*Larsen & Toubro Limited*
*Secretarial Department*
*L&T House, Ballard Estate*
*Narottam Morarjee Marg*
*Mumbai - 400 001, INDIA*
*Tel: +91 22 6752 5656*
*Fax: +91 22 6752 5858*
*www.Larsentoubro.com*
*Email: igrc@larsentoubro.com*
*CIN : L99999MH1946PLC004768*

SEC/2026 August 4, 2026

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/Madam,

Sub: **Summary of proceedings, Voting Results and Scrutinizer's Report of the NCLT Convened Meeting of Equity Shareholders of the Company held on August 4, 2026.**

Re: **Meeting of Equity Shareholders of the Company held pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated June 12, 2026 read with further orders dated June 16, 2026 and June 25, 2026 ("Orders") in the matter of Scheme of Arrangement of Larsen & Toubro Limited ("Transferor Company/Company/L&T") and L&T Realty Properties Limited ("Transferee Company/LTRPL") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act 2013.**

Further to our intimation dated June 27, 2026, and as directed by the Tribunal pursuant to the Orders, a meeting of Equity Shareholders of the Company was held today i.e. August 4, 2026 at 3:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). In this connection, we enclose the following:

1. Summary of proceedings of the Meeting, as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure A**);

2. Voting results in respect of the business conducted at the Meeting, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure B**);

3. Scrutinizer's Report dated August 4, 2026 (**Annexure C**); and

4. Address delivered by Mr. S. N. Subrahmanyan, Chairman & Managing Director of the Company at the above-mentioned meeting to the equity shareholders today (**Annexure D**).

Basis the above, we declare that the resolution as set out in the NCLT Convened Meeting Notice has been duly passed by the shareholders through e-voting process with requisite majority.

An ISO 9001:2015 Certified Department

*Larsen & Toubro Limited*
*Secretarial Department*
*L&T House, Ballard Estate*
*Narottam Morarjee Marg*
*Mumbai - 400 001, INDIA*
*Tel: +91 22 6752 5656*
*Fax: +91 22 6752 5858*
*www.Larsentoubro.com*
*Email: igrc@larsentoubro.com*
*CIN : L99999MH1946PLC004768*

The voting results along with the scrutinizer's report is also being uploaded on the Company's website at https://investors.larsentoubro.com/listing-compliance.aspx .

We request you to kindly take above on record as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours sincerely
For **LARSEN & TOUBRO LIMITED**

Narayan Subramanian
Digitally signed by Narayan Subramanian
Date: 2026.08.04 19:19:09 +05'30'

**SUBRAMANIAN NARAYAN**
**COMPANY SECRETARY & COMPLIANCE OFFICER**
**M. No. A16354**

Encl. as above

*Larsen & Toubro Limited*
*Secretarial Department*
*L&T House, Ballard Estate*
*Narottam Morarjee Marg*
*Mumbai - 400 001, INDIA*
*Tel: +91 22 6752 5656*
*Fax: +91 22 6752 5858*
*www.Larsentoubro.com*
*Email: igrc@larsentoubro.com*
*CIN : L99999MH1946PLC004768*

**Annexure A**

**Summary of the proceedings of NCLT Convened Meeting of the Equity Shareholders of the Company held pursuant to the Orders of the Hon'ble National Company Law Tribunal, Mumbai Bench**

Pursuant to the directions of Tribunal vide its Orders, a meeting of the Equity Shareholders of the Company was held today i.e. on Tuesday, 4th August, 2026 (the '**Meeting**') for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement of Larsen & Toubro Limited ("Transferor Company/Company/L&T") and L&T Realty Properties Limited ("Transferee Company/LTRPL") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act 2013.

Pursuant to the Orders and as directed therein, the Meeting was held through Video Conferencing / Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013, the Circulars issued thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Meeting commenced at 3:00 P.M. (IST).

Mr. S. N. Subrahmanyan, Chairman and Managing Director, informed the members that Mr. Kuldeep Kumar Kareer was the Chairperson for the meeting appointed by the Tribunal.

Mr. Kuldip Kumar Kareer, Former Member (Judicial) NCLT Mumbai and retired District and Sessions Judge from Punjab and Haryana High Court, chaired the meeting and conducted the proceedings. The quorum for the meeting was present at the commencement and also throughout the meeting. 116 Members attended the meeting.

Mr. Kuldip Kumar Kareer informed the members that the meeting was convened to seek approval of the members for the following resolution:

| Res. No. | Brief Description of the Resolution | Resolution Type |
|---|---|---|
| **Special Business** | | |
| 1. | Scheme of Arrangement of Larsen & Toubro Limited ("Transferor Company/Company/L&T") and L&T Realty Properties Limited ("Transferee Company/LTRPL") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 ("Scheme") for transfer of Realty Undertaking. | Special Majority |

*Larsen & Toubro Limited*
*Secretarial Department*
*L&T House, Ballard Estate*
*Narottam Morarjee Marg*
*Mumbai - 400 001, INDIA*
*Tel: +91 22 6752 5656*
*Fax: +91 22 6752 5858*
*www.Larsentoubro.com*
*Email: igrc@larsentoubro.com*
*CIN : L99999MH1946PLC004768*

The Chairperson of the Meeting further informed the members that the Directors, Chief Financial Officer, Company Secretary, Scrutinizer, and authorised representatives of the Legal Counsels, Statutory Auditors, Cost Auditors and the Secretarial Auditors of the Company attended the meeting.

Upon the request by the Chairperson, Mr. S. N. Subrahmanyan, Chairman and Managing Director of the Company briefed the members on the proposed Scheme of Arrangement of Larsen & Toubro Limited and L&T Realty Properties Limited and their respective Shareholders and Creditors, including its salient features and benefits.

With the permission of the Members, the Notice convening the Meeting together with the Explanatory Statement, the Scheme of Arrangement and other accompanying documents, having been circulated to the members by the permissible mode, were taken as read. The Resolution for approval of the Scheme, as stated in the Notice dated 27th June, 2026, was also taken as read. Attention of the Members was drawn that the documents, as stated in the Explanatory Statement annexed to the Notice, were available for inspection through electronic mode during the Meeting.

The Members who had registered themselves as Speakers were given opportunity to ask questions or seek clarifications on the agenda of the Meeting i.e., approval of the Scheme. Thereafter, responses to the queries raised / clarifications sought by the Members who spoke at the Meeting were provided by management.

Pursuant to the Orders, e-voting facility was provided at the Meeting to those members who had not cast their votes through remote e-voting. The facility to cast votes through remote e-voting was provided to the Members from 9:00 a.m. on 31st July, 2026 till 5:00 p.m. on 3rd August, 2026. The Resolution for approval of the Scheme was put to vote by special majority of the Members.

The Chairperson of the Meeting informed the members that Ms. Jyoti Kholia, Practising Company Secretary, (Membership No. FCS 9803, COP No. 12224), was appointed by the Tribunal as the Scrutinizer for the Meeting. The Chairperson of the Meeting authorised the Company Secretary of the Company to declare the voting results. The Members were also informed that the Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website and also on the website of National Securities Depository Limited. The Voting Results would also be displayed on the Notice Board of the Company at its registered office and forwarded to the National Stock Exchange of India Limited and BSE Limited.

The Chairperson thanked the members and directors for attending and participating in the meeting.

***Larsen & Toubro Limited***
***Secretarial Department***
*L&T House, Ballard Estate*
*Narottam Morarjee Marg*
*Mumbai - 400 001, INDIA*
*Tel: +91 22 6752 5656*
*Fax: +91 22 6752 5858*
*www.Larsentoubro.com*
*Email: igrc@larsentoubro.com*
*CIN : L99999MH1946PLC004768*

The meeting concluded at 4:06 P.M. (IST) and the e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Thereafter the meeting was closed at 4:21 P.M. (IST). Post conclusion of the e-voting, the Scrutinizer's report was received.

The Resolution for approval of the Scheme of Arrangement of Larsen & Toubro Limited and L&T Realty Properties Limited and their respective Shareholders and Creditors, as set out in the Notice dated 27th June, 2026, has been approved and passed by the requisite majority of the Members, pursuant to Section 230(6) of the Companies Act, 2013.

****

**Annexure B**

| General information about company | |
|---|---|
| **Scrip Code** | 500510 |
| **Name of company** | LARSEN AND TOUBRO LIMITED |
| **Type of meeting** | NCLT Convened Meeting |
| **Start time of meeting** | 15:00 |
| **End time of meeting** | 16:21 |

| VOTING RESULTS | |
|---|---|
| Record date | 28-07-2026 |
| Total number of shareholders on record date | 19,42,296 |
| Number of shareholders present in the meeting | |
| a)Promoter and promoter group | Not Applicable |
| b) Public | Not Applicable |
| Number of shareholders attended the meeting | |
| a)Promoter and promoter group | Not Applicable |
| b) Public | 116 |
| Number of resolutions passed in meeting | 1 |
| Disclosure of notes on voting results | None |

| Resolution Details(1) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution Required | | | | | Scheme of Arrangement of Larsen & Toubro Limited (Transferor Company/Company/L&T) and L&T Realty Properties Limited (Transferee Company/LTRPL) and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 (Scheme) for transfer of Realty Undertaking. | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | Not Applicable | | | |
| **Category** | **Mode of Voting** | **No. of shares held** | **No. of votes polled** | **% votes polled on outstanding shares** | **No. of votes - in favour** | **No. of votes - in Against** | **% of votes - in favour** | **% of votes - in Against** |
| | | **(1)** | **(2)** | **(3)=[(2)/(1)]*100** | **(4)** | **(5)** | **(6)=[(4)/(2)]*100** | **(7)=[(5)/(2)]*100** |
| Promoter and Promoter Group | E-voting | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if a | | - | - | - | - | - | - |
| | **Total** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| Public Institutions | E-voting | 84,85,37,194 | 78,74,50,700 | 92.8010 | 77,82,96,035 | 91,54,665 | 98.8374 | 1.1626 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if a | | - | - | - | - | - | - |
| | **Total** | **84,85,37,194** | **78,74,50,700** | **92.8010** | **77,82,96,035** | **91,54,665** | **98.8374** | **1.1626** |
| Public Non-Institutions | E-voting | 52,71,91,984 | 20,15,84,438 | 38.2374 | 20,15,38,003 | 46,435 | 99.9770 | 0.0230 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if a | | - | - | - | - | - | - |
| | **Total** | **52,71,91,984** | **20,15,84,438** | **38.2374** | **20,15,38,003** | **46,435** | **99.9770** | **0.0230** |
| **Total** | | **1,37,57,29,178** | **98,90,35,138** | **71.8917** | **97,98,34,038** | **92,01,100** | **99.0697** | **0.9303** |

JYOTI NARAYAN KHOLIA & CO.
COMPANY SECRETARY

**FORM NO. MGT-13**
**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING**
*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**To,**
**Shri. Kuldip Kumar Kareer [Former Member (Judicial), NCLT, Mumbai]**
The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench III for NCLT convened meeting of Equity Shareholders of **Larsen & Toubro Limited** (First Applicant Company / Transferor Company) held on **Tuesday, August 4, 2026 at 3.00 P.M .**(IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

**LARSEN & TOUBRO LIMITED**
**Registered office:** L&T House,
Ballard Estate, Mumbai,
Maharashtra, India- 400 001

**Subject: Consolidated Report of Scrutinizer on the results of remote e-voting and e-voting at the Meeting of Equity Shareholders ("Meeting") of Larsen & Toubro Limited (First Applicant Company / Transferor Company) ("the Company") held on Tuesday, August 4, 2026, at 3:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), convened pursuant to the of the Hon'ble National Company Law Tribunal, Mumbai Bench III ("NCLT" or "Tribunal").**

**Reference: NCLT Order dated June 12, 2026, read with the rectification orders dated June 16, 2026, and June 25, 2026, in Company Application No. CA (CAA) 59/MB-III/2026.**

Dear Sir / Madam,

I, **Jyoti Narayan Kholia**, Practicing Company Secretary, have been appointed by the Hon'ble NCLT, Mumbai Bench III vide its Order dated June 12, 2026, read with the Rectification Orders dated June 16, 2026 and June 25, 2026, in Company Application No. CA (CAA) 59/MB-III/2026 as the Scrutinizer for the meeting of the Equity Shareholders of **Larsen & Toubro Limited** (First Applicant Company / Transferor Company) ("**the Company**") in connection with the proposed Scheme of Arrangement amongst the Company and L&T Realty Properties Limited and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 for scrutinizing the votes cast in respect of the resolution contained in the Notice dated June 27, 2026 through the following:

Address: Office No. T-163, 3rd Floor, Moongipa Arcade, D. N. Nagar, Andheri (West), Mumbai - 400053
8652499681; Email: jyoti@knkllp.in

a. Remote e-voting conducted prior to the meeting ("**Remote e-voting**") by the shareholders of the Company;
b. Electronic Voting conducted at the meeting ("**e-voting**") held on Tuesday, August 4, 2026 at 3:00 P.M. (IST) through VC/OVAM.

in terms of Section 108 and other provisions of the Companies Act, 2013 ("**the Act**"), read with Rules thereunder, Secretarial Standards - 2 issued by the Institute of Company Secretaries of India and relevant circulars issued by the Ministry of Corporate Affairs ("**MCA**") in this regard, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Securities and Exchange Board of India Master Circular dated June 20, 2023 bearing reference no. SEBI/HO/CFD/POD-2/P/CIR/2023/93, as amended ("**SEBI Scheme Circular**") and any other applicable circulars issued by Securities and Exchange Board of India ("**SEBI**") as amended and restated from time to time.

The Management of the Company is responsible for ensuring the compliance with the requirements of the Act , Rules made thereunder and the SEBI Listing Regulations, the Hon'ble NCLT Order, maintenance of a secured framework for the electronic voting system and furnishing of the Notice of Meeting to the Members of the Company.

My responsibility as the Scrutinizer is limited to scrutinizing the remote e-voting process prior to the meeting and the e-voting conducted during the Meeting in a fair and transparent manner and to prepare this Consolidated Scrutinizer's Report of the votes cast "in favour of" or "against" the resolution and "invalid" votes, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the documents, records and information made available to me by the Company and/or NSDL. Accordingly, my responsibility is confined to providing an independent and impartial report on the outcome of the voting process based solely on the information, records, and reports furnished to me, for the proposed resolution as mentioned in the Notice of the Meeting.

Pursuant to the Order of the Hon'ble NCLT, Mumbai Bench III the Company has confirmed that the electronic copy of the Notice dated June 27, 2026 along with the explanatory statement disclosing material facts as required under Sections 203(2), 102 and other applicable provisions of the Act, and copy of the proposed Scheme of Arrangement for the NCLT convened Meeting along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose email Ids are registered with the Company / Depository Participants (DPs) / Registrar and Transfer Agent (RTA) as on June 19, 2026.

Further, as directed by the Hon'ble NCLT Order, an access to download the said notice from the website of the Company was provided such that Equity Shareholders of the Company, whose email addresses were not available or who may not have received the notice, as mentioned in the newspaper advertisement containing notice of the meeting published on **Monday, June 29, 2026** in the two newspapers i.e. 'Business Standard' in English language with all India circulation and translation thereof in 'Loksatta' in Marathi language, having circulation in Maharashtra.

The Company had availed the remote e-voting and e-voting facility provided by NSDL for conducting the remote e-voting and e-voting by the Shareholders of the Company. Shareholders of the Company as on the cut-off date, i.e., **Tuesday, July 28, 2026**, were entitled to vote through remote e-voting and e-voting on the resolution seeking their approval. The remote e-voting commenced on **Friday, July 31, 2026 at 9:00 A.M. (IST)** and ended on **Monday, August 3, 2026 at 5:00 P.M. (IST)** and the NSDL remote e-voting was blocked thereafter.

Requisite quorum comprising of **116 Equity shareholders** were present for the meeting through VC/OAVM. Since the said quorum was present, the Meeting of Equity Shareholders was duly called in order by the Chairperson basis confirmation from the Company Secretary. After the announcement was made by the Chairperson appointed by Hon'ble NCLT for the Meeting, the Equity Shareholders present at the Meeting voted through e-voting facility provided by NSDL.

After the time fixed for closing of the e-voting, the votes were unblocked at 4:21 P.M. (IST) in my presence along with two independent witnesses, Ms. Shivangi Dubey and Ms. Sakshi Pajve, who are not related to nor in the employment of the Company. Thereafter, the details containing *inter alia,* the list of the members who voted "for" or "against" the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL at https: //www.evoting.nsdl.com and the final electronic report was also generated.

Votes were reconciled with the records maintained by the Company and/or RTA of the Company with respect to the authorisations lodged with the Company. Thus, on the basis of the votes exercised by the equity shareholders of the Company by way of remote e-voting prior to the Meeting and e-voting at the Meeting of the Company held on Tuesday, August 4, 2026, at 3:00 P.M. (IST), I have issued this report.

**Approval of Scheme of Arrangement of Larsen & Toubro Limited and L&T Realty Properties Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013:** Details of Votes cast by public shareholders of the Company as required under Part - I(A)(10)(b) of SEBI Circular

**(i) Voted in favour of the Resolution:**

| **Mode of voting** | **No. of Equity Shareholders Voted** | **% of the total number of Equity Shareholders voted** | **No. of votes cast by Equity Shareholders (in terms of no. of shares held)** | **% of total no. of valid votes cast by Equity Shareholders (in terms of no. of shares held)** |
|---|---|---|---|---|
| Remote E-Voting | 4898 | 95.6454 | 979833290 | 99.0696 |
| E-Voting at Meeting | 9 | 0.1757 | 748 | 0.0001 |
| **Total** | **4907** | **95.8211** | **979834038** | **99.0697** |

Address: Office No. T-163, 3rd Floor, Moongipa Arcade, D. N. Nagar, Andheri (West), Mumbai – 400053
8652499681; Email: jyoti@knkllp.in

(ii) **Voted against the Resolution:**

| Mode of voting | No. of Equity Shareholders Voted | % of the total number of Equity Shareholders voted | No. of votes cast by Equity Shareholders (in terms of no. of shares held) | % of total no. of valid votes cast by Equity Shareholders (in terms of no. of shares held) |
|---|---|---|---|---|
| Remote E-Voting | 213 | 4.1593 | 9201097 | 0.9303 |
| E-Voting at Meeting | 1 | 0.0195 | 3 | 0.0000 |
| **Total** | **214** | **4.1789** | **9201100** | **0.9303** |

(iii) **Invalid votes:**

| Mode of voting | No. of Equity Shareholders Voted | % of the total number of Equity Shareholders voted | No. of votes cast by Equity Shareholders (in terms of no. of shares held) | % of total no. of valid votes cast by Equity Shareholders (in terms of no. of shares held) |
|---|---|---|---|---|
| Remote E-Voting | 0 | 0 | 0 | 0 |
| E-Voting at Meeting | 0 | 0 | 0 | 0 |
| **Total** | 0 | 0 | 0 | 0 |

*There were no invalid votes noted in remote e-voting and e-voting at the meeting of equity shareholders.*

Pursuant to the Act, SEBI Scheme Circular and based on the foregoing, the resolution as proposed in the Notice of the Meeting shall be deemed to have been approved on the date of the Meeting of Equity Shareholders of the Company, i.e., August 4, 2026, as it has been approved by the majority of the Equity Shareholders exercising their voting rights representing three-fourths in the value of the equity shares held by them and they have voted in favor of, through remote e-voting and e-voting facility made available at the Meeting. Thus, the Hon'ble Chairperson may accordingly declare the proposed resolution stated hereunder may be passed by the requisite majority as mentioned above, pursuant to Section 230(6) of the Act:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (the "**Act**"),Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**"), the National Company Law Tribunal Rules, 2016 and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), the circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("**Listing Regulations**") and other applicable provisions of the Listing Regulations and guidelines issued by the Securities and Exchange Board of India ("**SEBI**") as amended from time to time, SEBI Master Circular dated June 20,2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, as amended ("**SEBI Scheme Circular**") read with observation letter dated March 18, 2026 issued by the BSE Limited ("**BSE**") and observation letter dated March 19, 2026 issued by the National Stock Exchange of India Limited ("**NSE**"), relevant provisions of the Income Tax Act,1961 and the rules made thereunder, and relevant provisions of other applicable laws or amendments thereto or modifications thereof, the provisions of the Memorandum of Association and Articles of Association of Larsen & Toubro Limited (the **"Company"** or **"L&T"**), and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be prescribed or imposed by the NCLT, or by any statutory or regulatory authorities, while granting such consent(s), approval(s) and permission(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement pursuant to the Scheme of Arrangement of the Company and L&T Realty Properties Limited ("**LTRPL**"), and their respective shareholders and creditors ("**Scheme**") as enclosed with this Notice of the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including, in relation to whether a specific asset (tangible or intangible) or liability or employee shall be a part of the Realty Undertaking, passing of such accounting entries and /or making such adjustments in the books of accounts and deciding on transfer/vesting of assets and liabilities, as considered necessary to give effect to the above Resolution; settling of any questions or difficulties arising under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalize the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the members or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason whatsoever including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."

Pursuant to Hon'ble NCLT Order dated June 12, 2026, read with the rectification orders dated June 16, 2026, and June 25, 2026, in Company Application No. CA (CAA) 59/MB-III/2026, I hereby certify and submit the consolidated report based on the records generated and provided by the NSDL annexed as Annexure A to this report and the attendance sheet downloaded from NSDL furnished by the Company.

**Notes:**

a. The percentage calculation beyond 4 decimal points have been ignored under rounding off.
b. The details of the votes cast by the Equity Shareholders do not include the details of abstained votes.
c. The complete records of e-voting who voted 'For', 'Against' and all other relevant electronic records related to remote e-voting and e-voting at the meeting of the Equity Shareholders have been emailed to the Company Secretary of the Company for safe keeping.

**Thanking you,**

**Yours faithfully,**
**For Jyoti Narayan Kholia & Co.**
**Practicing Company Secretary**

JYOTI KHOLIA CP No. 12224 MUMBAI COMPANY SECRETARY

**Jyoti Narayan Kholia**
**Proprietor**
**FCS: 9803**
**C.P. No.: 12224**
**UDIN: F009803H001016811**

Place: Mumbai
Date: August 4, 2026

**Witnesses to the unblocking of remote e-voting:**

**Shivangi Dubey** **Sakshi Pajve**

**Countersigned by: Shri Kuldip Kumar Kareer**
The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench III for NCLT convened meeting of Equity Shareholders of the Company.

LARSEN & TOUBRO

**Annexure D**

**Address delivered by Mr. S. N. Subrahmanyan, Chairman & Managing Director of the Company to the equity shareholders at the meeting held on August 4, 2026**

**Dear Shareholders,**

Good Afternoon and thank you for joining us today. It is indeed a pleasure to interact with you once again.

One of the key items before you today is the proposed Scheme of Arrangement between **Larsen & Toubro Limited** and its wholly-owned subsidiary, L&T Realty Properties Limited, involving the transfer of L&T's Realty Undertaking to the subsidiary as a going concern. The Scheme has been formulated under Sections 230 to 232 of the Companies Act, 2013.

At the outset, let me reassure you that this proposal does not involve any dilution of your shareholding in L&T. L&T Realty Properties Limited will continue to remain a wholly-owned subsidiary of the Company and there will be no change in ownership, voting rights, or shareholder interests as a consequence of this transaction.

The rationale for the Scheme is strategically compelling.

Over the years, L&T Realty has established a strong presence across residential, commercial and mixed-use developments in India's leading urban centres. Today, the business has an estimated development potential of approximately 71 million square feet across key markets including Mumbai, Navi Mumbai, Bengaluru, NCR and Chennai.

As the business has grown in scale and complexity, the Board believes that the time is right to house the Realty business under a dedicated platform that can provide sharper strategic focus, greater operating agility and enhanced managerial accountability, while continuing to benefit from the L&T brand, governance standards and institutional strengths built over decades.

The opportunities before the Realty business are significant. During FY 2025-26, L&T Realty Business Unit achieved pre-sales of approximately ₹10,000 Crs and contributed about 0.59% of the consolidated revenue. Building on this momentum, the business is targeting pre-sales growth at an accelerated rate over the next five years, supported by a disciplined growth strategy focused on land acquisitions, joint developments, and selective expansion of the commercial portfolio.

The proposed structure will also provide greater flexibility to access growth capital, attract strategic partners and engage with sector-focused investors. Importantly, it establishes a focused real estate platform capable of pursuing long-term growth opportunities while preserving the substantial synergies that the businesses enjoy as part of the L&T Group.

The transfer is proposed as a slump sale of the Realty Undertaking on a going-concern basis at an enterprise value of ₹6300 Crs. and the consideration will be discharged through the issuance of fully paid up equity shares by L&T Realty Properties Limited to the Company.

All assets, liabilities, contracts, approvals, licences, employees and business operations associated with the Realty business will move to the subsidiary in accordance with the Scheme. Employees will continue without interruption of service and with all existing benefits protected. Likewise, customer relationships, ongoing projects and contractual arrangements will continue seamlessly, ensuring uninterrupted business operations and safeguarding stakeholder interests.

The proposed reorganisation does not have any material impact on the Company's broader engineering, manufacturing, technology and infrastructure businesses, while enabling the Realty business to pursue its growth ambitions through a more focused and agile framework.

Your Board has carefully evaluated the proposal and firmly believes that the Scheme is in the long-term interests of the Company and all its stakeholders. It will create a stronger platform for growth, enhance capital allocation flexibility, improve valuation visibility and position the Realty business to capitalize on the significant opportunities emerging in India's real estate sector.

This proposal reflects L&T's disciplined approach to portfolio management and long-term value creation. It strengthens strategic clarity, enhances operational focus and positions the Realty business for its next phase of growth while continuing to benefit from the strength, reputation and governance of the L&T Group.

On behalf of the Board, I thank you for your continued trust, confidence and support. We firmly believe that this Scheme will create sustainable long-term value for shareholders while reinforcing the strong foundations of both L&T and its Realty business.

Thank you. Jai Hind !

**S. N. Subrahmanyan**
***Chairman & Managing Director***
***Larsen & Toubro Limited***