practices to support the Company's robust legal, risk and compliance systems and governance policies/practices. Ability to identify key risks associated with the operations of the Company including broad legal and regulatory framework and its mitigation plans.
Engineering Research & Development	Domain knowledge in businesses and closely follow the technology trends in the ER&D industry and focus on key technology areas that impact the various verticals we operate viz. digital engineering, mobility and augmented reality, IOT, automation of Knowledge, robotics, autonomous & near-autonomous vehicles, imaging and video. Having knowledge of the industry wherein the Company operates through its various verticals such as Transportation, Industrial Products, Telecom & Hi-tech, Medical Devices and Plant Engineering. Understanding of the current drivers of innovation in the technology market. Experience in delivering services in response to market demand.
Finance, Accounts & Audit	Qualifications and/or experience in accounting and/or finance or the ability to understand financial policies, disclosure practices, financial statements and critically assess financial viability and performance; contribute to strategic financial planning and oversee budgets and the efficient use of available resources and ability to analyse adequacy of internal financial controls.
Relationship with Clients/Customers	Experience in engaging with management of businesses and organizations and other customers to assess business needs and ability to maintain positive relationships with clients/customers over time.
Stakeholder Engagement & Industry advocacy	Ability to engage with key stakeholders including relevant industry investor and business customers to effectively engage/network and communicate with them. Ability to develop professional relationship with the Policy makers and Regulators for contributing to the shaping of Government policies in the areas of Company business and experience in managing government relations and industry advocacy strategies.
Contributor and collaborator	The ability to critically analyze complex and detailed information, deal appropriately with key issues and suggest solutions to problems. Have ability to work as part of a team and demonstrate the passion and time to make a genuine and active contribution in the Board decision making.

Name of the Director	Leadership	Strategy & Planning	Global Experience/ International Exposure	Governance, Risk Management and Compliance	Engineering Research & Development	Finance, Accounts & Audit	Relationship with Clients/ Customers	Stakeholder Engagement	Contributor and collaborator
Mr. A.M. Naik	√	√	√	√	√	√	√	√	√
Mr. S.N. Subramanyan	√	√	√	√	√	√	√	√	√
Dr. Keshab Panda	√	√	√	√	√	√	√	√	√
Mr. Amit Chadha	√	√	√	√	√	√	√	√	√
Mr. Abhishek	√	√	√	√	√	√	√	√	√
Mr. Samir Desai	√	√	√	√	√	√	√	√	√
Mr. Narayanan Kumar	√	√	√	√	√	√	√	√	√
Ms. Apurva Purohit	√	√	√	√	√	√	√	√	√
Mr. Arjun Gupta	√	√	√	√	√	√	√	√	√
Mr. Sudip Banerjee	√	√	√	√	√	√	√	√	√

As evaluated by constituent Board of Directors

## Board Committees

The Board currently has the following five Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders' Relationship Committee, 4) Corporate Social Responsibility Committee and 5) Risk Management Committee.

The terms of reference of the Board Committees are in compliance with the provisions of the Act, the LODR and are also decided by the Board from time to time. The Board is responsible for constituting, assigning and appointing the members of the Committees. Draft minutes of the committee meetings are circulated to the members of those committees for their comments and thereafter, confirmed in its next meeting, in terms of Secretarial Standard on Meeting of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India.

The minutes of the committee meetings are also placed in the Board meeting of the Company. The brief description of terms of reference of the Committees, the composition of the Committees including the number of meetings held during the financial year and the related attendance are provided below.

## Audit Committee

### • Terms of Reference

The terms of reference of the Audit Committee include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions; and
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To establish and review the functioning of the whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board or specified/provided under the Companies Act, 2013 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") or by any other regulatory authority;
21. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision;
22. Review of Management's discussion and analysis of financial condition and results of operations;
23. Review of Statement of significant related party transactions, submitted by the management;
24. Review of Management letters/letters of internal control weaknesses issued by the statutory auditors;

25. Review Internal audit reports relating to internal control weaknesses;
26. Review the appointment, removal and terms of remuneration of the chief internal auditor; and
27. Review of Statement of deviations if any.

• **Composition**

The Audit Committee has been in place since 2014. As on March 31, 2020 the Audit Committee was comprising of three Independent Directors and one Non-Executive Director as its members. The Chairman of the Committee is an Independent Director. During the year under review, the Audit Committee was re-constituted by inducting Ms. Apurva Purohit as a member. Ms. Renuka Ramnath ceased to be a member of the Audit Committee due to her resignation. Further, on May 15, 2020, the Audit Committee was re-constituted wherein, Mr. S. N. Subrahmanyam ceased to be the member of the Committee and Mr. R. Shankar Raman, Chief Financial Officer & Whole-time Director of Larsen & Toubro Limited was appointed as a Permanent Special Invitee to the Audit Committee Meeting.

• **Meetings**

During the year ended March 31, 2020, Audit Committee met 4 (Four) times on May 3, 2019, July 19, 2019, October 18, 2019 and January 17, 2020.

The attendance of Members at the Meetings was as follows:

Name of Director	Position in the Committee	No. of Meetings held during the year	No. of Meetings Attended
Mr. Narayanan Kumar	Chairman	4	4
Mr. Samir T. Desai	Member	4	4
Ms. Renuka Ramnath <sup>1</sup>	Member	3	2
Mr. S. N. Subrahmanyam <sup>2</sup>	Member	4	0
Ms. Apurva Purohit <sup>3</sup>	Member	1	1

<sup>1</sup>Ceased to be a member of the Committee w.e.f. October 18, 2019

<sup>2</sup>Ceased to be a member of the Committee w.e.f. May 15, 2020

<sup>3</sup>Appointed as a member of the Committee w.e.f. December 11, 2019

Meetings held during the year are expressed as number of meetings eligible to attend.

All the members of Audit Committee are financially literate and have accounting and financial matters experience.

The CEO & Managing Director and CFO of the Company are permanent invitees of the Meetings of Audit Committee. Statutory and Internal Auditors or their representatives are permanent invitees for the meetings of the Committee. The Company Secretary is the Secretary to the Committee.

• **Internal Audit:**

M/s. Aneja Associates are the Internal Auditors of the Company. They are reviewing from time to time, Company's systems of internal controls covering financial, operational, compliance, IT applications, etc. and presentations were made to the Audit Committee on quarterly basis covering the scope of their audit and their findings. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee and significant audit observations, comments and corrective actions thereon are presented to the Audit Committee in its meeting. The Board of Directors had appointed M/s. Aneja Associates as the Internal Auditors of the Company for a period of 3 years commencing from May 3, 2017 to May 2, 2020. Further on the recommendation of the Audit Committee, the Board of Directors have re-appointed M/s. Aneja Associates as the Internal Auditors of the Company for a further period of 3 years commencing from May 3, 2020 till May 2, 2023.

**Nomination and Remuneration Committee**

**Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee include the following:

1. To identify, review, assess and recommend to the Board the appointment of executive and non-executive Directors and senior management personnel;
2. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy for appointment and remuneration of the directors, key managerial personnel and senior management personnel and other employees;
3. To formulate a criteria for evaluation of performance of independent directors and the Board of Directors;
4. To consider and approve employee stock option schemes and to administer and supervise the same;
5. Devising a policy on Board diversity;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Any other terms of reference as may be referred by the Board or as may be provided under the Companies Act, or the Listing Regulations, or by any other regulatory authority; and
8. Recommend to the board, all remuneration, in whatever form, payable to senior management.

• **Composition**

The Nomination and Remuneration Committee ('NRC') has been in place since February 15, 2014. As on March 31, 2020 the NRC comprised of three Members including two Independent Directors and a Non-Executive Chairman of the Board. The Chairman of the Committee is an Independent Director.

• **Meetings**

During the year ended March 31, 2020, the NRC committee met 4 (Four) times on May 3, 2019, July 19, 2019, October 18, 2019 and January 17, 2020.

The attendance of Members at the NRC Meetings was as follows:

Name of Director	Position in the Committee	No. of Meetings held during the year	No. of Meetings Attended
Mr. Samir T. Desai	Chairman	4	4
Mr. A.M. Naik	Member	4	3
Mr. Arjun Gupta	Member	4	3

Meetings held during the year are expressed as number of meetings eligible to attend.

• **Board Membership Criteria**

While screening, selecting and recommending to the Board new members, the NRC ensures that the Board is objective, there is absence of conflict of interest, ensures availability of diverse perspectives, business experience, legal, financial & other expertise, integrity, managerial qualities, practical wisdom, ability to read & understand financial statements, commitment to ethical standards and values of the Company and ensure healthy debates & sound decisions.

While evaluating the suitability of a Director for re-appointment, besides the above criteria, the NRC considers the past performance, attendance & participation in and contribution to the activities of the Board by the Director.



The Independent Directors comply with the definition of Independent Directors as given under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR and other applicable provisions if any. While appointing/re-appointing any Independent Directors/Non-Executive Directors on the Board, the NRC considers the criteria as laid down in the Act and LODR.

All the Independent Directors give a certificate confirming that they meet the "independence criteria" as mentioned in Section 149(6) of the Act and the LODR.

These certificates have been placed on our corporate website [www.LTTS.com](http://www.LTTS.com).

The Board has taken on record the declaration and confirmation submitted by the Independent Directors after assessing the veracity of the same.

Further, the Board is of the opinion that the Independent Directors fulfill the conditions specified in the LODR and are independent of the management.

• **Remuneration Policy**

The remuneration of the Board members is based on the Company's size & global presence, its economic & financial position, industrial trends, compensation paid by the peer companies, etc. Compensation reflects each Board member's responsibility and performance. The level of compensation to Executive Directors is designed to be competitive in the market for highly qualified executives.

The Whole Time Directors are paid remuneration by way of salary, perquisites, variable pay and commission, wherever applicable based on recommendation of the NRC, approval of the Board and the shareholders. The commission is based on the performance of the business/function as well as other qualitative factors. The commission is calculated with reference to net profits of the Company in the financial year subject to overall ceilings stipulated under Section 197 of the Act.

The Independent Directors and Non-Executive Chairman are paid remuneration by way of commission & sitting

fees. The Company is paying sitting fees of ₹ 50,000/- for attending each meeting of the Board and ₹ 25,000/- for attending each Committee Meeting during the year to the Independent Directors and Non-Executive Chairman. The commission paid to them is subject to a limit of not exceeding 1% p.a. of the profits of the Company as approved by shareholders (computed in accordance with Section 197 of the Act).

The commission to Independent Directors is distributed broadly on the basis of their attendance, contribution at the Board, the Committee meetings, Chairmanship of Committees etc. The Non-Executive Chairman is paid a commission which is recommended by the Nomination & Remuneration Committee and is approved by the Board.

As required under the provisions of Regulation 46 of the LODR the criteria for payment to Independent Directors/ Non-Executive Directors is made available on the investor page of our corporate website [www.LTTS.com](http://www.LTTS.com).

**Performance Evaluation criteria for Independent Directors:**

The performance evaluation questionnaire covers specific criteria with respect to the Board & Committee composition, structure, effectiveness of the Board and Committees, functioning of the Board and Committees, information availability, remuneration structure, succession planning, relevant skills etc. It also contains specific criteria for evaluating the performance of the Chairman and individual Directors.

This year the Company has appointed an external agency to facilitate the process of performance evaluation of the Board of Directors, its Committees, individual directors and Chairman of the Company. The external agency had received the responses of the Directors and consolidated and analyzed the said responses.

The Board Performance Evaluation inputs were highlighted by the Chairman of Nomination and Remuneration Committee in the Nomination and Remuneration Committee as well as in the Board Meeting held on May 15, 2020.

Members are also requested to refer to page no. 46 of the Board Report.

• **Details of Remuneration Paid/Payable to Directors for the Year Ended March 31, 2020**

(a) **Executive Directors:**

The details of remuneration paid/payable to the Executive Directors are as follows:

(₹ million)

Name of Director	Salary	Perquisites	Perquisites related to ESOPs	Commission	Variable Pay	Total
Dr. Keshab Panda, CEO and Managing Director <sup>5</sup>	48.76	-	85.82	8.43	3.78	146.80
Mr. Amit Chadha <sup>1</sup> , Dy. CEO and Whole Time Director <sup>5</sup>	33.38	-	57.26	-	10.21	100.85
Mr. Abhishek <sup>2</sup> , COO and Whole Time Director	5.11	0.18	-	-	1.50	6.79
Mr. Bhupendra Bhate <sup>3</sup> , COO and Whole Time Director	0.74	-	-	-	-	0.74

<sup>5</sup>Dr. Keshab Panda and Mr. Amit Chadha have been paid remuneration in USD. Accordingly, the figures mentioned in INR are equivalent to USD.

<sup>1</sup>Appointed as a Deputy Chief Executive Officer and Whole Time Director w.e.f. April 1, 2020.

<sup>2</sup>Appointed as Chief Operating Officer & Whole Time Director w.e.f. October 18, 2019.

<sup>3</sup>Resigned as a Chief Operating Officer & Whole-Time Director w.e.f. May 3, 2019.

The above amount does not include gratuity and leave encashment.

Notice period for termination of appointment of Managing Director and other Whole-time Directors is three months on either side. No severance pay is payable on termination of appointment.

Details of Options granted under Employee Stock Option Schemes are provided on the website of the Company [www.LTTS.com](http://www.LTTS.com).

(b) **Independent Directors/Non-Executive Director:**

The details of remuneration paid/payable to the Independent Director/Non-Executive Directors is as follows:

(₹ million)

Name of Director	Category	Sitting fees for Board Meetings	Sitting fees for Committee Meetings	Commission	Total
Mr. A. M. Naik	Non-Executive	0.15	0.08	6.80	7.03
Mr. S. N. Subrahmanyam	Non-Executive	-	-	-	-
Mr. Samir T Desai*	Independent Director	0.20	0.20	5.30	5.70
Mr. Narayanan Kumar	Independent Director	0.20	0.10	1.50	1.80
Ms. Renuka Ramnath <sup>1</sup>	Independent Director	0.07	0.08	0.64	0.79
Ms. Apurva Purohit <sup>2</sup>	Independent Director	0.05	0.05	0.43	0.53
Mr. Arjun Gupta*	Independent Director	0.17	0.13	3.78	4.09
Mr. Sudip Banerjee	Independent Director	0.20	0.18	1.60	1.98

<sup>1</sup>Ms. Renuka Ramnath resigned as Independent Director w.e.f. October 18, 2019.

<sup>2</sup>Ms. Apurva Purohit was appointed as Independent Director w.e.f. December 11, 2019.

\*The Commission paid to Mr. Samir T. Desai and Mr. Arjun Gupta was in USD, the figure mentioned above is INR Equivalent of USD.

Shares held by the Non-Executive Directors as on March 31, 2020 are as follows:

Names	No. of Shares held
Mr. A.M. Naik	13,00,000
Mr. S.N. Subrahmanyam	1,20,000

**Stakeholders' Relationship Committee**

• **Terms of Reference**

The terms of reference of the Stakeholders' Relationship Committee include the following:

1. To redress grievances of shareholders, debenture holders and other security holders;
2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. To consider and resolve grievances related to non-receipt of declared dividends, annual report of the Company or any other documents or information to be sent by the Company to its shareholders; and
5. Carrying out any other function as may be decided by the Board or specified/provided under the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or by any other regulatory authority.
6. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
7. Review of measures taken for effective exercise of voting rights by shareholders.
8. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
9. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

• **Composition**

The Stakeholders' Relationship Committee (SRC) as on March 31, 2020, comprised of two Independent Directors and one Executive Director as its members. The Chairperson of the Committee is an Independent Director of the Company. During the year under review, the SRC was re-constituted by inducting Ms. Apurva Purohit as the Chairperson of the Committee in place of Ms. Renuka Ramnath who ceased to be the Chairperson of the Committee.

• **Meetings**

During the year ended March 31, 2020, the SRC met 4 (Four) times on May 3, 2019, July 19, 2019, October 18, 2019 and January 17, 2020. The attendance of Members at the Meetings was as follows:

Name of Director	Position in the Committee	No. of meetings held during the year	No. of Meetings Attended
Ms. Renuka Ramnath <sup>1</sup>	Chairperson	3	2
Mr. Sudip Banerjee	Member	4	4
Dr. Keshab Panda	Member	4	4
Ms. Apurva Purohit <sup>2</sup>	Chairperson	1	1

<sup>1</sup>Ceased to be the Chairperson of the Committee w.e.f. October 18, 2019.

<sup>2</sup>Appointed as the Chairperson of the Committee w.e.f. December 11, 2019.

Meetings held during the year are expressed as number of meetings eligible to attend. The meetings were chaired by Mr. Sudip Banerjee in the absence of Ms. Renuka Ramnath.

Mr. Kapil Bhalla, Company Secretary is the Compliance Officer.

• **Number of Requests/Complaints**

During the year, the Company has resolved investor grievances expeditiously.

During the year, the Company/ its Registrar received the following complaints from SEBI/Stock Exchanges and queries from shareholders, which were resolved within the time frames laid down by SEBI.

Particulars	Opening Balance	Received	Resolved	Pending
Statutory Complaints:				
SEBI/ Stock Exchange	NIL	2	2	NIL
Shareholder Queries	NIL	20	20	NIL
Dividend Related	NIL	28	28	NIL
Transmission/ Transfer	NIL	NIL	NIL	NIL
Demat/Remat	NIL	NIL	NIL	NIL

The Board has delegated the powers to approve transfer of shares to Share Transfer Committee comprising of Chief Financial Officer and Company Secretary. Pursuant to SEBI press release dated December 3, 2018, requests for transfer of securities after April 1, 2019, were to be executed only in dematerialised form and hence the Share Transfer Committee had not approved any request for transfer of shares in physical form during the year under review.

**Corporate Social Responsibility Committee**

• **Terms of Reference**

The terms of reference of the Corporate Social Responsibility (CSR) Committee are as under:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 including any amendments thereto;
2. To recommend the amount of expenditure to be incurred on the CSR activities referred to in the above clause; and
3. To monitor CSR policy of the Company including instituting a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company.

• **Composition**

As on March 31, 2020 the CSR Committee comprised of two Independent Directors and one Executive Director as its members. The Chairman of the Committee is an Independent Director.

• **Meetings**

During the year, the Committee met 3 (Three) times on May 3, 2019, October 18, 2019 and January 17, 2020.

The attendance of Members at the Meetings was as follows:

Name	Position in the Committee	No. of Meetings held during the year	No. of Meetings Attended
Mr. Arjun Gupta	Chairman	3	2
Mr. Sudip Banerjee	Member	3	3
Dr. Keshab Panda	Member	3	3

Meetings held during the year are expressed as number of meetings eligible to attend.

During the financial year 2019-20, the Company was required to spend a total amount of ₹ 127 million (being 2% of the average net profits for the last three years) on CSR activities and the said amount has been fully spent on the various CSR projects undertaken by the Company in partnership with various NGOs and Agencies.

Apart from the above, the Company also had an unspent amount of ₹ 53.81 million accumulated from previous years (2015-16 till 2018-19) due to certain projects which could not take off due to feasibility or which had to be stopped due to some technical difficulties and the CSR Committee had in 2019-20 earmarked the entire amount to be utilized towards Disaster Management Projects. However, on account of the sudden outbreak of Coronavirus (COVID-19) which was declared a Pandemic by the World Health Organization (WHO), the Company has contributed this entire amount of ₹ 53.81 million towards the PM CARES Fund as on March 31, 2020, as part of the CSR activity. Further, in view of the severity of the Pandemic, the Company has contributed an additional amount of ₹ 129.28 million towards the PM CARES Fund as part of its CSR activity. The Company has thus contributed a total amount of ₹ 183.09 million and the employees have contributed ₹ 16.91 million to the PM CARES Fund as of March 31, 2020 as part of its contribution to the overall contribution of ₹ 1500 million committed by the L&T Group to the PM CARES Fund to help the Government fight the Covid-19 Pandemic.

The Company along with its subsidiary companies is also contributing through its CSR Partners for providing sanitizers and masks to the students appearing in their Board Exams.

The detailed disclosures of CSR spending during the year has been given in Annexure 'C' forming part of this Board Report. Please refer to Page 53 of this Annual Report.

**Risk Management Committee**

• **Terms of Reference**

The terms of reference of the Risk Management Committee include the following:

1. Framing, implementing, reviewing and monitoring the risk management plan for the Company;
2. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
3. Oversight of the risk management policy/enterprise risk management framework (identification, impact assessment, monitoring, mitigation & reporting);
4. Review key strategic risks at domestic/international, macro-economic & sectoral level (including market, competition, political & reputational issues);

5. Review significant operational risks;
6. Performing such other activities as may be delegated by the Board of Director or specified/provided under the Companies Act, 2013 or by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or statutorily prescribed under any other law or by any other regulatory authority; and
7. Review of risks specifically associated with cyber security.

• **Composition**

The Risk Management Committee as on March 31, 2020 comprised of Mr. S. N. Subrahmanyam, Non-Executive Director as the Chairman, Dr. Keshab Panda, Chief Executive Officer & Managing Director and Mr. P. Ramakrishnan, Chief Financial Officer as its members. The majority of members including the Chairman of the Committee are Board members.

• **Meetings**

Due to outbreak of Novel Coronavirus (COVID-19) Pandemic, SEBI had given a relaxation of 3 months from compliance with certain provisions of the LODR vide its circular dated March 24, 2020, including holding of the Risk Management Committee Meeting for the financial year ended March 31, 2020. Accordingly, the Risk Management Committee Meeting was held on May 14, 2020 in which the Committee discussed in detail, the Risk Management Framework of the Company.

**Other Information:**

• **Directors' Familiarization Program**

All directors are made aware of and also regularly updated as and when required of their responsibilities, roles and duties.

The Company normally holds its Board meetings in Mumbai and occasionally at the various Centers of the Company in India.

The internal newsletters of the Company are also circulated to the directors and the press releases, etc. are uploaded on website of the Company so that the directors are updated about the operations of the Company.

The website of the Company is regularly updated with regards to all the business developments, so that they are updated about the operations of the Company.

The Board of Directors has complete access to the information within the Company. Minutes of all committees are being included as a part of Agenda to the

Board. Systems, procedures and resources are in place to ensure that every Director is supplied, in a timely manner, with precise and concise information in a form and manner appropriate to effectively enable/discharge their duties.

Information and data are shared with the Directors in an orderly manner so that the Directors are able to contribute effectively to the Board discussions. Presentations are made regularly to the Board/NRC/Audit Committee where Directors get an opportunity to interact with senior managers. Presentations, inter alia, cover business strategies, management structure, HR policy, succession planning, quarterly and annual results, budgets, review of Internal Audit, Corporate Social Responsibility and risk management framework etc.

Independent Directors through their interactions and deliberations give suggestions for improving overall effectiveness of the Board and its Committees. Independent Directors have the freedom to interact with the Company's management.

As part of the appointment letter issued to Independent Directors, the Company has stated that it will facilitate attending seminars/programs/conferences designed to train directors to enhance their role as an Independent Director.

This information is also available on the website of the Company [www.LTTS.com](http://www.LTTS.com).

• **Risk Management Framework:**

Please refer page no. 114 of the Board Report

• **Vigil Mechanism/Whistle Blower Policy:**

The Company has a Whistle Blower Policy in place since October 2014. The Company has a Whistle Blowing Investigation Committee (WBIC) to manage complaints under the said Policy. The WBIC consists of the Senior Executives of the Company. The WBIC is responsible for end to end management of the investigations from receipt of complaints to bringing them to a logical conclusion, keeping in mind the interest of the Company.

Employees are encouraged to report any wrong-doings having an adverse effect on the Company's financials/ image and instances of leak of unpublished price sensitive information. An employee can report any wrong-doing in oral or written form. Whistle blowers are assured by the management of full protection from any kind of harassment, retaliation, victimization or unfair treatment.

The Company with reference to the Whistle Blower mechanism has created an online platform “Ethics Line” which offers an independent multi-channel interface to employees for reporting unethical conduct/malpractice they may see around them, in case of any hesitation to report face to face. Through the said helpline employees raise their concerns and the same are addressed and necessary action is taken by the Company. The said helpline and the management maintain anonymity of the whistle-blower at all times. It helps build a culture of trust, transparency, honest communication and ethical conduct and provides employees with non-threatening and impartial way of communicating their concerns while allowing the organization to act on the tip-offs as per process. One of the constant endeavors is to promote “ZERO TOLERANCE” for values, violation & unethical conduct at the workplace. To promote this culture, “Ethics Line” plays an important role.

The Audit Committee is periodically briefed about the various cases received, the status of the investigation, findings and action taken, if any.

During the year, the Company received total 4 complaints under Ethics Line. Out of the same 2 complaints were resolved through appropriate action taken by the Company. The remaining 2 complaints were under investigation and action on the same was delayed on account of lockdown due to Covid-19.

Please refer page no. 48 of the Board Report. The Company has amended its Whistle Blower Policy to incorporate the amendments pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 which were effective from April 1, 2019.

• **Statutory Auditors**

In the case of appointment of new auditors, the Audit Committee evaluates various audit firms based on approved criteria as given herein below. The Audit firms are required to make a presentation to this Committee. The Committee considers factors such as compliance with the legal provisions, number/nature/size and variation in client base, skill sets available in the firm both at partner level and staff level, international experience, systems and processes followed by the firm, training and development by the firm to its partners and staff, etc. during the process of evaluation. Based on merit and the factors mentioned above, the Committee finalizes the firm to be appointed and recommends the appointment of Auditors to the Board and shareholders for approval.

The above process was followed by the Company while appointing M/s Sharp & Tannan as the Statutory Auditors of the Company in 2018.

For the Financial year 2019-20, the total fees paid by the Company and its subsidiaries on a consolidated basis, to Sharp & Tannan, Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditors are part thereof for all the services provided by them is ₹ 4.72 million.

Also refer to Page 47 of the Board Report.

• **Code Of Conduct**

The Company has laid down a Code of Conduct for all Board members and senior management personnel. The Code of Conduct is available on the website of the Company, [www.LTTS.com](http://www.LTTS.com). The declaration of Chief Executive Officer & Managing Director is given below:

**To the Shareholders of  
L&T Technology Services Limited**

**Sub: Compliance with Code of Conduct**

I hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors and Senior Management Personnel.

**DR. KESHAB PANDA**  
**CEO & MANAGING DIRECTOR**

Date: May 15, 2020  
Place: New Jersey, USA

• **General Body Meeting**

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Venue	Time
2018-19	July 20, 2019	Birla Matushri Sabhagar, 19, Marine Lines, Mumbai-400020	3.30 PM
2017-18	August 22, 2018	Yashwantrao Chavan, Pratihthan Auditorium, General Jagannath Bhosale Marg, Nariman Point Mumbai-400021	11.00 AM
2016-17	August 23, 2017	St. Andrews Auditorium, St. Dominic Road, Bandra West, Mumbai-400050	3.00 PM

The following Special Resolutions were passed by the members during the past three Annual General Meetings:

**Annual General Meeting held on July 20, 2019:**

- To approve Re-appointment and Continuation of Samir Desai (DIN:01182256) as an Independent Director of the Company.

**Annual General Meeting held on August 22, 2018**

- To approve Appointment and Continuation of Mr. A.M Naik as a Non-Executive Director of the Company, who has attained the age of Seventy-Five Years.

**Annual General Meeting held on August 23, 2017:**

- No special resolutions were listed in the agenda for the meeting

**Postal Ballot**

During the year, no matters were transacted through postal ballot.

**Disclosures:**

- A. During the year, there were no transactions of material nature with the Directors or the Management or relatives or the subsidiaries or related parties that had potential conflict with the interests of the Company.
- B. Details of all related party transactions form a part of the accounts as required under IND AS 24 and the same are given on page 189 of this Annual Report.
- C. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting

Standards) Rules, 2015 while preparing the Financial Statements.

- D. The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities relating to the above.
- E. The Company has obtained Certificate from Mrs. Naina Desai, Practicing Company Secretary confirming that Directors have not been debarred or not been disqualified from being appointed or continuing as Directors by SEBI/ MCA or any other authority. The said Certificate is provided in Annexure 'D' forming part of this Board Report.
- F. The policy for determining material subsidiaries and related party transactions is available on our website [www.LTTS.com](http://www.LTTS.com).
- G. Details of risk management including foreign exchange risk, commodity price risk and hedging activities form a part of the Management Discussion & Analysis. Please refer to page 114 of this Annual Report.
- H. Details in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 form a part of the Board Report. Please refer to page 46 of this Annual Report.

**Means Of Communication:**

Financial Results	Quarterly & Annual Results are published in prominent daily newspaper viz. The Financial Express and Loksatta. The results are also posted on the Company's website <a href="http://www.LTTS.com">www.LTTS.com</a> .  In view of the situation caused by Covid-19 Pandemic, and the resulting Lockdowns in place in the whole of India, SEBI, vide its Circulars dated March 26, 2020 and May 12, 2020, had exempted all Listed Companies from publishing their Financial results in Newspapers; accordingly, the Annual Audited Financial Results of the Company for the Quarter and Financial Year ended March 31, 2020, which were approved by the Board in its meeting held on May 15, 2020, were not published in the Newspapers but were only posted on the Company's website <a href="http://www.LTTS.com">www.LTTS.com</a> as well as filed with the Stock Exchanges.
News releases	Official news releases are sent to stock exchanges as well as displayed on the Company's website: <a href="http://www.LTTS.com">www.LTTS.com</a> .
Website	The Company's website <a href="http://www.LTTS.com">www.LTTS.com</a> . provides comprehensive information about its portfolio of businesses. Section on "Investors" serves to inform and service the Shareholders allowing them to access information at their convenience. The quarterly shareholding pattern of the Company is available on the website of the Company as well as the stock exchanges. The entire Annual Report and Accounts of the Company are available on the websites of the Stock Exchanges. The Annual Report and Accounts of the Company and its subsidiaries are also available on the website of the Company in downloadable format.
Filing with Stock Exchanges	Information to Stock Exchanges is being filed online on NEAPS for NSE and BSE Listing Centre for BSE.
Annual Report	Annual Report is circulated to all the members and all others like auditors, secretarial auditor, equity analysts, etc.
Management Discussion & Analysis	This forms a part of the Annual Report which is sent to the shareholders of the Company.
Presentations/Investor call made to Institutional Investors and Analysts	The schedule of analyst/institutional investor meets and presentations if made to them are placed on the website of the Company. The quarterly Earning Conference Call transcript is made available to the investors on the Company's website.

### Compliance Monitoring System

The statutory compliance has become a catalyst for Corporate Governance. A good statutory compliance system has become vital for effective conduct of business operations. As a major portion of the Company's business is conducted abroad, apart from ensuring compliance with Indian statutes, the Company also complies with the statutes of the countries where the Company has presence.

With a view to strengthen this system, the Company has taken steps to automate the said system and has framed a web-based portal which will provide the users a web-based access, controls based on a defined authorization matrix. Besides connecting all the compliance owners across time zones to a common corporate platform, the portal is expected to serve as a repository of the compliance exercise yielding substantial saving in resources and efforts for tracking compliance. The Company is taking steps to build this Statutory Compliance Monitoring system.

### Unclaimed Shares

During the year under review none of the shareholders had approached for transfer of shares out of the shares lying in the escrow account. As on March 31, 2020, the Company has 16 unclaimed shares lying from its public issue.

### General Shareholders' Information

#### Financial Year

The financial year of the Company is from April 1 to March 31.

#### Annual General Meeting:

The Annual General Meeting of the Company to be convened on Friday, July 17, 2020 at 4:30 p.m. through Video Conferencing.

In view of the situation caused by Covid-19 Pandemic and in line with the exemption granted to all the Companies by the MCA vide its Circular No. 20/2020 dated May 5, 2020, the 8<sup>th</sup> Annual General Meeting of the Shareholders is being held through Video Conferencing mode only. In line with the aforesaid Notifications issued by MCA, the Company shall provide Video-Conferencing Facility for Shareholders to enable them to attend the Annual General Meeting on first-come-first-serve basis.

### Financial calendar:

Annual Results of 2019-20	15 <sup>th</sup> May 2020
E-Mailing of Annual Reports to the registered email ids of the shareholders whose email ids are registered with the Company**	Fourth week of June, 2020
First Quarter Results	During third week of July, 2020*
Annual General Meeting	17 <sup>th</sup> July 2020
Payment of Dividend	On or before August 5, 2020
Second Quarter Results	During third week of October, 2020*
Third Quarter Results	During third week of January, 2021*

\*Tentative dates

\*\*In view of the situation caused by Covid-19 Pandemic, MCA vide its Circular No. 20/2020 dated May 5, 2020 and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/PI/2020/79 dated May 12, 2020, granted exemption to all the Companies for the current calendar year i.e. 2020 from sending physical copies of the Annual Report to the shareholders. Accordingly, the Annual Report for FY 2019-20 along with the Notice for the 8<sup>th</sup> Annual General Meeting is being sent through email only.

### Book Closure:

The dates of Book Closure are from Friday, July 10, 2020 to Friday, July 17, 2020 (both days inclusive) to determine the members entitled to the dividend for 2019-2020.

### Listing of Equity Shares on Stock Exchanges:

The shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

### Listing Fees to Stock Exchanges:

The Company has paid the Listing Fees for the year 2019-2020 to the above Stock Exchanges.

### Custodial Fees to Depositories:

The Company has paid custodial fees for the year 2019-2020 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

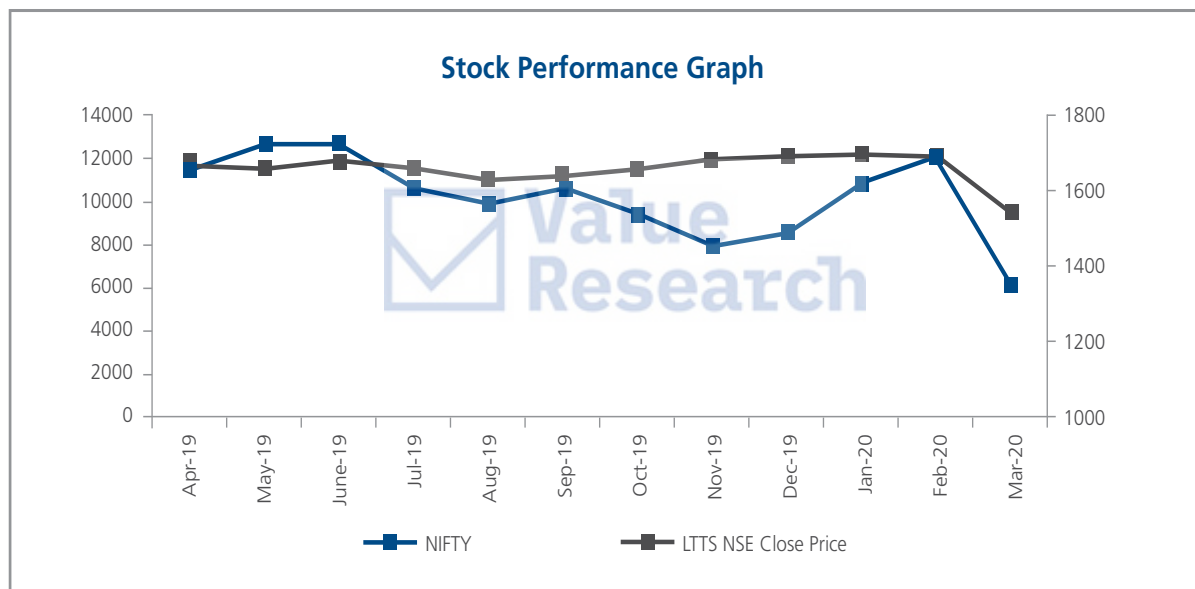
### Stock Code/Symbol:

BSE Limited (BSE)	Scrip Code: 540115
National Stock Exchange of India Limited (NSE)	Scrip Code: LTTS
ISIN	INE010V01017
Corporate Identification Number	L72900MH2012PLC232169

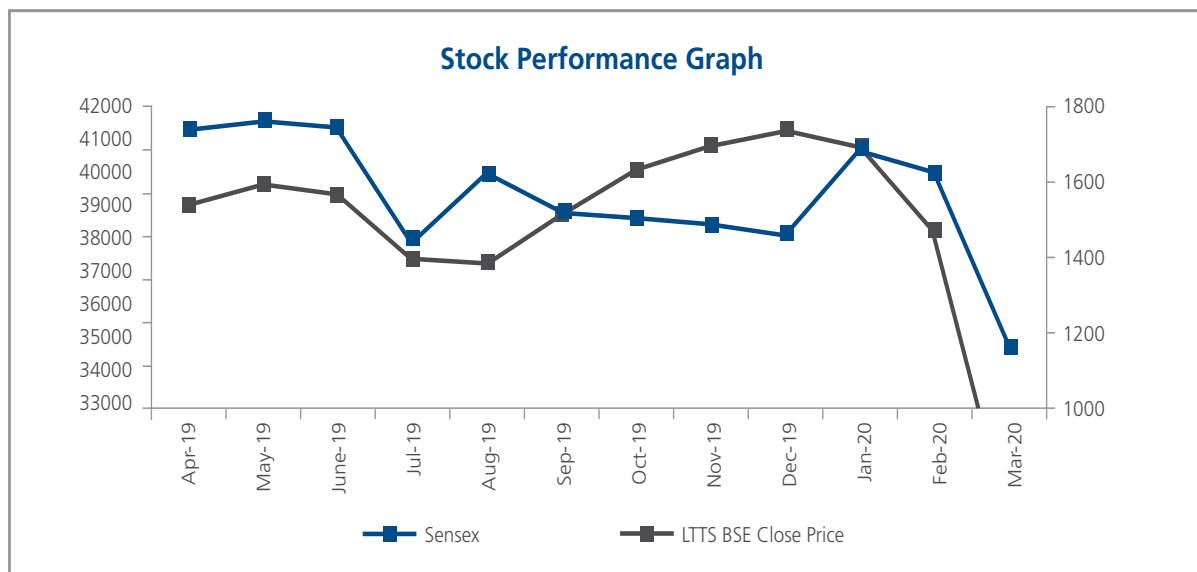


Stock market data for the year 2019-2020:

Month	LTTS NSE Price (₹)			NIFTY		
	High	Low	Month Close	High	Low	Month Close
<b>2019</b>						
April	1675.71	1628.11	1651.80	11722.13	11616.12	11666.45
May	1754.32	1704.60	1722.83	11676.86	11523.38	11529.02
June	1735.45	1703.96	1718.90	11904.47	11774.86	11839.02
July	1625.98	1578.49	1598.17	11597.67	11479.08	11523.11
August	1583.28	1544.46	1563.48	11050.64	10885.28	10976.50
September	1628.32	1586.30	1602.02	11197.15	11038.37	11124.29
October	1562.37	1504.54	1535.29	11559.37	11416.27	11490.21
November	1474.88	1443.81	1457.36	12013.58	11915.50	11964.13
December	1507.08	1472.92	1488.18	12145.86	12052.73	12096.88
<b>2020</b>						
January	1633.31	1587.14	1613.96	12247.01	12139.99	12183.07
February	1713.18	1666.13	1686.54	12017.57	11880.57	11934.47
March	1396.04	1277.52	1342.48	9679.07	9179.63	9426.31



Month	LTTS BSE Price (₹)			BSE SENSEX		
	High	Low	Month Close	High	Low	Month Close
<b>2019</b>						
April	1774.70	1563.05	1737.20	39487.45	38460.25	39031.55
May	1817.75	1668.00	1762.25	40124.96	36956.10	39714.20
June	1792.70	1656.75	1747.30	40312.07	38870.96	39394.64
July	1768.00	1415.50	1440.20	40032.41	37128.26	37481.12
August	1653.00	1445.00	1620.75	37807.55	36102.35	37332.79
September	1651.10	1515.00	1522.90	39441.12	35987.80	38667.33
October	1657.00	1442.00	1504.25	40392.22	37415.83	40129.05
November	1514.00	1395.60	1487.65	41163.79	40014.23	40793.81
December	1529.00	1450.90	1465.60	41809.96	40135.37	41253.74
<b>2020</b>						
January	1780.00	1473.80	1679.20	42273.87	40476.55	40723.49
February	1775.00	1580.00	1626.75	41709.30	38219.97	38297.29
March	1708.00	995.00	1162.40	39083.17	25638.90	29468.49



**Registrar and Share Transfer Agent:**

KFin Technologies Private Limited  
 Unit: L&T Technology Services Limited  
 Selenium Tower B, Plot 31-32,  
 Financial District, Nanakramguda  
 Serilingampally Mandal, Hyderabad, 500 032  
 Tel: (91 40) 6716 2222  
 Fax: (91 40) 2343 1551  
 Email: einward.ris@kfintech.com



**a) Share Transfer System:**

The Company's investor services are handled by KFin Technologies Private Limited who are the Company's RTA. Pursuant to SEBI press release dated December 3, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities after April 1, 2019, have not been processed by the Company unless the securities were held in the dematerialized form with a depository.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt.

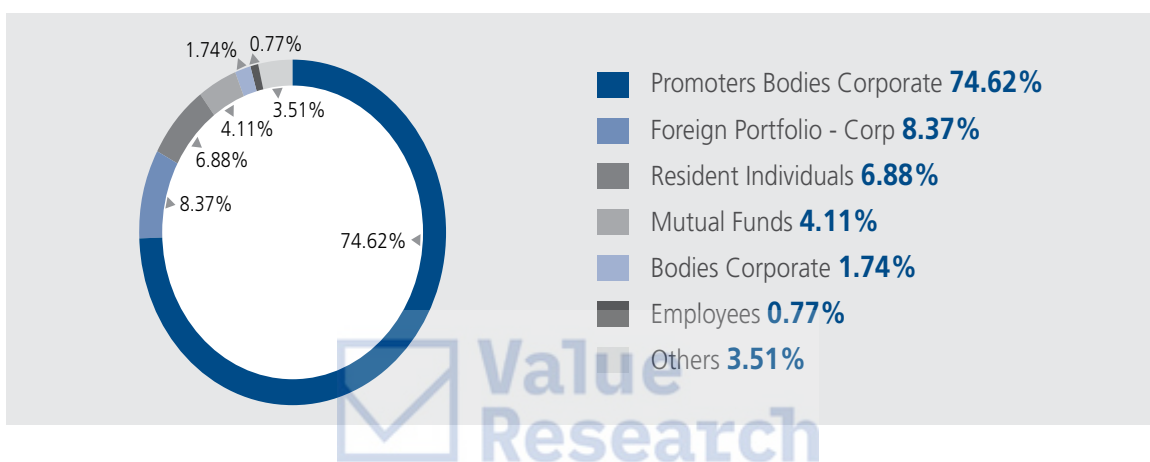
As required under Regulation 40 of the LODR, a certificate on half yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to Stock Exchanges within stipulated time.

**Distribution of Shareholding as on March 31, 2020:**

No. of shares	Shareholders		Shareholding	
	Number	Percentage	Number	Percentage
Upto 500	93,707	98.08	41,37,749	3.96
501-1000	869	0.91	6,18,794	0.59
1001-2000	422	0.44	6,02,034	0.58
2001-3000	118	0.12	2,93,333	0.28
3001-4000	81	0.08	2,84,792	0.27
4001-5000	49	0.05	2,21,888	0.21
5001-10000	114	0.12	8,35,643	0.80
10001 & above	177	0.19	9,75,17,325	93.31
<b>Total</b>	<b>95,537</b>	<b>100.00</b>	<b>10,45,11,558</b>	<b>100.00</b>

Category of Shareholder is as under:

Category	31.03.2020		31.03.2019	
	No of shares	%	No of shares	%
Mutual Funds	42,90,363	4.11	45,79,634	4.40
Foreign Portfolio - Corp	87,44,894	8.37	52,85,685	5.08
Resident Individuals	71,90,167	6.88	73,25,590	7.04
Employees	8,08,623	0.77	5,65,972	0.54
Promoters Bodies Corporate	7,79,86,899	74.62	8,20,50,531	78.88
Bodies Corporate	18,21,074	1.74	25,41,817	2.44
Others	36,69,538	3.51	16,64,096	1.62
<b>Total:</b>	<b>10,45,11,558</b>	<b>100.00</b>	<b>10,40,13,325</b>	<b>100.00</b>

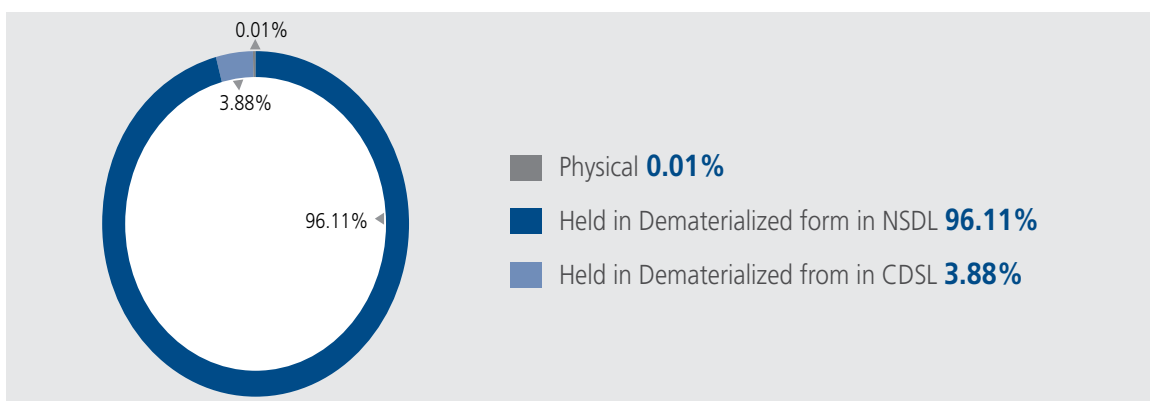


b) Dematerialization of Shares:

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form.

As on March 31, 2020, the number of shares held in dematerialized and physical mode is as under:

Particulars	Number of shares	% of total capital issued
Held in Dematerialized form in NSDL	10,04,42,050	96.11
Held in Dematerialized form in CDSL	40,57,662	3.88
Physical	11,846	0.01
<b>Total</b>	<b>10,45,11,558</b>	<b>100.00</b>



Members holding shares in physical format can convert the same into electronic holdings which will negate risks associated with physical certificates.

Members holding shares in dematerialized form can intimate all changes viz. pertaining to change of address, change in e-mail id, bank details etc. to their Depository Participants whilst those holding shares in physical form can intimate such changes to the Company's RTA. The Company collected PAN and bank account details of securities holders whose dividend remain unpaid/unclaimed, hereinafter all payments of dividend will be made in electronic formats.

**c) Address for Correspondence:**

Address of the Registrar and Share Transfer Agent (RTA)	KFin Technologies Private Limited Unit: L&T Technology Services Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 Tel: (91 40) 6716 2222 Fax: (91 40) 2343 1551 Toll free no.: 1800 419 8283 Email: einward.ris@kfintech.com Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a>
Address of the Compliance Officer	Kapil Bhalla L&T Technology Services Limited 2 <sup>nd</sup> Floor, Tower B, L&T Business Park, TC2, North -East Wing, Gate No. 5, Saki Vihar Road, Powai, Mumbai – 400072 Tel: (91 022) 6705 9200 Fax: (91 022) 6705 9695 E-mail: investor@lts.com

**Global Locations:**

The Company has a network of offices all around the globe. The sales offices and delivery centers of the Company are located in USA, Canada, UK, Sweden, Poland, Norway, Netherlands, Italy, Germany, France, Finland, Denmark, Belgium, Israel, UAE, South Korea, Japan, Singapore, Malaysia, Australia, South Africa and China.

**India Locations:**

As on March 31, 2020, the Company has delivery centers located at Mumbai, Pune, Vadodara, Chennai, Bengaluru, Mysuru and Hyderabad.

The Registered Office of the Company is located at L&T House, Ballard Estate, N.M. Marg, Fort, Mumbai- 400001 and the Corporate Office of the Company is located at 5<sup>th</sup> Floor, West Block-II, L&T Knowledge City (IT/ITES) SEZ, N.H. No. 8, Ajwa-Waghodia Crossing, Vadodara 390 019.

**d) Shareholder Grievances:**

The Company has designated an e-mail id viz. investor@lts.com to enable shareholders to contact in case of any queries/complaints. The Company strives to resolve any complaint within 7 working days.

**Securities Dealing Code**

The Company has adopted a Securities Dealing Code pursuant to SEBI (Prevention of Insider Trading) Regulations 2015.

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations) the Company has adopted its Securities Dealing Code ('Code') for prevention of insider trading. The objective of the Code is to prevent dealing in the shares of the Company by an Insider while in possession of information known only to them, and not yet made publicly available by the Company, which, when made publicly available, can materially impact the price of the Company's securities.

The Code lays down stringent guidelines for the Designated Persons and creates the necessary framework for transacting in the Company's securities, after seeking prior clearance for transactions wherever necessary, and a mechanism for periodical reporting of transactions.

The objective of the Code is to prevent purchase and/or sale of shares of the Company by an Insider on the basis of unpublished price sensitive information. Under this Code, Designated Persons (Directors, Advisors, Officers and other concerned employees/persons) are prevented from dealing in the Company's shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required.

All the employees falling in the Designated Persons category are also required to disclose related information periodically as defined in the Code. Directors and Designated Persons who buy and sell shares of the Company are prohibited from entering into a contra transaction i.e. enter into an opposite transaction i.e. sell or buy any shares of the Company during the next six months following the prior transactions. Pursuant to the enactment of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has suitably modified the provisions of the Code which are effective from 1<sup>st</sup> April 2019. Further, the Company modifies the Code as and when there are amendments in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Mr. Kapil Bhalla, Company Secretary has been designated as the Compliance Officer. Mr. P. Ramakrishnan is the Chief Investor Relations Officer of the Company.

The Company has also formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which is available on Company's Website [www.LTTS.com](http://www.LTTS.com)

**Awareness sessions/workshops on Governance practices:**

Employees across the Company are being sensitized about the various policies and governance practices of the Company. The Company has in-house training workshops on Corporate Governance with the help of an external faculty covering basics of Corporate Governance as well as internal policies and compliances under Code of Conduct, Whistle Blower Policy, Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, SEBI Insider Trading Regulations, etc.

**Secretarial Audit as per SEBI requirements:**

As stipulated by SEBI, a Qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted

to the Stock Exchanges. The Audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form. Appropriate actions are taken to continuously improve the quality of compliance.

The Company also has adequate software and systems to monitor compliance.

**Secretarial Audit as per Companies Act, 2013:**

Pursuant to the provisions of section 204(1) of the Act, Mrs. Naina Desai, Practicing Company Secretary, conducts the secretarial audit of the compliance of applicable statutory provisions and the adherence of good corporate practices by the Company.

Pursuant to the SEBI circular dated 8<sup>th</sup> February 2019, the Company has obtained an annual secretarial compliance report from Mrs. Naina Desai, Practicing Company Secretary and have submitted the same to the Stock Exchanges within the prescribed timelines.

**Group Governance:**

All the subsidiaries of the Company are following governance practices as prescribed by Parent company LTTS, the Company also periodically monitors transactions in subsidiary and step down subsidiaries by way of receiving checklists from these companies.