

SEC/Postal Ballot/2023

June 22, 2023

BSE Limited Phiroze Jeebhoy Towers, Dalal Street, MUMBAI - 400 001 <b>STOCK CODE: 500510</b>	National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 <b>STOCK CODE: LT</b>
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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 businesses 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:

1. Appointment of Mr. Jyoti Sagar (DIN: 00060455) as an Independent Director of the Company;
2. Appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director of the Company;
3. Entering into material related party transaction(s) with Larsen Toubro Arabia LLC.

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

Thanking you,

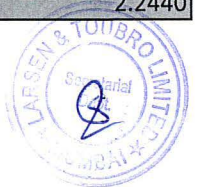
Yours faithfully,  
**for LARSEN & TOUBRO LIMITED**

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

	LARSEN & TOUBRO LIMITED
<b>Date of the AGM/EGM</b>	
<b>Total number of shareholders on record date</b>	1537664
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Jyoti Sagar (DIN: 00060455) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Institutions	E-Voting	78,89,49,688	72,57,99,678	91.9957	70,33,25,213	2,24,74,465	96.9035	3.0965
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78,89,49,688</b>	<b>72,57,99,678</b>	<b>91.9957</b>	<b>70,33,25,213</b>	<b>2,24,74,465</b>	<b>96.9035</b>
Public- Non Institutions	E-Voting	61,66,23,065	27,69,71,047	44.9174	27,69,43,265	27,782	99.9899	0.0100
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>61,66,23,065</b>	<b>27,69,71,047</b>	<b>44.9174</b>	<b>27,69,43,265</b>	<b>27,782</b>	<b>99.9900</b>
<b>Total</b>		<b>1,40,55,72,753</b>	<b>1,00,27,70,725</b>	<b>71.3425</b>	<b>98,02,68,478</b>	<b>2,25,02,247</b>	<b>97.7560</b>	<b>2.2440</b>

Note - There were no invalid votes



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Institutions	E-Voting	78,89,49,688	72,57,99,678	91.9957	69,63,76,210	2,94,23,468	95.9461	4.0539
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78,89,49,688</b>	<b>72,57,99,678</b>	<b>91.9957</b>	<b>69,63,76,210</b>	<b>2,94,23,468</b>	<b>95.9461</b>
Public- Non Institutions	E-Voting	61,66,23,065	27,69,70,497	44.9173	27,69,36,101	34,396	99.9876	0.0124
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>61,66,23,065</b>	<b>27,69,70,497</b>	<b>44.9173</b>	<b>27,69,36,101</b>	<b>34,396</b>	<b>99.9876</b>
<b>Total</b>		<b>1,40,55,72,753</b>	<b>1,00,27,70,175</b>	<b>71.3425</b>	<b>97,33,12,311</b>	<b>2,94,57,864</b>	<b>97.0624</b>	<b>2.9376</b>

Note - There were no invalid votes





Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Entering into material related party transaction(s) with Larsen Toubro Arabia LLC.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Institutions	E-Voting	78,89,49,688	56,83,06,721	72.0333	56,83,06,721	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78,89,49,688</b>	<b>56,83,06,721</b>	<b>72.0333</b>	<b>56,83,06,721</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	61,66,23,065	8,42,96,005	13.6706	8,42,55,164	40,841	99.9516	0.0484
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>61,66,23,065</b>	<b>8,42,96,005</b>	<b>13.6706</b>	<b>8,42,55,164</b>	<b>40,841</b>	<b>99.9516</b>
<b>Total</b>		<b>1,40,55,72,753</b>	<b>65,26,02,726</b>	<b>46.4297</b>	<b>65,25,61,885</b>	<b>40,841</b>	<b>99.9937</b>	<b>0.0063</b>

Note - There were no invalid votes





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

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E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://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 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





## **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: Pending for UDIN Generation**

**22<sup>nd</sup> 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
<b>Total</b>	<b>5,420</b>	<b>1,00,27,70,725</b>	<b>100.0000</b>

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**

**FCS: 4206 | COP No.: 1774**

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**22<sup>nd</sup> June, 2023 | Thane**





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

**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
<b>Total</b>	<b>5,419</b>	<b>1,00,27,70,175</b>	<b>100.0000</b>

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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**22<sup>nd</sup> June, 2023 | Thane**



**S. N. ANANTHASUBRAMANIAN & CO**  
**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
<b>Total</b>	<b>5,352</b>	<b>65,26,02,726</b>	<b>100.0000</b>

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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