

SEC/PAM/POSTAL BALLOT/2017

July 5, 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,

Sub: Submission of the details regarding the voting results of the Postal Ballot as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Further to the above mentioned subject, we enclose herewith Voting results in respect of the business conducted through Postal Ballot, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report (Annexure A) and (Annexure B) respectively.

Please note that the Resolution has been passed as an Ordinary Resolution as prescribed under applicable laws

This is for your information, records and necessary action.

Thanking you,

Yours faithfully,
for **LARSEN & TOUBRO LIMITED**



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

Encl. as above

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - 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 the Articles of Association and Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.							
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	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	465337782	422017289	90.69	422017289	0	100.00	0.00
	Postal Ballot		387517	0.08	387517	0	100.00	0.00
	Total		422404806	90.77	422404806	0	100.00	0.00
Public- Non Institutions	E-Voting	467933485	182326982	38.96	182292591	34391	99.98	0.02
	Postal Ballot		2426553	0.52	2423697	2856	99.88	0.12
	Total		184753535	39.48	184716288	37247	99.98	0.02
	Total	933271267	607158341	65.06	607121094	37247	99.99	0.01



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400601 | Tel 25345648/25432704 | Email sna@snaco.net | Website www.snaco.net

SCRUTINIZER'S REPORT

To,
 The Chairman,
Larsen & Toubro Limited
 CIN: L99999MH1946PLC004768,
 L&T House, Ballard Estate,
 Mumbai 400001.

I am pleased to present the Report on the **POSTAL BALLOT** conducted by the Company to pass Ordinary Resolution as contained in the Notice of Postal Ballot dated **May 29, 2017**.

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated **May 29, 2017**.

2. Members approval sought for:

a) Issue of Bonus Shares in the ratio 1:2 (One bonus share of Rs.2 for every two shares held of Rs.2 each) by capitalisation of its Reserves pursuant to the Articles of Association and chapter IX of Securities and Exchange Board of India.(Issue of Capital and Disclosure Requirements) Regulations, 2009

3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., **National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)**, as on **May 26, 2017 (cut-off date)**, the Company completed dispatch of the Notice of Postal Ballot:

- On **2nd June, 2017**, by email to **5,97,990** members who had registered their email-ids with the Company/ Depositories.
- On **2nd June, 2017**, in physical form by courier to **1,35,006** members.
- On **2nd June, 2017**, in physical form by registered post to **12,946** members.
- On **3rd June, 2017**, in physical form by courier to **1,31,900** members.



Scrutinizer's Report on Larsen & Toubro Limited Postal Ballot

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

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4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:
 - In case of Postal Ballot Form mailed to them by the Company, in postage pre-paid envelopes addressed to me on or before close of working hours at **5:00 p.m. on Tuesday, July 4, 2017.**
 - In case of remote-Voting, votes to be cast electronically on remote e-voting platform provided by National Securities Depository Limited (NSDL) upto **5:00 p.m. on Tuesday, July 4, 2017.**
5. I received **4718** Postal Ballot Forms and **7562** Members cast their votes on the remote e-Voting platform, till **5:00 p.m. on Tuesday, July 4, 2017.**
6. With the support of **M/s. Karvy Computershare Private Limited**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with the RTA and as provided by the Depositories.
7. In case of remote e-Voting, Members' demographic details, their share holding and voting pattern was downloaded from remote e-Voting platform and provided to RTA.
8. The votes, if any, cast by a member(s) both in Postal Ballot Form and remote e-Voting having been identified, votes cast through remote-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that the Ordinary Resolution as contained in the Postal Ballot Notice dated May 29, 2017 has been passed with requisite majority.

I have annexed with this Report, the details of the Postal Ballot and remote e-Voting and the analysis of the Result of the Ordinary Resolution as contained in the aforesaid Notice.

S. N. Ananthasubramanian

S. N. Ananthasubramanian

C.P. No. 1774

July 5, 2017

Thane



Details of the Postal Ballot & Remote e-Voting

A	Postal Ballot	Item no 1
1	Number of Forms received from Members	4,718
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	133
	b. Not signed	15
	c. Not voted	1
	d. Resolution not enclosed	7
	e. Voted for both assent and dissent	9
	Total Invalid Forms	165
	Number of Valid Forms (1-2)	4,553
B	Remote e-Voting	
1	Number of Members who participated in Remote e-Voting.	7,562
2	Invalid e-Votes/Not voted	0
	Number of Valid e-Voters(1-2)	7,562
C	Total Valid Voters (A+B)	12,115



Result of Postal Ballot

Item No. 1: Issue of Bonus shares in the ratio 1:2, by capitalization of Reserves pursuant to Article 153 of Articles of Association.							
	Number of			Number of Votes contained in			%
Particulars	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Assent	7,505	4,532	12,037	60,43,09,880	28,11,214	60,71,21,094	99.99
Dissent	57	22	79	34,391	2,856	37,247	0.01
Total	7,562	*4,554	12,116	60,43,44,271	28,14,070	60,71,58,341	100.00

*Includes 1 postal ballot form where the shareholder has not exercised all his votes in the same manner.

Based on the aforesaid result, we report that, the **Ordinary Resolution** as contained in the Postal Ballot Notice dated May 29, 2017, has been passed with **requisite majority**.

S. N. Ananthasubramanian

S. N. Ananthasubramanian
C. P. No. 1774
July 5, 2017
Thane



Scrutinizer's Report on Larsen & Toubro Limited Postal Ballot