

SEC/Postal Ballot/2023

June 30, 2023

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 - 400051 STOCK CODE: LT
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Dear Sir/Madam,

Sub: Submission of Scrutinizers Report with UDIN for the Postal Ballot

We refer to our letter dated June 22, 2023, submitting the voting result and the Scrutinizers Report for the Postal Ballot of the Company.

We also enclose the Scrutinizer's Report with the UDIN for your information and records.

Kindly take note of the same.

Thanking you,

For Larsen & Toubro Limited

**Sivaram Nair A
Company Secretary
M. No. – F3939**



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

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

Sub: Scrutinizer's Report on the Postal Ballot conducted by Larsen & Toubro Limited ("the Company") seeking consent of its Members for the resolutions as contained in the Notice of Postal Ballot dated May 10, 2023

Sir,

We were appointed as the Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated May 10, 2023.

Institute of Company Secretaries of India (ICSI) vide its email dated June 19, 2023 had intimated to all the members of the Institute that due to critical maintenance activity, the online services on the ICSI portal relating to students and members, including generation of Unique Document Identification Number (UDIN) had been impacted. Considering this, ICSI vide its email dated June 21, 2023 granted relaxation to the members to continue services without generating UDIN during the period from June 15, 2023 till June 25, 2023 or the restoration of services, whichever is earlier.

Due to the impact on the online services on the ICSI portal, we had previously issued our Scrutinizer's Report dated June 22, 2023 without incorporating the ICSI UDIN.

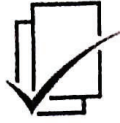
Now that the online services of ICSI have been restored, we are enclosing our Scrutinizer's Report dated the same incorporating the ICSI UDIN.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

Digitally signed by ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2023.06.30 17:27:35 +05'30'



S. N. Ananthasubramanian
Partner
FCS: 4206 | COP No.: 1774
30th June, 2023 | Thane



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SCRUTINIZER'S REPORT

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

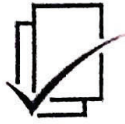
We are pleased to present the report on the Postal Ballot conducted by **Larsen & Toubro Limited (“the Company”)** seeking consent of its Members for the resolutions as contained in the Notice of Postal Ballot dated **May 10, 2023**.

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 May 10, 2023 to conduct the Postal Ballot as contained in the Notice dated **May 10, 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 and Special resolutions 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



*Scrutinizer's Report on Postal Ballot conducted by Larsen & Toubro Limited
vide Notice dated May 10, 2023*



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

Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **Friday, May 19, 2023** ("the cut-off date"), the Company had completed the dispatch of Postal Ballot Notice on **May 22, 2023**, through e-mail to **14,13,030** Members who had registered their email-ids with the Company/ Depositories/ Depository Participants/ Registrar and Transfer Agent (RTA).

- 3.2. The Company had hosted the Notice of Postal ballot on its website and the website of CDSL ("e-voting Agency") and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **May 22, 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 **May 23, 2023** in all editions of 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 CDSL from **09:00 A.M. (IST) on Tuesday, May 23, 2023 till 05:00 P.M. (IST) on Wednesday, June 21, 2023**.
5. Members' demographic details, their voting rights and voting pattern were downloaded by us from the CDSL e-voting platform.
6. With respect to the Ordinary resolution as set out in Item No. 3 of the Notice of Postal Ballot, to approve material Related Party Transaction(s) to be entered into by the Company with Larsen Toubro Arabia LLC, 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, and none of the related parties have voted on the said resolution.
7. All the votes cast by the members were found to be valid.





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

8. After the scrutiny of the e-voting results, we report that the Ordinary and Special Resolutions as contained in the Notice of Postal Ballot dated May 10, 2023 have been passed with requisite majority.

We have annexed with this report, the analysis of the results of the Ordinary and Special Resolutions as contained in the said Notice.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206E000521107

22nd June, 2023 | Thane



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

Result of Postal Ballot

Item No. 1: Appointment of Mr. Jyoti Sagar (DIN: 00060455) as an Independent Director.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	5,186	98,02,68,478	97.7560
Dissent	234	2,25,02,247	2.2440
Total	5,420	1,00,27,70,725	100.0000

Based on the aforesaid result, we report that the Special Resolution as contained in the Notice of Postal Ballot dated May 10, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Ananthasubramanian



S. N. Ananthasubramanian

Partner

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Result of Postal Ballot

Item No. 2: Appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	5,137	97,33,12,311	97.0624
Dissent	282	2,94,57,864	2.9376
Total	5,419	1,00,27,70,175	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Notice of Postal Ballot dated May 10, 2023 has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

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Company Secretaries

Result of Postal Ballot

Item No. 3: Entering into Material Related Party Transaction(s) with Larsen Toubro Arabia LLC.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	5,199	65,25,61,885	99.9937
Dissent	153	40,841	0.0063
Total	5,352	65,26,02,726	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in the Notice of Postal Ballot dated May 10, 2023 has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Ananthasubramanian



S. N. Ananthasubramanian

Partner

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