

SEC/AGM/ 2017

August 23, 2017

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
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Dear Sir,

Re : **72nd Annual General Meeting of the Company for
FY 2016-17 held on 22nd August 2017**

This is to inform you that Annual General Meeting (AGM) of the Company was held on 22nd August 2017 at 3.00 p.m. at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050.

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 

	LARSEN & TOUBRO LIMITED
Date of the AGM/EGM	22-08-2017
Total number of shareholders on record date	919534
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	354
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, 2017 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, 2017.							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605418264	87.6738	605418264	0	100.0000	0.0000
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624172116	90.3896	624172116	0	100	0
Public- Non Institutions	E-Voting	710010279	270255371	38.0636	270253568	1803	99.9993	0.0006
	Poll		30182393	4.2510	30182076	317	99.9989	0.0010
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300437764	42.3146	300435644	2120	99.9993	0.0007
Total		1400545562	924609880	66.0178	924607760	2120	99.9998	0.0002



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Dividend on equity shares for the financial year 2016-17.							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605617513	87.7026	605617513	0	100.0000	0.0000
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624371365	90.4184	624371365	0	100	0
Public- Non Institutions	E-Voting	710010279	270342024	38.0758	270341318	706	99.9997	0.0002
	Poll		30167988	4.2490	30167671	317	99.9989	0.0010
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300510012	42.3248	300508989	1023	99.9997	0.0003
	Total	1400545562	924881377	66.0372	924880354	1023	99.9999	0.0001



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Sushobhan Sarker (DIN: 00088276) as a Director liable to retire by rotation.							
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	0.0000	00	0	0.0000	-0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	600693837	86.9896	588942858	11750979	98.0437	1.9562
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		619447689	89.7054	607696710	11750979	98.103	1.897
Public- Non Institutions	E-Voting	710010279	269554701	37.9649	266975590	2579111	99.0431	0.9568
	Poll		30167988	4.2490	30166546	1442	99.9952	0.0047
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		299722689	42.2139	297142136	2580553	99.139	0.861
	Total	1400545562	919170378	65.6295	904838846	14331532	98.4408	1.5592



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Shailendra Roy (DIN: 02144836) as a Director liable to retire by rotation							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605615751	87.7024	598092711	7523040	98.7577	1.2422
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624369603	90.4182	616846563	7523040	98.7951	1.2049
Public- Non Institutions	E-Voting	710010279	270302057	38.0702	269066819	1235238	99.5430	0.4569
	Poll		30168438	4.2490	30166996	1442	99.9952	0.0047
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300470495	42.3192	299233815	1236680	99.5884	0.4116
	Total	1400545562	924840098	66.0343	916080378	8759720	99.0528	0.9472



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. R. Shankar Raman (DIN: 00019798) as a Director liable to retire by rotation.							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605617513	87.7026	598014793	7602720	98.7446	1.2553
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624371365	90.4184	616768645	7602720	98.7823	1.2177
Public- Non Institutions	E-Voting	710010279	270303520	38.0704	269088002	1215518	99.5503	0.4496
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300471508	42.3194	299255448	1216060	99.5953	0.4047
	Total	1400545562	924842873	66.0345	916024093	8818780	99.0465	0.9535



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appoint Mr. Subodh Bhargava (DIN: 00035672) 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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	597850394	86.5778	572520283	25330111	95.7631	4.2368
	Poll		18753852	2.7158	18452602	301250	98.3936	1.6063
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		616604246	89.2936	590972885	25631361	95.8431	4.1569
Public- Non Institutions	E-Voting	710010279	269563404	37.9661	267049960	2513444	99.0675	0.9324
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		299731392	42.2151	297217406	2513986	99.1613	0.8387
	Total	1400545562	916335638	65.4270	888190291	28145347	96.9285	3.0715



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. S.N. Subrahmanyam (DIN: 02255382) as the Chief Executive Officer and Managing Director 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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	599541659	86.8227	595565786	3975873	99.3368	0.6631
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		618295511	89.5385	614319638	3975873	99.357	0.643
Public- Non Institutions	E-Voting	710010279	268714876	37.8466	267095053	1619823	99.3971	0.6028
	Poll		30167988	4.2490	30167401	587	99.9980	0.0019
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		298882864	42.0956	297262454	1620410	99.4578	0.5422
	Total	1400545562	917178375	65.4872	911582092	5596283	99.3898	0.6102



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Jayant Damodar Patil (DIN: 01252184) as a Director liable to retire by rotation							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605617513	87.7026	597896473	7721040	98.7250	1.2749
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624371365	90.4184	616650325	7721040	98.7634	1.2366
Public- Non Institutions	E-Voting	710010279	270311161	38.0714	269089108	1222053	99.5479	0.4520
	Poll		30168438	4.2490	30167896	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300479599	42.3204	299257004	1222595	99.5931	0.4069
	Total	1400545562	924850964	66.0351	915907329	8943635	99.0330	0.9670



Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Arvind Gupta (DIN: 00090360) as a Director liable to retire by rotation							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	600618837	86.9787	594167818	6451019	98.9259	1.0740
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		619372689	89.6945	612921670	6451019	98.9585	1.0415
Public- Non Institutions	E-Voting	710010279	269563127	37.9661	268930124	633003	99.7651	0.2348
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		299731115	42.2151	299097570	633545	99.7886	0.2114
Total	Total	1400545562	919103804	65.6247	912019240	7084564	99.2292	0.7708



Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoint Mr. Jayant Damodar Patil (DIN: 01252184) as a Whole-time Director 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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	597901783	86.5853	550166876	47734907	92.0162	7.9837
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		616655635	89.3011	568920728	47734907	92.2591	7.7409
Public- Non Institutions	E-Voting	710010279	269444596	37.9494	245764546	23680050	91.2115	8.7884
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		299612584	42.1984	275931992	23680592	92.0963	7.9037
	Total	1400545562	916268219	65.4222	844852720	71415499	92.2058	7.7942



Resolution No.	11							
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 ₹ 4000 Crore or US \$ 600 million, whichever is higher.							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605445427	87.6777	605445427	0	100.0000	0.0000
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624199279	90.3935	624199279	0	100	0
Public- Non Institutions	E-Voting	710010279	270300488	38.0699	270280984	19504	99.9927	0.0072
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300468476	42.3189	300448430	20046	99.9933	0.0067
	Total	1400545562	924667755	66.0220	924647709	20046	99.9978	0.0022



Resolution No.	12							
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?	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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605617513	87.7026	605617513	0	100.0000	0.0000
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624371365	90.4184	624371365	0	100	0
Public- Non Institutions	E-Voting	710010279	270304053	38.0704	270289818	14235	99.9947	0.0052
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300472041	42.3194	300457264	14777	99.9951	0.0049
	Total	1400545562	924843406	66.0345	924828629	14777	99.9984	0.0016



Resolution No.	13							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors 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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	604465335	87.5358	599478804	4986531	99.1750	0.8249
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		623219187	90.2516	618232656	4986531	99.1999	0.8001
Public- Non Institutions	E-Voting	710010279	269419922	37.9459	268136483	1283439	99.5236	0.4763
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		299587910	42.1949	298303929	1283981	99.5714	0.4286
Total	Total	1400545562	922807097	65.8891	916536585	6270512	99.3205	0.6795



Resolution No.	14							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010) for the financial year 2017-18.							
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	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	690535283	605617513	87.7026	605617513	0	100.0000	0.0000
	Poll		18753852	2.7158	18753852	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		624371365	90.4184	624371365	0	100	0
Public- Non Institutions	E-Voting	710010279	270289464	38.0684	270276304	13160	99.9951	0.0048
	Poll		30167988	4.2490	30167446	542	99.9982	0.0017
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		300457452	42.3174	300443750	13702	99.9954	0.0046
	Total	1400545562	924828817	66.0335	924815115	13702	99.9985	0.0015



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

22nd August, 2017

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 scrutinizing the remote e-Voting and electronic voting process at the 72nd Annual General Meeting (AGM) of your Company held on Tuesday, 22nd August, 2017 at 3:00 p.m.

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




S. N. ANANTHASUBRAMANIAN
PARTNER

C.P. No. 1774

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	Larsen & Toubro Limited
MEETING	72nd Annual General Meeting
DAY, DATE & TIME	Tuesday, 22nd August, 2017 at 3:00 p.m.
VENUE	St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai – 400 050.

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 72nd Annual General Meeting (AGM) of **Larsen & Toubro Limited** (hereinafter referred to as **the Company**) held on **Tuesday, 22nd August, 2017 at 3:00 p.m.** at the venue.

2. Dispatch of Notice convening the AGM

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 as under:

- From **27th July, 2017 to 28th July, 2017** by **Courier** to **2,65,706** members in physical form.
- On **27th July, 2017** by **Speed Post** to **11,990** members and by **Registered Post** to **921** members in physical form.
- On **27th July, 2017** by **E-Mail** to **6,18,900** members who had registered their email-ids with the Depositories/the Company.



3. Cut-off date

The Voting rights were reckoned as on **Monday, 14th August, 2017**, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-Voting and electronic voting at the AGM.

4. Remote e-Voting Process

4.1 Agency

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

4.2 Remote e-Voting Period

Remote e-Voting platform was open from **9:00 a.m. on Saturday, 19th August, 2017** till **5:00 p.m. on Monday, 21st August, 2017** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolution(s), on the remote 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.



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

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

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

6. Counting Process

6.1 On completion of electronic voting at the AGM, NSDL provided us with the list of Members who had cast their votes, their holding details and details of votes cast on the Resolutions.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to 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 Mr. Aditya Ambastha and downloaded the remote e-Voting results.

7. Results

7.1 We observed that

- a) **146** Members had cast their votes at the AGM.
- b) **2,827** 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 29th May, 2017 is enclosed.



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

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7.3 Based on the aforesaid results, we report that **Eleven Ordinary Resolutions** as contained in **Item Nos. 1 to 5, 7 to 10, 13 and 14** and **Three Special Resolutions** as contained in **Item Nos. 6, 11 and 12** of the Notice of the AGM dated **29th May, 2017** have been passed with the **requisite majority.**

S. N. Ananthasubramanian



S. N. ANANTHASUBRAMANIAN
PARTNER

C.P. No. 1774

22nd August, 2017

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**Consolidated Results**

1. Adoption of the audited financial statements of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the Report of the Auditors thereon for the year ended 31st March, 2017.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,784	87,56,71,832	139	4,89,35,928	2,923	92,46,07,760	99.99
Dissent	11	1,803	6	317	17	2,120	0.01
Total	*2,795	87,56,73,635	#145	4,89,36,245	2,940	92,46,09,880	100.00

* 32 members have abstained from voting on this resolution.

1 member has abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.



S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

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****2. Dividend on Equity Shares for the financial year 2016-17.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,799	87,59,58,831	137	4,89,21,523	2,936	92,48,80,354	99.99
Dissent	6	706	6	317	12	1,023	0.01
Total	*2,805	87,59,59,537	#143	4,89,21,840	2,948	92,48,81,377	100.00

* 22 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.




S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

22nd August, 2017
Mumbai

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****3. Appointment of Mr. Sushobhan Sarker (DIN: 00088276) as a Director, liable to retire by rotation.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,589	85,59,18,448	135	4,89,20,398	2,724	90,48,38,846	98.44
Dissent	153	1,43,30,090	8	1442	161	1,43,31,532	1.56
Total	*2,742	87,02,48,538	#143	4,89,21,840	2,885	91,91,70,378	100.00

* 85 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.

**S. N. ANANTHASUBRAMANIAN**
C.P. No. 1774**22nd August, 2017**
Mumbai*Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM*

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****4. Appointment of Mr. Shailendra Roy (DIN: 02144836) as a Director, liable to retire by rotation.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,638	86,71,59,530	136	4,89,20,848	2,774	91,60,80,378	99.05
Dissent	116	87,58,278	8	1,442	124	87,59,720	0.95
Total	*2,754	87,59,17,808	#144	4,89,22,290	2,898	92,48,40,098	100.00

* 73 members have abstained from voting on this resolution.

2 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.

**S. N. ANANTHASUBRAMANIAN**
C.P. No. 1774**22nd August, 2017**
Mumbai*Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM*

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****5. Appointment of Mr. R. Shankar Raman (DIN: 00019798) as a Director, liable to retire by rotation.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,658	86,71,02,795	136	4,89,21,298	2,794	91,60,24,093	99.05
Dissent	100	88,18,238	7	542	107	88,18,780	0.95
Total	*2,758	87,59,21,033	#143	4,89,21,840	2,901	92,48,42,873	100.00

* 69 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.


S. N. ANANTHASUBRAMANIAN
C.P. No. 1774



22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

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****6. Re-appointment of Mr. Subodh Bhargava (DIN: 00035672) as an Independent Director of the Company.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,530	83,95,70,243	132	4,86,20,048	2,662	88,81,90,291	96.93
Dissent	200	2,78,43,555	11	3,01,792	211	2,81,45,347	3.07
Total	*2,730	86,74,13,798	#143	4,89,21,840	2,873	91,63,35,638	100.00

* 97 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Special Resolution** as contained in **Item No. 6** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.


S. N. ANANTHASUBRAMANIAN
C.P. No. 1774



22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

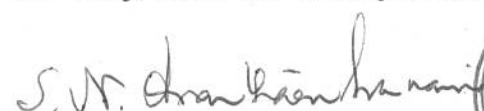
S. N. ANANTHASUBRAMANIAN & CO.**COMPANY SECRETARIES****FIRM REGISTRATION NO. P1991MH040400**10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net**Consolidated Results****7. Appointment of Mr. S.N. Subrahmanyam (DIN: 02255382) as Chief Executive Officer and Managing Director.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,633	86,26,60,839	135	4,89,21,253	2,768	91,15,82,092	99.39
Dissent	100	55,95,696	8	587	108	55,96,283	0.61
Total	*2,733	86,82,56,535	#143	4,89,21,840	2,876	91,71,78,375	100.00

* 94 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 7** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.




S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

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****8. Appointment of Mr. Jayant Damodar Patil (DIN: 01252184) as a Director of the Company.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,645	86,69,85,581	137	4,89,21,748	2,782	91,59,07,329	99.03
Dissent	102	89,43,093	7	542	109	89,43,635	0.97
Total	*2,747	87,59,28,674	#144	4,89,22,290	2,891	92,48,50,964	100.00

* 80 members have abstained from voting on this resolution.

2 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 8** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.




S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

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****9. Appointment of Mr. Arvind Gupta (DIN: 00090360) as a Director of the Company.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,621	86,30,97,942	136	4,89,21,298	2,757	91,20,19,240	99.23
Dissent	104	7,084,022	7	542	111	70,84,564	0.77
Total	*2,725	87,01,81,964	#143	4,89,21,840	2,868	91,91,03,804	100.00

* 102 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 9** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.

**S. N. ANANTHASUBRAMANIAN**
C.P. No. 1774**22nd August, 2017**
Mumbai*Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM*

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****10. Appointment of Mr. Jayant Damodar Patil (DIN: 01252184) as a Whole-time Director of the Company.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,400	79,59,31,422	136	4,89,21,298	2,536	84,48,52,720	92.21
Dissent	318	7,14,14,957	7	542	325	7,14,15,499	7.79
Total	*2,718	86,73,46,379	#143	4,89,21,840	2,861	91,62,68,219	100.00

* 109 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 10** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.

**S. N. ANANTHASUBRAMANIAN**
C.P. No. 1774**22nd August, 2017**
Mumbai*Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM*

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**

11. Raising funds through issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institutional Placement ('QIP') to Qualified Institutional Buyers ('QIB') for an amount not exceeding Rs. 4000 Crore or US \$600 million, if higher.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,666	87,57,26,411	136	4,89,21,298	2,802	92,46,47,709	99.99
Dissent	93	19,504	7	542	100	20,046	0.01
Total	*2,759	87,57,45,915	#143	4,89,21,840	2,902	92,46,67,755	100.00

* 68 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Special Resolution** as contained in **Item No. 11** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.



S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

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**

12. To listed/ unlisted/ secured/ unsecured redeemable non-convertible debentures in one or more series/ tranches/ currencies aggregating up to Rs. 6000 Crore.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,681	87,59,07,331	136	4,89,21,298	2,817	92,48,28,629	99.99
Dissent	87	14,235	7	542	94	14,777	0.01
Total	*2,768	87,59,21,566	#143	4,89,21,840	2,911	92,48,43,406	100.00

* 59 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Special Resolution** as contained in **Item No. 12** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.



S. N. ANANTHASUBRAMANIAN
C.P. No. 1774



22nd August, 2017
Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

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****13. Ratification of appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditors of the Company.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,655	86,76,15,287	136	4,89,21,298	2,791	91,65,36,585	99.32
Dissent	102	62,69,970	7	542	109	62,70,512	0.68
Total	*2,757	87,38,85,257	#143	4,89,21,840	2,900	92,28,07,097	100.00

* 70 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 13** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.

**S. N. ANANTHASUBRAMANIAN**
C.P. No. 1774**22nd August, 2017**
Mumbai

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**

14. Ratification of remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. : 00010) for the financial year 2017-18.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,698	87,58,93,817	136	4,89,21,298	2,834	92,48,15,115	99.99
Dissent	71	13,160	7	542	78	13,702	0.01
Total	*2,769	87,59,06,977	#143	4,89,21,840	2,912	92,48,28,817	100.00

* 58 members have abstained from voting on this resolution.

3 members have abstained from voting on this resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 14** of the Notice of the AGM dated **29th May, 2017** has been **passed with requisite majority**.



S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

22nd August, 2017

Mumbai

Report of Scrutinizer on remote e-Voting and e-voting by members of Larsen & Toubro Limited at the 72nd AGM

Annexure : C

Summary of the proceedings of the 72nd Annual General Meeting

The 72nd Annual General Meeting ("AGM") of the Members of Larsen & Toubro Limited ("the Company") was held on Tuesday, August 22, 2017 at 3.00 P.M at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050.

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, 2017 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, 2017.	Ordinary
2	Dividend on equity shares for the financial year 2016-17.	Ordinary
3	Appoint Mr. Sushobhan Sarker (DIN: 00088276) as a Director liable to retire by rotation.	Ordinary
4	Appoint Mr. Shailendra Roy (DIN: 02144836) as a Director liable to retire by rotation.	Ordinary
5	Appoint Mr. R. Shankar Raman (DIN: 00019798) as a Director liable to retire by rotation.	Ordinary
6	Re-appoint Mr. Subodh Bhargava (DIN: 00035672) as an Independent Director.	Special
7	Appoint Mr. S.N. Subrahmanyam (DIN: 02255382) as the Chief Executive Officer and Managing Director of the Company.	Ordinary
8	Appoint Mr. Jayant Damodar Patil (DIN: 01252184) as a Director liable to retire by rotation.	Ordinary
9	Appoint Mr. Arvind Gupta (DIN: 00090360) as a Director liable to retire by rotation.	Ordinary
10	Appoint Mr. Jayant Damodar Patil (DIN: 01252184) as a Whole-time Director of the Company.	Ordinary
11	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 ₹4000 Crore or US \$ 600 million, if higher.	Special
12	Issue listed/unlisted secured/unsecured redeemable non-convertible debentures, in one or more series/tranches/currencies, aggregating up to ₹ 6000 crore.	Special
13	Ratification of appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors of the Company.	Ordinary
14	Ratification of remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010) for the financial year 2017-18.	Ordinary

Conti.....



CIN : L99999MH1946PLC004768



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 Company 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 21, 2017 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 cast 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 22, 2017 and as set out there in all the said resolutions were declared as passed with requisite majority.

Yours Faithfully
For **LARSEN & TOUBRO LIMITED**



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