

SUUTI/1517/2016-17

Date: November 4, 2016

To:

LARSEN & TOUBRO LTD

L & T House, Ballard Estate, Narottam Morarjee Marg, Mumbai, Maharashtra, 400001

The Managing Director
BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai, India 400 001

✓ The Managing Director
The National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East)
Mumbai, India 400 051

Sub: Disclosure of change in shareholding under regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sirs,

This is with reference to the share sale by the Administrator of the Specified Undertaking of Unit Trust of India on November 4, 2016 for sale of 14,823,702 equity shares of face value of Rs. 2 each representing 1.62% of the total paid up equity share capital of Larsen & Toubro Limited ("Target Company/TC").

As required under regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the above sale of shares. The enclosed disclosure is in the relevant format notified by SEBI in respect of regulation 29(2) of the SEBI Takeover Regulations.

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Sincerely,

**For and on behalf of the Administrator of
Specified Undertaking of Unit Trust of India**



Luke Fernandez
Executive Vice President
Encl: a/a

DISCLOSURES UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (or TC)	LARSEN & TOUBRO LTDL (the "Company")		
Name(s) of the acquirer/ seller and persons acting in concert (PACs) with the acquirer/seller	The Administrator of Specified Undertaking of Unit Trust of India (the "Seller")		
Whether the acquirer/ seller belongs to the promoter/ promoter group	No		
Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows:	Number	% w.r.t. total share/ voting capital, wherever applicable*	% w.r.t. total diluted share/ voting capital of the TC**
Before the acquisition/ disposal under consideration, holding of:			
a) Shares carrying voting rights	75,926,562 equity shares	8.32%	8.32%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NA	NA	NA
c) Voting rights (VR) otherwise than by shares	NA	NA	NA
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA



c) Total (a+b+c+d)	75,926,562 equity shares	8.32%	8.32%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	14,823,702 equity shares	1.62%	1.62%
b) VRs acquired/ sold otherwise than by shares	NA	NA	NA
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NA	NA	NA
d) Shares encumbered/ invoked/ released by the acquirer/ seller	NA	NA	NA
e) Total (a+b+c+d)	14,823,702	1.62%	1.62%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	61,102,860	6.69%	6.69%
b) Shares encumbered with the acquirer/ seller	NA	NA	NA
c) VRs otherwise than by shares	NA	NA	NA
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NA	NA	NA
e) Total (a+b+c+d)	61,102,860	6.69%	6.69%



Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer, etc.)	Open Market
Date of acquisition/ sale of shares/ VR , or date of receipt of intimation of allotment of shares, whichever is applicable	Date of sale - November 4, 2016
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	INR 1,825,590,650 (comprising 91,27,95,325 shares having a face value of INR 2 each)***
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	INR 1,825,590,650 (comprising 91,27,95,325 shares having a face value of INR 2 each)**
Total diluted share/ voting capital of the TC after the said acquisition/ sale	INR 1,825,590,650 (comprising 91,27,95,325 shares having a face value of INR 2 each)***

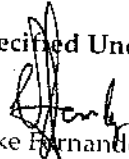
* Total share capital/voting capital has been taken as per the latest filing done by the TC to the Stock Exchanges.

** Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

***There is no change in the paid up share capital of the Target Company on account of sale of shares by the Administrator of Specified Under Taking of Unit Trust of India as the said sale is secondary in nature.

For and on behalf of the Administrator of

Specified Undertaking of Unit Trust of India


 Luke Fernandez
 Executive Vice President
 Encl: a/a

Date: November 4, 2016

Place: Mumbai
