

SEC/AGM/ 2017

August 23, 2017

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,

Re : **Shareholders' Meeting of the Company convened by the National Company Law Tribunal, Mumbai Bench (NCLT) held on 22nd August 2017**

This is to inform you that Shareholders' Meeting (EGM) of the Company convened by NCLT was held on 22nd August 2017 at 02.15 p.m. at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050.

Enclosed please find the following disclosures:

1. Voting results in respect of the business conducted at the EGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) along with the Scrutinizer's Report (Annexure A) and (Annexure B) Respectively.
2. Summary of proceedings of the Shareholders' Meeting, as required under Regulations 30, Part A of Schedule III of SEBI LODR Regulations, (Annexure C).

Please take note of the same and acknowledge receipt.

Thanking you,

Yours Faithfully
For **LARSEN & TOUBRO LIMITED**



N. HARIHARAN
EXECUTIVE VICE PRESIDENT &
COMPANY SECRETARY
M. No. A3471

	LARSEN & TOUBRO LIMITED-CCM
Date of the AGM/EGM	22-08-2017
Total number of shareholders on record date	909842
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	231
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special/Requisite Majority)	Requisite Majority							
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
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690576525	610646099	88.4256	610646099	0	100.0000	0.0000
	Poll		12463165	1.8047	12463165	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		623109264	90.2303	623109264	0	100	0
Public- Non Institutions	E-Voting	709717740	269089101	37.9149	268970162	118939	99.9557	0.0442
	Poll		30254106	4.2628	30254106	0	100.0000	0.0000
	Postal Ballot (if applicable)		796961	0.1123	777929	19032	97.6119	2.3880
	Total		300140168	42.29	300002197	137971	99.954	0.046
Total		1400294265	923249432	65.9325	923111461	137971	99.9851	0.0149



SCRUTINIZERS' REPORT

To,

Mr. A M Naik

Chairman appointed for the Meeting of the Equity Shareholders of Larsen & Toubro Limited convened by the National Company Law Tribunal, Mumbai Bench pursuant to Company Application No. 651 of 2017

Report of Scrutinizers on the Remote e-Voting, Postal Ballot and Voting at the Meeting of the equity shareholders of Larsen & Toubro Limited ("the Company") convened by the National Company Law Tribunal, Mumbai Bench ("NCLT") held on Tuesday, 22nd August, 2017 at 2:15 p.m.

Dear Sir,

I, Mr. S. N. Ananthasubramanian, Practising Company Secretary (C.P. No. 1774), was appointed by NCLT vide its order dated 21st June, 2017 as scrutinizer for the purpose of conducting the remote e-voting, postal ballot and voting conducted through tablets at the venue of the meeting using the e-voting facility provided by the Company through National Securities Depository Limited ("NSDL"), at the Meeting of the Equity Shareholders of Larsen & Toubro Limited ("the Company") convened by the National Company Law Tribunal, Mumbai Bench (hereinafter referred to as 'Meeting') held on Tuesday, 22nd August, 2017 at 2:15 p.m. at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai – 400050., on the resolution seeking shareholders' approval to the Scheme of Amalgamation of Spectrum Infotech Private Limited with the Company in terms of the Notice dated 29th June, 2017 convening the meeting (the "**Proposal**").

We hereby submit our report as under:

1. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., NSDL and Central Depository Services (India) Limited (CDSL), the Company had completed dispatch of the Notice of the meeting as under:

- On **13th July, 2017** by Registered Post to **12,881** members in physical form;
- On **13th July, 2017** by E-mail to **6,12,240** members in electronic form;
- On **14th July, 2017** by Courier to **2,65,543** members in physical form.

2. Cut-off Date

Notices were issued to shareholders whose names were appearing in the Register of Members as on **Friday, 30th June, 2017**, and voting rights were reckoned as on **Thursday, 20th July, 2017**, being the cut-off date for the purpose of deciding the



entitlements of members to vote through remote e-Voting, postal ballot and voting at the Meeting.

3. Remote e-Voting, Postal Ballot and Voting at the Meeting

3.1 Agency

The Company had appointed NSDL as the agency for providing the remote e-Voting platform and electronic voting facility through tablets at the Meeting.

3.2 Remote e-Voting Period

Remote e-voting platform was open from **9:00 a.m. on Saturday, 22nd July, 2017 to 5:00 p.m. on Monday, 21st August, 2017** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Proposal, on the remote e-voting platform provided by NSDL.

3.3 The Company had also provided Postal Ballot Forms to members to vote on the proposal. Members opting to vote in physical form were required to send their duly completed Ballot Form(s) in the self addressed business reply envelope so as to reach the Scrutinizer not later than 5:00 p.m. on 21st August, 2017.

3.4 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the Meeting, I was provided access after closure of period of remote e-voting and before the start of the Meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP Id/ Client Id, folios, number of shares held but not the manner in which they have voted.

3.5 Accordingly, my office downloaded the file containing the name, DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting after the closure of the remote e-voting process and shared the file with Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company ("RTA").

3.6 RTA provided us the list of the members who had voted through the Postal Ballot.

3.7 After the announcement was made by the Chairman appointed for the Meeting, members and Proxies present at the Meeting voted on the electronic voting facility provided by NSDL.

3.8 This facility was available to the members till 2:55 p.m.



- 3.9 A member could opt only for one mode to vote, either through Postal ballot or remote e-Voting. If member casts vote through both modes then vote cast through remote e-Voting will only prevail.

4. Counting Process

- 4.1 On completion of voting at the meeting, NSDL provided us with the list of members present either in person or through proxies who had cast their votes, their holding details and details of votes cast on the Resolution.
- 4.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- 4.3 RTA provided me with list of members who had cast their votes through Postal Ballot with their holding details and details of vote cast on the Resolution. The Postal Ballot forms were scrutinized by me along with RTA.
- 4.4 I unblocked the remote e-voting results on the NSDL e-Voting platform in the presence of Mr. Aditya Ambastha and Mrs. Aparna Gadgil and downloaded the remote e-voting results.
- 4.5 I note that **8,201** members had cast their votes through remote e-voting platform, **1,522** members had cast their votes through Postal Ballot and **84** members had cast their votes at the Meeting.
- 4.6 The result of **remote e-Voting** provided by the Company through NSDL, on the Resolution is as follows:

(a) Voted **in favour** of the Proposal:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
7,878	96.06	87,96,16,261	99.99

(b) Voted **against** the Proposal:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
323	3.94	1,18,939	0.01



(c) **Invalid/ Abstain votes:**

Total number of members whose votes cast through remote e-Voting were declared invalid	Total number of votes cast by them
0	0

4.7 The result of **Postal Ballot Forms** on the Resolution is as follows:

(a) Voted **in favour** of the Proposal:

Number of members voted through postal ballot	% of the total number of members voted through postal ballot	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
1,457	98.45	7,77,929	97.61

(b) Voted **against** the Proposal:

Number of members voted through postal ballot	% of the total number of members voted through postal ballot	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
23	1.55	19,032	2.39

(c) **Invalid/ Abstain votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	25,490

4.8 The result of **e-Voting facility at the Meeting** provided by the Company through NSDL, on the Proposal is as follows:

Total Number of Members present in person or by proxy or by authorised representative	225
Total Number of Shares held by the Members present in person or by proxy or by authorised representative	4,93,83,595



Total Number of Members present in person or by proxy or by authorised representative who cast their votes through tablet/computer	84
Total Number of Votes (in terms of number of shares held) cast by them through tablet/computer	4,27,17,271

(a) Voted **in favour** of the Proposal:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
84	100.00	4,27,17,271	100.00

(b) Voted **against** the Proposal:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
0	0.00	0	0.00

(c) **Invalid/ Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5. The combined results of the remote e-Voting, Postal Ballot and Electronic Voting at the venue of the Meeting are as follows:

- (i) **9,419** Equity Shareholders holding in aggregate **92,31,11,461** equity shares, constituting **96.46%** in number and representing **99.99%** in holding of the equity shares, voted in favour of the Proposal;



- (ii) **346** Equity Shareholders holding in aggregate **1,37,971** equity shares constituting **3.54%** in number and representing **0.01%** in holding of the equity shares, voted against the Proposal; and
- (iii) Votes of **42** Equity Shareholders holding **25,490** equity shares were found to be invalid.

The list of equity shareholders who voted, alongwith Postal Ballot forms is handed over to the Company Secretary of the Company.

The electronic data files pertaining to the remote e-voting and electronic voting conducted at the Meeting are being handed over to the Company Secretary of the Company.



S. N. Ananthasubramanian
Practising Company Secretary
C.P. No. 1774

22nd August, 2017
Mumbai

Annexure : C

Summary of the proceedings of the Meeting Convened by the National Company Law Tribunal ("NCLT")

The Meeting convened by the National Company Law Tribunal, Mumbai Bench ("**Meeting**") of the Members of Larsen & Toubro Limited ("the Company") was held on Tuesday, August 22, 2017 at 02.15 P.M at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050.

The following proposal as set out in the Notice convening the Meeting was proposed and seconded by the Members:

Proposal	Details of the Resolution	Resolution Required
1	Approval of Scheme of Amalgamation of Spectrum Infotech Private Limited ("Transferor Company") with Larsen & Toubro Limited ("Transferee Company") pursuant to Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013	Requisite Majority

The Chairman informed that Mr. S.N Ananthasubramanian of M/s. S.N Ananthasubramanian & Co., Practising Company Secretaries (Membership No.F4206) was the scrutinizer appointed by the NCLT to supervise the remote e-voting and electronic voting at the Meeting.

Chairman informed the Members that the facility of remote e-voting and postal ballot for the Members was made available till August 21, 2017 and that the facility for electronic voting was provided at the Meeting venue. The Chairman requested the Members who were present at the Meeting and had not cast their votes by remote e-voting and postal ballot could cast their votes at the Meeting.

The Chairman then invited the Members to express their own views, give suggestions and make enquires on the proposal as set out in the Notice of the Meeting. The Chairman responded to all the queries raised by the Members.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to vote.

The scrutinizers report was received on August 22, 2017 and as set out therein the proposal was declared as passed with requisite majority.

Yours faithfully
 For **LARSEN & TOUBRO LIMITED**



N. HARIHARAN
EXECUTIVE VICE PRESIDENT &
COMPANY SECRETARY
 M. No. A3471

