

SEC/Postal Ballot/2023

February 14, 2023

BSE Limited Phiroze Jeebhoy 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 Sirs,

Sub: Submission of voting results of the Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

We enclose herewith Voting results in respect of the following 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:

- Approval for sale of Carved-out Business of Smart World & Communication business to L&T Technology Services Limited, entering into LTTS PT&D sub-contracts and other Related Party Transactions

This is for your information, records, and necessary action.

Thanking you,

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

**SIVARAM NAIR A
COMPANY SECRETARY
(FCS 3939)**

Company Name	LARSEN & TOUBRO LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	1499033
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)		ORDINARY - Approval for sale of Carved-out Business of Smart World & Communication business to L&T Technology Services Limited, entering into LTTS PT&D sub-contracts and other Related Party Transactions						
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	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	787783585	725364563	92.0766	713337439	12027124	98.3419	1.6581
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	617580542	278475387	45.0913	277667956	807431	99.7101	0.2899
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	1405364127	1003839950	71.4292	991005395	12834555	98.7215	1.2785



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,
The Chairman
Larsen & Toubro Limited
CIN: L99999MH1946PLC004768
L&T House, Ballard Estate,
Mumbai – 400 001

We are pleased to present the report on the Postal Ballot conducted by **Larsen & Toubro Limited (“the Company”)** seeking consent of its Members for the resolution as contained in the Notice of Postal Ballot dated **January 12, 2023**.

1. In terms of the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on January 12, 2023 to conduct the Postal Ballot as contained in the Notice dated **January 12, 2023**.
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) from time to time on “Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder”, Members’ approval was sought for the Ordinary resolution as contained in the Notice of Postal Ballot through e-voting only.

3. Notice of the Postal Ballot

- 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National

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S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **Friday, January 6, 2023 (“the cut-off date”)**, the Company had completed the dispatch of Postal Ballot Notice through e-mail to **13,71,922** Members who had registered their email-ids with the Company/ Depositories/ Depository Participant/ Registrar and Transfer Agents (RTA) on **January 13, 2023**.

3.2. The Company had hosted the Notice of Postal ballot on its website and the website of NSDL (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **January 13, 2023**.

3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an Advertisement regarding the Postal Ballot, was published on **January 16, 2023** in Financial Express in English language and Loksatta in Marathi language.

4. In terms of the aforesaid notice, Members’ were required to convey their assent or dissent, only through e-voting system, on e-voting platform provided by NSDL from **Monday, January 16, 2023 at 09.00 A.M. (IST) to Tuesday, February 14, 2023 at 05.00 P.M. (IST)**.

5. Members’ demographic details and voting rights were provided by NSDL.

6. With respect to the Ordinary resolution as set out in the Notice of Postal Ballot which is to approve material Related Party Transaction(s) to be entered into by the Company with L&T Technology Services Limited, the Company and RTA provided us with the demographic details of the Related Parties of the Company, who pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not entitled to vote to approve the resolution.

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Company Secretaries

7. After the scrutiny of the e-voting results, we report that the Ordinary Resolution as contained in the Notice of Postal Ballot dated January 12, 2023 has been passed with requisite majority.

We have annexed with this report, the analysis of the result of the Ordinary Resolution as contained in the said Notice.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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S. N. Ananthasubramanian

Partner

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14th February, 2023 | Thane



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

Result of Postal Ballot

Item No. 1: Approval for sale of Carved-out Business of Smart World & Communication business to L&T Technology Services Limited, entering into LTTS PT&D sub-contracts and other Related party Transactions.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	7,732	99,10,05,395	98.7215
Dissent	281	1,28,34,555	1.2785
Total	8,013	100,38,39,950	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in the Notice of Postal Ballot dated January 12, 2023 has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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S. N. Ananthasubramanian

Partner

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