

SEC/PAM/2018

October 3, 2018

The Secretary BSE Limited Phiroze Jejeebhoy Towers, Dalal Street, MUMBAI - 400 001 STOCK CODE: 500510	National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 STOCK CODE: LT
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Dear Sir,

Sub.: Submission of the details regarding the voting results of the Postal Ballot as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclose herewith Voting results in respect of the business (Buyback of Equity Shares) conducted through Postal Ballot, as required under Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith the Scrutinisers Report (Annexure A) and (Annexure B) respectively.

Please note that the Resolution has been passed as a Special Resolution as prescribed under applicable laws.

This is for your information and records.

Yours faithfully,

For Larsen & Toubro Limited



N. Hariharan
Executive Vice-President &
Company Secretary
(M.No – A3471)

Encl: As above

Company Name	LARSEN & TOUBRO LIMITED
Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on October 1, 2018)
Total number of shareholders on record date	979110
No. of shareholders present in the meeting either in person or	Not Applicable (Resolution passed through Postal Ballot)
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable (Resolution passed through Postal Ballot)
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Buyback of 6,00,00,000 Equity Shares or higher of the Company from all the equity shareholders on a proportionate basis through Tender Offer Mechanism for acquisition of shares through stock exchange under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a maximum price of Rs.1500 per equity share aggregating to Rs. 9000 crore.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	687647454	604056029	87.8439	604056029	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		2963775	0.4310	2963775	0	100.0000	0.0000
Public- Non Institutions	E-Voting	714339582	309347492	43.3054	308059878	1287614	99.5837	0.4162
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		681841	0.0955	595310	86531	87.3092	12.6907
Total		1401987036	917049137	65.4107	915674992	1374145	99.8502	0.1498



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400601 | Tel 25345648/25432704 | Email sna@snaco.net | Website www.snaco.net

SCRUTINIZER'S REPORT

To,
The Chairman,
Larsen & Toubro Limited
CIN: L99999MH1946PLC004768,
L&T House, Ballard Estate,
Mumbai 400001.

I am pleased to present the Report on the **POSTAL BALLOT** conducted by the Company to pass Special Resolution as contained in the Notice of Postal Ballot dated **August 23, 2018**.

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated **August 23, 2018**.

2. Members approval sought for:

Buyback of 6,00,00,000 Equity Shares or higher of the Company from all the equity shareholders on a proportionate basis through "Tender Offer" route under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a maximum price of Rs.1500 per equity share aggregating to Rs.9000 Crore.

3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., **National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)**, as on **August 24, 2018 (cut-off date)**, the Company completed dispatch of the Notice of Postal Ballot:

- On 30th August 2018, **by email** to **7,21,393** members who had registered their email-ids with the Company/ Depositories.
- On 28th August 2018, in physical form **by Speed Post** to **582** members.
- On 28th August 2018, in physical form **by registered post** to **12,643** members.
- On 29th and 30th August 2018, in physical form **by courier** to **2,40,832** members.

Scrutinizer's Report on Larsen & Toubro Limited Postal Ballot

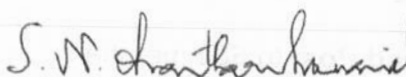


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S. N. ANANTHASUBRAMANIAN & CO.
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4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:
 - In case of Postal Ballot Form mailed to them by the Company, in postage pre-paid envelopes addressed to me on or before close of working hours at **5:00 p.m. on Monday, October 1, 2018.**
 - In case of remote e-Voting, votes to be cast electronically on remote e-Voting platform provided by Karvy Computershare Private Limited (Karvy) till **5:00 p.m. on Monday, October 1, 2018.**
5. I received **1,017** Postal Ballot Forms and **2,526** Members cast their votes on the remote e-Voting platform, till **5:00 p.m. on Monday, October 1, 2018.**
6. With the support of Karvy, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with the RTA and as provided by the Depositories.
7. In case of remote e-Voting, Members' demographic details, their voting rights and voting pattern were provided to RTA.
8. The votes, if any, cast by a member(s) both in Postal Ballot Form and remote e-Voting having been identified, votes cast through remote-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that the Special Resolution as contained in the Postal Ballot Notice dated August 23, 2018 has been passed with requisite majority.

I have annexed with this Report, the details of the Postal Ballot and remote e-Voting and the analysis of the Result of the Special Resolution as contained in the aforesaid Notice.



S. N. Ananthasubramanian
FCS 4206
COP No. 1774
1st October, 2018
Thane



Details of the Postal Ballot & Remote e-Voting

A	Postal Ballot	Item no 1
1	Number of Forms received from Members	1,017
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	17
	b. Not signed	9
	c. Resolution not enclosed	2
	d. Voted for both assent and dissent	1
	Total Invalid Forms	29
	Number of Valid Forms (1-2)	988
B	Remote e-Voting	
1	Number of Members who participated in Remote e-Voting.	2,526
2	Not voted	45
	Number of Valid e-Voters (1-2)	2,481
C	Total Valid Voters (A+B)	3,469



Result of Postal Ballot

Item No. 1: Buyback of 6,00,00,000 Equity Shares or higher of the Company from all the equity shareholders on a proportionate basis through "Tender Offer" route under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a maximum price of Rs. 1500 per equity share aggregating to Rs. 9000 Crore.							
Particulars	Number of			Number of Votes contained in			%
	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Assent	2,355	904	3,259	91,21,15,907	35,59,085	91,56,74,992	99.85
Dissent	134	87	221	12,87,614	86,531	13,74,145	0.15
Total	*2,489	#991	3,480	91,34,03,521	36,45,616	91,70,49,137	100.00

*Votes in respect of 8 folios have not been cast in same manner

#Votes in respect of 3 folios have not been cast in same manner

Based on the aforesaid result, I report that, the **Special Resolution** as contained in the Postal Ballot Notice dated August 23, 2018, has been passed with **requisite majority**.

S. N. Ananthasubramanian
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 FCS 4206
 COP No. 1774
 1st October, 2018
 Thane



Scrutinizer's Report on Larsen & Toubro Limited Postal Ballot