LARSEN & TOUBRO

Larsen & Toubro Limited
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NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN AND INTO THE UNITED STATES OR ANY "OTHER JURISDICTIONS" (AS DEFINED BELOW). SEE "IMPORTANT INFORMATION" BELOW.

Date: September 3, 2018

The Managing Director,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Managing Director,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Dear Sir/Madam,

Subject: Offer for Sale of equity shares of Larsen & Toubro Infotech Limited (the "Company") by Larsen and Toubro Limited (the "Seller"), through the stock exchange mechanism.

We refer to the notice dated August 31, 2018 ("**Notice**") sent by the Seller, whereby the Seller proposed to sell up to 59,00,000 equity shares representing 3.41% of the total paid up equity share capital of the Company of face value of Rs. 1 each ("**Base Offer Size**") on September 3, 2018 ("**T Day**") (for non-Retail Investors only) and on September 4, 2018 ("**T+1 Day**") (for Retail Investors and for Non-Retail Investors who choose to carry forward their un-allotted bids), with an option to additionally sell 46,27,288 equity shares representing 2.67% of the total paid up equity share capital of the Company (the "**Oversubscription Option**" and in event the Oversubscription Option is exercised, the equity shares forming part of the Base Offer Size and the Oversubscription Option will, collectively, hereinafter be referred to as "**Offer Shares**", collectively representing 6.08% of the total paid up equity share capital of the Company on August 31, 2018, in accordance with the SEBI OFS Circulars and the notices and circulars issued by the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), from time to time, in this regard (such offer for sale hereinafter referred to as the "**Offer**").

In this regard, we wish to intimate BSE and NSE of our intention to exercise the Oversubscription option to the extent of 46,27,288 (2.67%) equity shares of the Company in

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addition to 59,00,000 equity shares forming part of the Base Offer Size. Accordingly, the Offer Shares will be 105,27,288 (6.08%) equity shares of the Company. Ten percent of this offer size equal to 10,52,729 shares will be available for retail shareholders on T+1 Day, and 94,74,559 shares will be used for allocation to institutional shareholders. All capitalised terms used herein but not defined shall have the meaning ascribed to them in the Notice filed with the Stock Exchanges.

Thanking You,

Yours faithfully,

For **Larsen & Toubro Limited**

LARSEN & TOUBRO LIMITED MUMBAI

(Authorized Signatory)

IMPORTANT INFORMATION

This notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale securities, in any jurisdiction (collectively, "**Other Jurisdictions**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdictions unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer.

The Offer Shares have not been and will not be registered under (a) the United States Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable state securities laws or (b) any other securities law of Other Jurisdictions. The Offer Shares are being offered and sold (1) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("**Rule 144A**")) ("**QIBs**" and each a "**QIB**") pursuant to Rule 144A or another available exemption from the registration requirements under the Securities Act, and (2) outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act ("**Regulation S**"). **Prospective purchasers in the United States are hereby notified that the Seller may be relying on the exemption from the provisions of Section 5 of the Securities Act.**

Prospective purchasers of the Offer Shares are hereby advised that any resale of the Offer Shares in the United States must be made in accordance with the registration requirements of

the Securities Act or otherwise pursuant to an available exemption from the registration requirements of securities laws in the United States.

By submitting a bid in connection with the Offer or receiving any Offer Shares, each Bidder will be deemed to have (a) read and understood this notice and the notice dated August 31, 2018 in their entirety, (b) accepted and complied with the terms and conditions set out in both notices, and (c) made the representations, warranties, agreements and acknowledgements set out in the notice dated August 31, 2018.

