LARSEN & TOUBRO

Larsen & Toubro Limited
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SEC/AGM/ 2016

August 27, 2016

The Secretary 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 - 400 051 **STOCK CODE: LT**

Dear Sir,

Re : **71st Annual General Meeting of the Company for FY 2015-16 held on 26th August 2016**

This is to inform you that Annual General Meeting (AGM) of the Company was held on 26th August 2016 at 3.00 p.m. at Birla Matushri Sabhagar, Mumbai.

Enclosed please find the following disclosures:

1. Voting results in respect of the business conducted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (SEBI LODR Regulations) along with the Scrutinizer's Report (Annexure A) and (Annexure B) Respectively.

2. Summary of proceedings of the AGM, as required under Regulations 30, Part A of Schedule III of SEBI LODR Regulations, (Annexure C).

Please take note of the same and acknowledge receipt.

Thanking you,

Yours Faithfully
For **LARSEN & TOUBRO LIMITED**

N. HARIHARAN
EXECUTIVE VICE PRESIDENT &
COMPANY SECRETARY
M. No. A3471

ISO 9001 REGISTERED
DNV MGMT. SYS. RvA C 024
DNV Certification B.V., The Netherlands

Annexure : A

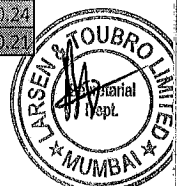
	LARSEN & TOUBRO LIMITED
Date of the AGM	26-08-2016
Total number of shareholders on record date	963015
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	567
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of audited financial statements for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the reports of the auditors thereon for the year ended March 31, 2016.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	406963131	89.12	406963131	0	100.00	0.00
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417284629	91.38	417284629	0	100.00	0.00
Public- Non Institutions	E-Voting	475684653	173222993	36.42	173222018	975	100.00	0.00
	Poll	475684653	21060054	4.43	21059228	826	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194283047	40.84	194281246	1801	100.00	0.00
	Total	932334222	611567676	65.60	611565875	1801	100.00	0.00

LARSEN & TOUBRO LIMITED * MUMBAI *

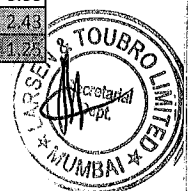
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Dividend on equity shares for the financial year 2015-16.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of 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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407118602	89.15	407118602	0	100.00	0.00
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	417440100	0	100.00	0.00
Public- Non Institutions	E-Voting	475684653	173224690	36.42	173223480	1210	100.00	0.00
	Poll	475684653	21060054	4.43	21059454	600	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194284744	40.84	194282934	1810	100.00	0.00
	Total	932334222	611724844	65.61	611723034	1810	100.00	0.00

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Ms. Sunita Sharma (DIN: 02949529) as a Director liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407118602	89.15	406279887	838715	99.79	0.21
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	416601385	838715	99.80	0.20
Public- Non Institutions	E-Voting	475684653	172698160	36.31	172227349	470811	99.73	0.27
	Poll	475684653	21060054	4.43	21059228	826	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	193758214	40.73	193286577	471637	99.76	0.24
	Total	932334222	611198314	65.56	609887962	1310352	99.79	0.21



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. S. N. Subrahmanyan (DIN: 02255382) as a Director liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407118602	89.15	406346910	771692	99.81	0.19
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	416668408	771692	99.82	0.18
Public- Non Institutions	E-Voting	475684653	173222345	36.42	172801231	421114	99.76	0.24
	Poll	475684653	21060054	4.43	21059228	826	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194282399	40.84	193860459	421940	99.78	0.22
	Total	932334222	611722499	65.61	610528867	1193632	99.80	0.20

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. A. M. Naik (DIN: 00001514) as a Director liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407118602	89.15	404202226	2916376	99.28	0.72
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	414523724	2916376	99.30	0.70
Public- Non Institutions	E-Voting	475684653	172682752	36.30	167974664	4708088	97.27	2.73
	Poll	475684653	21060054	4.43	21057428	2626	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	193742806	40.73	189032092	4710714	97.57	2.43
	Total	932334222	611182906	65.55	603555816	7627090	98.75	1.25



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. D. K. Sen (DIN: 03554707) as a Director liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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
	E-Voting	0	0	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
Promoter and Promoter Group	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
	E-Voting	456649569	407118602	89.15	406392187	726415	99.82	0.18
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
Public- Institutions	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	416713685	726415	99.83	0.17
	E-Voting	475684653	173208702	36.41	172976635	232067	99.87	0.13
	Poll	475684653	21060054	4.43	21057428	2626	99.99	0.01
Public- Non Institutions	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194268756	40.84	194034063	234693	99.88	0.12
	Total	932334222	611708856	65.61	610747748	961108	99.84	0.16

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. M. V. Satish (DIN: 06393156) as a Director liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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
	E-Voting	0	0	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
Promoter and Promoter Group	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
	E-Voting	456649569	407118602	89.15	406346910	771692	99.81	0.19
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
Public- Institutions	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	416668408	771692	99.82	0.18
	E-Voting	475684653	173206543	36.41	172784127	422416	99.76	0.24
	Poll	475684653	21060054	4.43	21059228	826	100.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194266597	40.84	193843855	423242	99.78	0.22
	Total	932334222	611706697	65.61	610511763	1194934	99.80	0.20

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Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405209867	88.74	405209867	0	100.00	0.00
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	415531365	91.00	415531365	0	100.00	0.00
Public- Non Institutions	E-Voting	475684653	173208289	36.41	173180899	27390	99.98	0.02
	Poll	475684653	21060054	4.43	21058851	1203	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194268343	40.84	194239750	28593	99.99	0.01
	Total	932334222	609799708	65.41	609771115	28593	100.00	0.00

Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. S. N. Subrahmanyan (DIN: 02255382) as the Deputy Managing Director & President of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405209867	88.74	404438175	771692	99.81	0.19
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	415531365	91.00	414759673	771692	99.81	0.19
Public- Non Institutions	E-Voting	475684653	172679050	36.30	172467321	211729	99.88	0.12
	Poll	475684653	21060054	4.43	21057470	2584	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	193739104	40.73	193524791	214313	99.89	0.11
	Total	932334222	609270469	65.35	608284464	986005	99.84	0.16



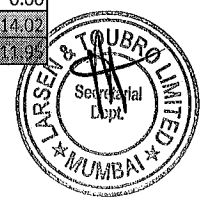
Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. D. K. Sen (DIN: 03554707) as a Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
Category	Mode of Voting	No. of shares held (1)	No. of 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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405209867	88.74	404504952	704915	99.83	0.17
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	415531365	91.00	414826450	704915	99.83	0.17
Public- Non Institutions	E-Voting	475684653	172684894	36.30	172663385	21509	99.99	0.01
	Poll	475684653	21060054	4.43	21059156	898	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	193744948	40.73	193722541	22407	99.99	0.01
	Total	932334222	609276313	65.35	608548991	727322	99.88	0.12

Resolution No.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. M. V. Satish (DIN: 06393156) as a Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405209867	88.74	404438175	771692	99.81	0.19
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	415531365	91.00	414759673	771692	99.81	0.19
Public- Non Institutions	E-Voting	475684653	172686217	36.30	172429575	256642	99.85	0.15
	Poll	475684653	21060054	4.43	21057428	2626	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	193746271	40.73	193487003	259268	99.87	0.13
	Total	932334222	609277636	65.35	608246676	1030960	99.83	0.17

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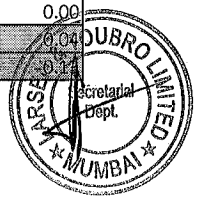
Resolution No.	12							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of commission to the Executive Chairman, Chief Executive Officer and Managing Director, if any, Deputy Managing Director and Whole-time Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	383528632	83.99	330280823	53247809	86.12	13.88
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	393850130	86.25	340602321	53247809	86.48	13.52
Public- Non Institutions	E-Voting	475684653	173210542	36.41	145843646	27366896	84.20	15.80
	Poll	475684653	21060054	4.43	21057356	2698	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194270596	40.84	166901002	27369594	85.91	14.09
	Total	932334222	588120726	63.08	507503323	80617403	86.29	13.71

Resolution No.	13							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. R. Shankar Raman (DIN: 00019798) as a Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	386982664	84.74	343527631	43455033	88.77	11.23
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	397304162	87.00	353849129	43455033	89.06	10.94
Public- Non Institutions	E-Voting	475684653	173190985	36.41	145957090	27233895	84.28	15.72
	Poll	475684653	21060054	4.43	21059228	826	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194251039	40.84	167016318	27234721	85.98	14.02
	Total	932334222	591555201	63.45	520865447	70689754	88.05	11.95



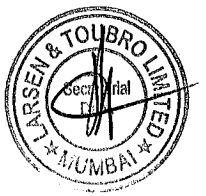
Resolution No.	14							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Shailendra N. Roy (DIN: 02144836) as a Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
Category	Mode of Voting	No. of shares held (1)	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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	386278905	84.59	343594408	42684497	88.95	11.05
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	396600403	86.85	353915906	42684497	89.24	10.76
Public- Non Institutions	E-Voting	475684653	173194124	36.41	146184271	27009853	84.40	15.60
	Poll	475684653	21060054	4.43	21059156	898	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194254178	40.84	167243427	27010751	86.10	13.90
	Total	932334222	590854581	63.37	521159333	69695248	88.20	11.80

Resolution No.	15							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	404506108	88.58	403768300	737808	99.82	0.18
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	414827606	90.84	414089798	737808	99.82	0.18
Public- Non Institutions	E-Voting	475684653	173147494	36.40	173073950	73544	99.96	0.04
	Poll	475684653	21060054	4.43	21057575	2479	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194207548	40.83	194131525	76023	99.96	0.04
	Total	932334222	609035154	65.32	608221323	813831	99.87	0.13



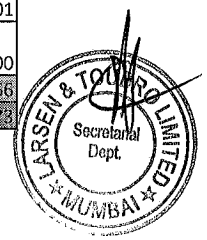
Resolution No.	16							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Narayanan Kumar (DIN: 00007848) as an Independent Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405209867	88.74	404271482	938385	99.77	0.23
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	415531365	91.00	414592980	938385	99.77	0.23
Public- Non Institutions	E-Voting	475684653	172678892	36.30	172356533	322359	99.81	0.19
	Poll	475684653	21060054	4.43	21057582	2472	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	193738946	40.73	193414115	324831	99.83	0.17
	Total	932334222	609270311	65.35	608007098	1263216	99.79	0.21

Resolution No.	17							
Resolution required: (Ordinary/ Special)	SPECIAL - Raise funds through issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institution Placement ('QIP'), to Qualified Institutional Buyers ('QIB') for an amount not exceeding ₹3600 crore or US $ 600 million, whichever is higher.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407055461	89.14	407055461	0	100.00	0.00
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417376959	91.40	417376959	0	100.00	0.00
Public- Non Institutions	E-Voting	475684653	173219635	36.41	173185412	34223	99.98	0.02
	Poll	475684653	21060054	4.43	21059225	829	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194279689	40.84	194244637	35052	99.98	0.02
	Total	932334222	611656648	65.60	611621596	35052	99.99	0.01



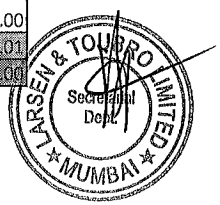
Resolution No.	18							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue listed/unlisted secured/unsecured redeemable non-convertible debentures, in one or more series/tranches/currencies, aggregating up to ₹6000 crore							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407055461	89.14	406752404	303057	99.93	0.07
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417376959	91.40	417073902	303057	99.93	0.07
Public- Non Institutions	E-Voting	475684653	173136679	36.40	171069675	2067004	98.81	1.19
	Poll	475684653	21060054	4.43	21059153	901	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194196733	40.82	192128828	2067905	98.94	1.06
	Total	932334222	611573692	65.60	609202730	2370962	99.61	0.39

Resolution No.	19							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. Sharp & Tannan as Joint Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405868602	88.88	402655891	3212711	99.21	0.79
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	416190100	91.14	412977389	3212711	99.23	0.77
Public- Non Institutions	E-Voting	475684653	173209286	36.41	171937354	1271932	99.27	0.73
	Poll	475684653	21060054	4.43	21058553	1501	99.99	0.01
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194269340	40.84	192995907	1273433	99.34	0.66
	Total	932334222	610459440	65.48	605973296	4486144	99.27	0.73



Resolution No.	20							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. Deloitte Haskins & Sells LLP as Joint Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	405868602	88.88	402861391	3007211	99.26	0.74
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	416190100	91.14	413182889	3007211	99.28	0.72
Public- Non Institutions	E-Voting	475684653	173204068	36.41	171937240	1266828	99.27	0.73
	Poll	475684653	21060054	4.43	21059225	829	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194264122	40.84	192996465	1267657	99.35	0.65
	Total	932334222	610454222	65.48	606179354	4274868	99.30	0.70

Resolution No.	21							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010) for the financial year 2016-17.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NA							
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	0.00	00	0	0.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	456649569	407118602	89.15	407118602	0	100.00	0.00
	Poll	456649569	10321498	2.26	10321498	0	100.00	0.00
	Postal Ballot (if applicable)	456649569	0	0.00	00	0	0.00	0.00
	Total	456649569	417440100	91.41	417440100	0	100.00	0.00
Public- Non Institutions	E-Voting	475684653	173211228	36.41	173197822	13406	99.99	0.01
	Poll	475684653	21060054	4.43	21059228	826	100.00	0.00
	Postal Ballot (if applicable)	475684653	0	0.00	00	0	0.00	0.00
	Total	475684653	194271282	40.84	194257050	14232	99.99	0.01
	Total	932334222	611711382	65.61	611697150	14232	100.00	0.00



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

27th August, 2016

To,

The Chairman

Larsen & Toubro Limited

(CIN: L99999MH1946PLC004768)

L&T House, Ballard Estate

Mumbai - 400 001

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for the remote e-Voting and electronic voting by your members at the 71st Annual General Meeting (AGM) of your Company held on Friday, 26th August, 2016 at 03:00 p.m.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

S. N. Ananthasubramanian

S N Ananthasubramanian

Partner

C.P No. 1774

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COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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SCRUTINIZER'S REPORT

NAME OF THE COMPANY	**Larsen & Toubro Limited**
MEETING	**71st Annual General Meeting**
DAY, DATE & TIME	**Friday, 26th August, 2016 at 3:00 p.m.**
VENUE	**Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020**

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the 71st Annual General Meeting (AGM) of **Larsen & Toubro Limited** (hereinafter referred to as **the Company**) held on Friday, August 26, 2016 at 3:00 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai- 400 020.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM:

- On **21st July 2016** by speed post to **19,539** members in physical form;
- On **22nd July 2016** by registered post to **2,653** members and from **22nd July, 2016 to 27th July, 2016** by courier to **3,30,164** members in physical form;
- On **23rd July 2016** by email to **6,13,086** members who had registered their email-ids with Depositories/the Company.

3. Cut-off date

The Voting rights were reckoned as on **Friday, 19th August, 2016**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and electronic voting at the AGM.

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4. Remote e-Voting

4.1 Agency

The Company has appointed NSDL as the agency for providing the remote e-voting platform.

4.2 Remote e-Voting

Remote e-Voting platform was open from **9:00 a.m. on Tuesday, 23rd August, 2016 to 5:00 p.m. on Thursday, 25th August, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by NSDL.

5. Voting at the AGM

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-Voting agency provided us with the names, DP Id & Client ID/ folio numbers and shareholding of the members who had cast their votes through remote e-Voting.

5.3 The Company had authorized NSDL to conduct voting facility at the Meeting through electronic means and NSDL facilitated the same.

6. Counting Process

6.1 On completion of electronic voting at the Meeting, NSDL provided us with the List of members who had cast their votes, with their holding details and details of vote cast on the resolutions.

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6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.

6.3 We unblocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Mrs. Aparna Gadgil and Mrs. Ashwini Vartak and downloaded the remote e-Voting results.

7. Results

7.1 We observed that

a) **184** members had cast their votes at the meeting; and
b) **2,915** members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 25th May, 2016 is enclosed.

7.3 Based on the aforesaid results, we report that **Nineteen Ordinary Resolutions as** contained in **Item Nos. 1 to 16 and 19 to 21** and **Two Special Resolutions as contained in Item Nos. 17 and 18** of the Notice of the AGM dated **25th May, 2016** have been passed with **requisite majority**.

S N Ananthasubramanian

C.P. No. 1774

Partner

Date : 27th August, 2016

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Details of shareholders who have abstained from voting - Resolution wise

Remote e-Voting Process		
Resolution Number	Abstained Count	Abstained Votes
01	34	2,870,112
02	16	2,712,944
03	65	3,239,474
04	52	2,715,289
05	69	3,254,882
06	77	2,728,932
07	80	27,31,091
08	95	46,38,080
09	90	51,67,319
10	112	51,61,475
11	100	51,60,152
12	120	2,63,17,062
13	109	2,28,82,587
14	108	2,35,83,207
15	107	54,02,634
16	112	51,67,477
17	64	27,81,140
18	66	28,64,096
19	71	39,78,348
20	76	39,83,566
21	53	27,26,406

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 1: Adoption of the audited financial statements for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company the Report of the Auditors thereon.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,867	58,01,85,149	176	3,13,80,726	3,043	61,15,65,875	99.9997
Dissent	14	975	8	826	22	1,801	0.0003
Total	2,881	58,01,86,124	184	3,13,81,552	3,065	61,15,67,676	100.0000

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C.P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 2: Dividend on Equity shares for the Financial Year 2015-16.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,890	58,03,42,082	183	3,13,80,952	3,073	61,17,23,034	99.9997
Dissent	9	1,210	1	600	10	1,810	0.0003
Total	2,899	58,03,43,292	184	3,13,81,552	3,083	61,17,24,844	100.0000

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C.P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 3: Appointment of Ms. Sunita Sharma (DIN: 02949529) as a Director, liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,735	57,85,07,236	176	3,13,80,726	2,911	60,98,87,962	99.79
Dissent	115	13,09,526	8	826	123	13,10,352	0.21
Total	2,850	57,98,16,762	184	3,13,81,552	3,034	61,11,98,314	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C.P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 4: Appointment of Mr. S.N. Subrahmanyan (DIN: 02255382), as a Director liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,756	57,91,48,141	176	3,13,80,726	2,932	61,05,28,867	99.81
Dissent	107	11,92,806	8	826	115	11,93,632	0.19
Total	2,863	58,03,40,947	184	3,13,81,552	3,047	61,17,22,499	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated 25th **August 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C.P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 5: Appointment of Mr. A.M. Naik (DIN: 00001514) as a Director liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,653	57,21,76,890	175	3,13,78,926	2,828	60,35,55,816	98.75
Dissent	193	76,24,464	9	2,626	202	76,27,090	1.25
Total	2,846	57,98,01,354	184	3,13,81,552	3,030	61,11,82,906	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 5** of the Notice of the AGM dated **25th August, 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C.P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 6: Appointment of Mr. D. K. Sen (DIN: 03554707) as a Director liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,716	57,93,68,822	175	3,13,78,926	2,891	61,07,47,748	99.84
Dissent	122	9,58,482	9	2,626	131	9,61,108	0.16
Total	2,838	58,03,27,304	184	3,13,81,552	3,022	61,17,08,856	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 6** of the Notice of the AGM dated **25th May 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C.P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 7: Appointment of Mr. M.V Satish (DIN: 06393156) as a Director liable to retire by rotation.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,725	57,91,31,037	176	3,13,80,726	2,901	61,05,11,763	99.81
Dissent	110	11,94,108	8	826	118	11,94,934	0.19
Total	2,835	58,03,25,145	184	3,13,81,552	3,019	61,17,06,697	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 7** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
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10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 8: Appointment of Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,726	57,83,90,766	182	3,13,80,349	2,908	60,97,71,115	99.99
Dissent	94	27,390	2	1,203	96	28,593	0.01
Total	2,820	57,84,18,156	184	3,13,81,552	3,004	60,97,99,708	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 8** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 9: Appointment of Mr. S.N. Subrahmanyan (DIN: 02255382) as the Deputy Managing Director and President of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,743	57,69,05,496	176	3,13,78,968	2,919	60,82,84,464	99.84
Dissent	82	9,83,421	8	2,584	90	9,86,005	0.16
Total	2,825	57,78,88,917	184	3,13,81,552	3,009	60,92,70,469	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 9** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 10: Appointment of Mr. D. K. Sen (DIN: 03554707) as a Whole-time Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,694	57,71,68,337	175	3,13,80,654	2,869	60,85,48,991	99.88
Dissent	109	7,26,424	9	898	118	7,27,322	0.11
Total	2,803	57,78,94,761	184	3,13,81,552	2,987	60,92,76,313	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 10** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 11: Appointment of Mr. M.V. Satish (DIN: 06393156) as a Whole-time Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,716	57,68,67,750	175	3,13,78,926	2,891	60,82,46,676	99.83
Dissent	99	10,28,334	9	2,626	108	10,30,960	0.17
Total	2,815	57,78,96,084	184	3,13,81,552	2,999	60,92,77,636	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 11** of the Notice of the AGM dated **25th May 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
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10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 12: Revision in Payment of Commission to Executive Chairman, Chief Executive Officer and Managing Director, Deputy Managing Director and Whole-time Directors.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,166	47,6124,469	174	3,13,78,854	2,340	50,75,03,323	86.29
Dissent	629	8,06,14,705	10	2,698	639	8,06,17,403	13.71
Total	2,795	55,67,39,174	184	3,13,81,552	2,979	58,81,20,726	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 12** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 13: Appointment of Mr. R Shankar Raman (DIN: 00019798) as a Whole-time Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,443	48,94,84,721	176	3,13,80,726	2,619	52,08,65,447	88.05
Dissent	363	7,06,88,928	8	826	371	7,06,89,754	11.95
Total	2,806	56,01,73,649	184	3,13,81,552	2,990	59,15,55,201	100.00

Based on the aforesaid results, we report that **Special Resolution** as contained in **Item No. 13** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 14: Re-Appointment of Mr. Shailendra Roy (DIN: 02144836) as a Whole-time Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,433	48,97,78,679	175	3,13,80,654	2,608	52,11,59,333	88.20
Dissent	374	6,96,94,350	9	898	383	6,96,95,248	11.80
Total	2,807	55,94,73,029	184	3,13,81,552	2,991	59,08,54,581	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 14** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 15: Appointment of Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,725	57,68,42,250	180	3,13,79,073	2,905	60,82,21,323	99.87
Dissent	83	8,11,352	4	2,479	87	8,13,831	0.13
Total	2,808	57,76,53,602	184	3,13,81,552	2,992	60,90,35,154	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 15** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 16: Appointment of Mr. Narayanan Kumar (DIN: 00007848) as an Independent Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,709	57,66,28,015	181	3,13,79,080	2,890	60,80,07,095	99.79
Dissent	94	12,60,744	3	2,472	97	12,63,216	0.21
Total	2,803	57,78,88,759	184	3,13,81,552	2,987	60,92,70,311	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 16** of the Notice of the AGM dated **25th May 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 17: Raising funds through issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institutional Placement to Qualified Institutional Buyers for and amount not exceeding INR 3600 Crore or US $600 million, whichever is higher.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,730	58,02,40,873	175	3,13,80,723	2,905	61,16,21,596	99.99
Dissent	121	34,223	9	829	130	35,052	0.01
Total	2,851	58,02,75,096	184	3,13,81,552	3,035	61,16,56,648	100.00

Based on the aforesaid results, we report that **Special Resolution** as contained in **Item No. 17** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
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10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 18: Issue listed/unlisted secured/unsecured redeemable non-convertible debentures aggregating up to Rs.6000 Crore in one or more series/tranches/currencies on private placement basis.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,723	57,78,22,079	174	3,13,80,651	2,897	60,92,02,730	99.61
Dissent	126	23,70,061	10	901	136	23,70,962	0.39
Total	2,849	58,01,92,140	10	3,13,81,552	3,033	61,15,73,692	100.00

Based on the aforesaid results, we report that **Special Resolution** as contained in **Item No. 18** of the Notice of the AGM dated 25th May, 2016, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 19: Ratification of appointment of M/s. Sharp & Tannan, as Joint Statutory Auditors of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,752	57,45,93,245	174	3,13,80,051	2,926	60,59,73,296	99.26
Dissent	92	44,84,643	10	1,501	102	44,86,144	0.74
Total	2,844	57,90,77,888	184	3,13,81,552	3,028	61,04,59,440	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 19** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 20: Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, as Joint Statutory Auditors of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,746	57,47,98,631	175	3,13,80,723	2,921	60,61,79,354	99.30
Dissent	93	42,74,039	9	829	102	42,74,868	0.70
Total	2,839	57,90,72,670	184	3,13,81,552	3,023	61,04,54,222	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 20** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
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10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 21: Ratification of remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. : 00010) for the Financial Year 2015-16.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,788	58,03,16,424	176	3,13,80,726	2,964	61,16,97,150	99.99
Dissent	74	13,406	8	826	82	14,232	0.01
Total	2,862	58,03,29,830	184	3,13,81,552	3,046	61,17,11,382	100.00

Based on the aforesaid results, we report that **Ordinary Resolution** as contained in **Item No. 21** of the Notice of the AGM dated **25th May, 2016**, has been passed with **requisite majority.**

S N Ananthasubramanian
C. P No. 1774

Date : 27th August, 2016
Place : Thane

Annexure : C

Summary of the proceedings of the 71st Annual General Meeting

The 71st Annual General Meeting ("AGM") of the Members of Larsen & Toubro Limited ("the Company") was held on Friday, August 26, 2016 at 3.00 P.M at Birla Matushri Sabhagar, Mumbai.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

Res. No.	Details of the Resolution	Resolution Required
1	Adoption of audited financial statements for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the reports of the auditors thereon for the year ended March 31, 2016.	Ordinary
2	Dividend on equity shares for the financial year 2015-16.	Ordinary
3	Appoint Ms. Sunita Sharma (DIN: 02949529) as a Director liable to retire by rotation.	Ordinary
4	Appoint Mr. S. N. Subrahmanyan (DIN: 02255382) as a Director liable to retire by rotation.	Ordinary
5	Appoint Mr. A. M. Naik (DIN: 00001514) as a Director liable to retire by rotation.	Ordinary
6	Appoint Mr. D. K. Sen (DIN: 03554707) as a Director liable to retire by rotation.	Ordinary
7	Appoint Mr. M. V. Satish (DIN: 06393156) as a Director liable to retire by rotation.	Ordinary
8	Appoint Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Director.	Ordinary
9	Appoint Mr. S. N. Subrahmanyan (DIN: 02255382) as the Deputy Managing Director & President of the Company.	Ordinary
10	Appoint Mr. D. K. Sen (DIN: 03554707) as a Whole-time Director of the Company.	Ordinary
11	Appoint Mr. M. V. Satish (DIN: 06393156) as a Whole-time Director of the Company.	Ordinary
12	Payment of commission to the Executive Chairman, Chief Executive Officer and Managing Director, if any, Deputy Managing Director and Whole-time Directors.	Ordinary
13	Appoint Mr. R. Shankar Raman (DIN: 00019798) as a Whole-time Director of the Company.	Ordinary
14	Appoint Mr. Shailendra N. Roy (DIN: 02144836) as a Whole-time Director of the Company.	Ordinary
15	Appoint Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director.	Ordinary
16	Appoint Mr. Narayanan Kumar (DIN: 00007848) as an Independent Director.	Ordinary

Conti.....

LARSEN & TOUBRO LIMITED Secretarial Dept. MUMBAI

17	Raise funds through issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institution Placement ('QIP'), to Qualified Institutional Buyers ('QIB') for an amount not exceeding ₹3600 crore or US $ 600 million, whichever is higher.	Special
18	Issue listed/unlisted secured/unsecured redeemable non-convertible debentures, in one or more series/tranches/currencies, aggregating up to ₹6000 crore.	Special
19	Ratification of appointment of M/s. Sharp & Tannan as Joint Statutory Auditors of the Company.	Ordinary
20	Ratification of appointment of M/s. Deloitte Haskins & Sells LLP as Joint Statutory Auditors of the Company.	Ordinary
21	Ratification of remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010) for the financial year 2016-17.	Ordinary

The Chairman informed that Mr. S.N Ananthasubramanian of M/s. S.N Ananthasubramanian & Co., Practicing Company Secretaries (Membership No.F4206) was the scrutinizer appointed by the Board to supervise the remote e-voting and electronic voting at the AGM.

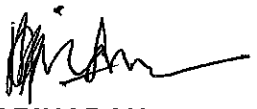
Chairman informed the Members that the facility of remote e-voting for the Members was made available till August 25, 2016 and that the facility for electronic voting was provided at the AGM venue. The Chairman requested the Members who were present at the AGM and had not cast their votes by remote e-voting could caste their votes at the Meeting.

The Chairman then invited the Members to express their own views, give suggestions and make enquires on the operations and financial performance of the Company and related matters. The Chairman responded to all the queries raised by the Members.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to vote.

The scrutinizers report was received on August 27, 2016 and as set out therein all the said resolutions were declared passed with requisite majority.

Yours Faithfully
For **LARSEN & TOUBRO LIMITED**



N. HARIHARAN
EXECUTIVE VICE PRESIDENT &
COMPANY SECRETARY
M. No. A3471