

SEC/PAM/POSTAL BALLOT/2022

May 18, 2022

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 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

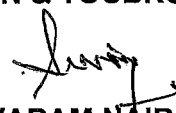
We enclose herewith Voting results in respect of the business conducted through Postal Ballot, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report.

Please note that the Resolution No. 1 & 3 have been passed as Special Resolutions and Resolution No.2 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**


SIVARAM NAIR A
COMPANY SECRETARY
(FCS 3939)

Encl. as above

Company Name	LARSEN & TOUBRO LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	1562412
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Object Clause of the Memorandum of Association of the Company.							
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	609504998	541880825	88.9051	541880825	0	100.0000	0.0000
	Poll	609504998	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	609504998	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	795524125	445198499	55.9629	445176010	22489	99.9949	0.0050
	Poll	795524125	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	795524125	0	0.0000	00	0	0.0000	0.0000
Total		1405029123	987079324	70.2533	987056835	22489	99.9977	0.0023



Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Related Party Transaction to be undertaken by the Company with L&T Finance Limited.							
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	609504998	534367493	87.6724	534367493	0	100.0000	0.0000
	Poll	609504998	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	609504998	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	795524125	445125555	55.9537	445102613	22942	99.9948	0.0051
	Poll	795524125	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	795524125	0	0.0000	00	0	0.0000	0.0000
Total		1405029123	979493048	69.7134	979470106	22942	99.9977	0.0023

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Pramit Jhaveri (DIN: 00186137) as an Independent Director.							
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	609504998	541726073	88.8797	538754510	2971563	99.4514	0.5485
	Poll	609504998	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	609504998	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	795524125	445138311	55.9554	445110550	27761	99.9937	0.0062
	Poll	795524125	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	795524125	0	0.0000	00	0	0.0000	0.0000
Total		1405029123	986864384	70.2380	983865060	2999324	99.6961	0.3039





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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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 **April 13, 2022**.

1. In terms of 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 March 24, 2022 to conduct the Postal Ballot as contained in the Notice dated **April 13, 2022**.
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 Rules 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 including "Clarification on passing of Member's resolution by companies under the Companies Act, 2013 read with rules made thereunder", on account of COVID – 19 pandemic, Members' approval was sought for the Resolutions as contained in the Notice of Postal Ballot through e-voting only.

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2022.05.18 14:26:58 +05'30'





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

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 Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **Friday, April 8, 2022 (“the cut-off date”)**, the Company had completed sending of Postal Ballot Notice through e-mail to 14,17,884 Members who had registered their email-ids with the Company/ Depositories/ Registrar and Transfer Agents (RTA) on April 16, 2022.
- 3.2. The Company had hosted the Notice of Postal ballot on its website and the website of KFin Technologies Limited (RTA / e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on April 16, 2022
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, Notice of the Postal Ballot, was published on April 18, 2022 in Indian 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 KFin Technologies Limited from **Monday, April 18, 2022 at 09.00 A.M (IST) to Tuesday, May 17, 2022 at 05.00 P.M (IST)**.
5. Members’ demographic details and voting rights were provided by KFin Technologies Limited (RTA/ e-voting Agency).
6. With respect to Ordinary Resolution as set out at item no. 2 of the Notice of Postal Ballot which is to approve Related Party Transaction to be entered into by the Company, 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. None of the aforesaid related parties have voted to approve the resolution.

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NARAYANAN SATYAMANGALAM
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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

7. After the scrutiny of the e-voting results, we report that the two Special Resolutions as contained in the Item Nos. 1 & 3 and the Ordinary Resolution as contained in the Item No. 2 of the Notice of Postal Ballot dated April 13, 2022 have been passed with requisite majority.

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

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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NARAYANAN SATYAMANGALAM
Date: 2022.05.18 14:27:24 +05'30'



S. N. Ananthasubramanian

Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206D000340696

18th May, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 1: Alteration of the Object Clause of the Memorandum of Association of the Company.

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	3,114	98,70,56,835	99.9977
Dissent	80	22,489	0.0023
Total	*3,194	98,70,79,324	100.0000

**3 members have not cast all of their votes in the same manner*

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 1 of the Notice of Postal Ballot dated April 13, 2022 has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

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NARAYANAN SATYAMANGALAM
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S. N. Ananthasubramanian
Partner

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ICSI UDIN: F004206D000340696

18th May, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 2: Approval of Related Party Transaction to be undertaken by the Company with L&T Finance Limited.

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	3,084	97,94,70,106	99.9977
Dissent	109	22,942	0.0023
Total	*3,193	97,94,93,048	100.0000

**4 members have not cast all of their votes in the same manner*

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in the Item No. 2 of the Notice of Postal Ballot dated April 13, 2022 has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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S. N. Ananthasubramanian

Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206D000340696

18th May, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 3: Appointment of Mr. Pramit Jhaveri (DIN: 00186137) as an Independent Director.

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	3,053	98,38,65,060	99.6961
Dissent	140	29,99,324	0.3039
Total	*3,193	98,68,64,384	100.0000

**5 members have not cast all of their votes in the same manner*

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 3 of the Notice of Postal Ballot dated April 13, 2022 has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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NARAYANAN SATYAMANGALAM
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S. N. Ananthasubramanian

Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206D000340696

18th May, 2022 | Thane