LARSEN & TOUBRO

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SEC/PAM/2016

May 5, 2016

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**

Dear Sir,

Sub: **Change of Registrar and Share Transfer Agent**

This is to inform you that the Company has issued a notice to M/s. Sharepro Services (India) Pvt. Ltd., Company's Registrar & Transfer Agent, (hereinafter referred to as 'Sharepro Services") for termination of the Memorandum of Understanding ("MOU") entered into with Sharepro Services.

We refer to the PR No. 66/2016 dated 22nd March 2016 and the EX Parte-AD-Interim Order No. WTM/RKA/MIRSD2/41/2016 dated 22nd March 2016 passed by the Securities and Exchange Board of India ("SEBI") inter alia, restraining Sharepro and several entities linked with the management of the Sharepro from dealing and associating themselves in the securities market, either directly or indirectly, in any manner, as SEBI has observed and found certain irregularities relating to the payment of dividend and transfer of securities of certain companies for which Sharepro is acting as the RTA.

SEBI vide its said order has directed all the clients of Sharepro to conduct a thorough audit of the records of the Sharepro with respect to the dividends paid and transfer of securities of the Company and has advised them to carry out in-house RTA activities / to switch over to another RTA registered with SEBI. The Company has accordingly started audit of all the records / transactions / systems pertaining to the Company done by Sharepro as the Company's RTA.

In view of the disciplinary action initiated by SEBI and as advised by Depositaries/ Stock Exchanges, the Company has decided to terminate the MOU with Sharepro and appoint a new Registrar and Share Transfer Agent ("new RTA") of the Company.

Please take note of the above.

Yours faithfully,
for LARSEN & TOUBRO LIMITED

N. HARIHARAN
EXECUTIVE VICE PRESIDENT &
COMPANY SECRETARY
(ACS 3471)

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MGMT. SYS.
RvA C024
DNV Certification B.V., The Netherlands

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