LARSEN & TOUBRO LIMITED

Registered Office: L&T House, Ballard Estate, Mumbai-400001

NOTICE

Dear Shareholders,

Notice pursuant to Section 192A (2) of the Companies Act, 1956

Pursuant to Article 153 of Articles of Association of the Company and the provisions of Chapter IX – "Bonus Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company proposes to issue Bonus Shares in the ratio 1:2 (that is 1 (One) Bonus equity Share of Rs. 2/- for every 2 (Two) fully paid-up Equity Shares of Rs. 2/- each held) by capitalisation of its Reserves. The Company is seeking approval of the Members by means of Postal Ballot, as provided under section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

The proposed ordinary resolution and explanatory statement stating the material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration.

The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before Wednesday, July 3, 2013

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Wednesday, July 3, 2013 through Notice Board, website and press advertisements.

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION** the following:

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof and Article 153 of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs. 63,06,40,992/- (Rupees Sixty Three Crores , Six Lakhs, Forty Thousand, Nine Hundred and Ninety Two Only) from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 2/- (Rupees Two Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 2/- for every 2 (Two) fully paid-up Equity Shares of Rs. 2/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income;

RESOLVED FURTHER THAT the stock options (whether vested, unvested or yet to be granted) under the Employee Stock Option Schemes and outstanding Foreign Currency Convertible Bonds be suitably adjusted;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the 'Record Date';

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

By order of the Board of Directors
For LARSEN & TOUBRO LIMITED

N. HARIHARAN
COMPANY SECRETARY

Place : Mumbai
Date : 22nd May, 2013

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 173(2) of the Companies Act, 1956)

To commemorate the occasion of the platinum jubilee of the Company, the Board of Directors of the Company in its meeting held on May 22, 2013, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:2 (i.e. one bonus equity share of Rs.2/- for every two fully paid up equity shares of Rs. 2/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 189,19,22,976/- after capitalising a sum not exceeding Rs 63,06,40,992/- from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus as per the Audited Accounts of the Company for the financial year ended March 31, 2013, and the same is proposed to be applied in paying up in full not exceeding 31,53,20,496 Equity Shares of Rs. 2/- each.

The amount to be capitalized under this Item includes the amount necessary for issue of Bonus Shares upon exercise of a maximum of 95,06,209 Stock Options (whether vested, unvested or yet to be granted) as on the date of this Notice, in accordance with the Employee Stock Option Schemes of the Company ('the Schemes') and 49,07,243 shares that may be allotted upon conversion of Foreign Currency Convertible Bonds at the initial conversion price and shall stand reduced to the extent such Options are not exercised or Foreign Currency Convertible Bonds which are not converted before the Record Date. These shares will rank pari passu with the existing equity shares and will be eligible for bonus shares.With the issue of Bonus Shares, appropriate adjustments will be made to the number of Options as at the Record Date (whether vested, unvested or yet to be granted) and the Exercise Price, in accordance with the provisions of the Schemes read with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in the conversion price of Foreign Currency Convertible Bonds as per terms of Issue.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1 (One) Bonus Share of Rs. 2/- for every 2 (Two) Equity Shares of Rs. 2/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.The final dividend of Rs.18.50 per share on pre-bonus share capital recommended by the Board of Directors on May 22, 2013 will work out to Rs.12.33 per share post issue of bonus shares.

Directors of your Company are interested in this Resolution to the extent of their respective shareholdings/ Stock Options in the Company.

The Board of Directors of your Company recommends this Resolution for your approval

By order of the Board of Directors
For LARSEN & TOUBRO LIMITED

N. HARIHARAN
COMPANY SECRETARY

Place : Mumbai
Date : 22nd May, 2013

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, before Wednesday, July 3, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting Facility

Process and Manner for members opting for e-voting is as under:-

(A) In case of Members receiving e-mail from NSDL:

(i) Open e-mail and open PDF file viz. "L&Te-voting.pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder-Login.

(iv) Put user ID and Password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select Electronic Voting Event Number (EVEN) of Larsen & Toubro Limited.

(viii) Now you are ready for e-Voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: **scrutinizer@snaco.net** with a copy marked to **evoting@nsdl.co.in.**

(B) In case of Members receiving Postal Ballot Form by Post:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to caste vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

(D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of **www.evoting.nsdl.com.**

General

1) The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on July 3, 2013, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at www.larsentoubro.com for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolution.

2) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Orient Press Ltd.

LARSEN & TOUBRO LIMITED

Registered Office :
L&T HOUSE, BALLARD ESTATE, MUMBAI 400 001

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

S 2 1 3 3 0 4 7

POSTAL BALLOT NO.

(1) Name(s) of Member(s)

(2) Registered Address of the Sole/First named Member

(3) DP ID No. / Client ID No./ Registered Folio No.

(4) No. of Shares held

(5) I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated 22nd May, 2013 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Ordinary Resolution for issue of Bonus Shares in the ratio of One Bonus Equity Share of Rs. 2/- for every Two Fully paid-up Equity Shares of Rs. 2/- each, by Capitalisation of Reserves pursuant to Article 153 of Articles of Association and Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.			

Signature of the Member

Place :
Date :

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith

Last date for Receipt of Postal Ballot Form by the Scrutinizer : 3rd July, 2013

P. T. O.

Printed by : jai kaushal 022-45-262200 ● e-mail : helpdesk@jaikaushal.com

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.

2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.

3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.

4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.

5. Unsigned Postal Ballot Forms will be rejected.

6. A Member need not use all the votes nor needs to cast all the votes in the same way.

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **Wednesday, 3rd July, 2013.** All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.

8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope.

10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the **last date of despatch of the Notice.**

11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members.