LARSEN & TOUBRO

Larsen & Toubro Limited
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Narottam Morarjee Marg
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SEC/PAM/ 2014

August 25, 2014

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 : Compliance under Clause 35 A

Pursuant to Clause 35 A of the Listing Agreement, we enclose herewith Result of the voting for the resolutions passed at the AGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 :

No.	Resolution
1	Adoption of Balance-Sheet as at March 31, 2014, the profit and loss account for the year ended as at that date and the report of Board of Directors and auditors thereon.
2	Dividend of Rs. 14.25 per share on equity shares for the financial year ended 2013-14.
3	Independent directors not liable to retire by rotation.
4	Not to fill casual vacancy caused by resignation of Mr. N. Mohan Raj.
5	Not to fill casual vacancy caused by retirement of Mr. S Rajgopal.
6	Appointment of Mr. A.K Jain as a director liable to retire by rotation.
7	Not to fill casual vacancy caused by retirement of Mr. S. N. Talwar.
8	Appointment of Mr. S. N. Subrahmanyan as a director liable to retire by rotation.
9	Appointment of Mr. A. M. Naik as a director liable to retire by rotation.
10	Appointment of Mr. Subodh Bhargava as Independent Director from 1st April 2014 upto 29th March 2017.
11	Appointment of Mr. M.M. Chitale as an Independent Director from 1st April 2014 upto 31st March 2019.
12	Appointment of Mr.M. Damodaran as an Independent Director from 1st April 2014 upto 31st March 2019.
13	Appointment of Mr.Vikram Singh Mehta as an Independent Director from 1st April 2014 upto 31st March 2019.
14	Appointment of Mr. Adil Zainulbhai as an Independent Director from 30th May 2014 upto 29th May 2019.
15	Re-appointment of M/s.Sharp & Tannan as Statutory Auditors from closure of this AGM until closure of next AGM.

Please take the above on record.

Thanking you,

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

N. HARIHARAN
COMPANY SECRETARY

ISO 9001 REGISTERED
DNV MGMT. SYS. RvA C024
DNV Certification B.V., The Netherlands

CIN : L99999MH1946PLC004768

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SECTION - I

Consolidated Report on E-Voting, Ballot Voting & Poll

S. N. ANANTHASUBRAMANIAN & CO
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Consolidated Results of Item No. 1 - Ordinary Resolution

Subject	Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot voting	Poll	Total	
Assent	35,56,23,708	6,89,83,983	11,52,12,334	53,98,20,025	99.99
Dissent	490	700	20,679	21,869	0.01
Total	**35,56,24,198**	**6,89,84,683**	**11,52,33,013**	**53,98,41,894**	**100.00**

Accordingly, out of a total of **53,98,41,894** valid votes cast via e-Voting, Ballot Voting and Poll, **53,98,20,025** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.99%** of the votes polled; **21,869** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.01%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 2 - Ordinary Resolution

Subject	Dividend on equity shares for the financial year 2013-14.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,69,74,738	6,89,86,658	11,52,40,215	54,12,01,611	100.00
Dissent	480	1,270	44	1,794	0.00
Total	**35,69,75,218**	**6,89,87,928**	**11,52,40,259**	**54,12,03,405**	**100.00**

Accordingly, out of a total of **54,12,03,405** valid votes cast via e-Voting, Ballot voting and Poll, **54,12,01,611** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **1,794** votes were cast **DISSENTING** to the **Ordinary Resolution.**

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

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COMPANY SECRETARIES

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Consolidated Results of Item No. 3 - Ordinary Resolution

Subject	Independent Directors not liable to retire by rotation.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,57,35,448	6,89,58,613	11,47,39,468	53,94,33,529	99.67
Dissent	12,33,329	28,498	5,00,691	17,62,518	0.33
Total	**35,69,68,777**	**6,89,87,111**	**11,52,40,159**	**54,11,96,047**	**100.00**

Accordingly, out of a total of **54,11,96,047** valid votes cast via e-Voting, Ballot Voting and Poll, **53,94,33,529** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.67%** of the votes polled; **17,62,518** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.33%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

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COMPANY SECRETARIES

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Consolidated Results of Item No. 4 - Ordinary Resolution

Subject	Not to fill vacancy caused by resignation of Mr. N. Mohan Raj.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,69,59,121	6,89,75,760	11,52,20,590	54,11,55,471	100.00
Dissent	7,739	11,677	19,569	38,985	0.00
Total	**35,69,66,860**	**6,89,87,437**	**11,52,40,159**	**54,11,94,456**	**100.00**

Accordingly, out of a total of **54,11,94,456** valid votes cast via e-Voting, Ballot Voting and Poll, **54,11,55,471** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **38,985** votes were cast **DISSENTING** to the **Ordinary Resolution.**

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO ★ CP No. 1774 THANE ★ COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Consolidated Results of Item No. 5 - Ordinary Resolution

Subject	Not to fill vacancy caused by retirement of Mr. S. Rajgopal.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,69,57,600	6,89,74,762	11,52,35,967	54,11,68,329	100.00
Dissent	7,825	12,735	4,192	24,752	0.00
Total	**35,69,65,425**	**6,89,87,497**	**11,52,40,159**	**54,11,93,081**	**100.00**

Accordingly, out of a total of **54,11,93,081** valid votes cast via e-Voting, Ballot Voting and Poll, **54,11,68,329** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **24,752** votes were cast **DISSENTING** to the **Ordinary Resolution.**

Thus, the **Ordinary Resolution** as contained in Item No. 5 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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Consolidated Results of Item No. 6 - Ordinary Resolution

Subject	To appoint Mr. A.K Jain as a Director liable to retire by rotation.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	32,36,95,674	6,89,83,737	9,09,71,613	48,36,51,024	89.44
Dissent	3,28,39,025	3,344	2,42,69,146	5,71,11,515	10.56
Total	**35,65,34,699**	**6,89,87,081**	**11,52,40,759**	**54,07,62,539**	**100.00**

Accordingly, out of a total of **54,07,62,539** valid votes cast via e-Voting, Ballot Voting and Poll, **48,36,51,024** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **89.44%** of the votes polled; **5,71,11,515** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **10.56%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Consolidated Results of Item No. 7 - Ordinary Resolution

Subject	Not to fill vacancy caused by retirement of Mr. S.N.Talwar.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,69,57,251	6,89,72,666	11,50,97,259	54,10,27,176	99.97
Dissent	9,784	11,618	1,42,900	1,64,302	0.03
Total	**35,69,67,035**	**6,89,84,284**	**11,52,40,159**	**54,11,91,478**	**100.00**

Accordingly, out of a total of **54,11,91,478** valid votes cast via e-Voting, Ballot Voting and Poll, **54,10,27,176** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.97%** of the votes polled; **1,64,302** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.03%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of the Notice dated 30th May, 2014 is passed with **requisite majority**.

S.N. ANANTHASUBRAMANIAN & CO ★ CP No. 1774 THANE ★ COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Consolidated Results of Item No. 8 - Ordinary Resolution

Subject	To appoint Mr. S. N. Subrahmanyan as a Director liable to retire by rotation.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting		Total	
Assent	32,86,08,776	6,89,81,324	9,19,29,030	48,95,19,130	90.51
Dissent	2,80,25,154	2,574	2,33,11,729	5,13,39,457	9.49
Total	**35,66,33,930**	**6,89,83,898**	**11,52,40,759**	**54,08,58,587**	100.00

Accordingly, out of a total of **54,08,58,587** valid votes cast via e-Voting, Ballot Voting and Poll, **48,95,19,130** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **90.51%** of the votes polled; **5,13,39,457** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **9.49%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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Consolidated Results of Item No. 9 - Ordinary Resolution

Subject	To appoint Mr. A. M. Naik as a Director liable to retire by rotation.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	34,81,20,941	6,89,83,464	11,32,21,189	53,03,25,594	97.99
Dissent	88,52,729	1,455	20,19,570	1,08,73,754	2.01
Total	**35,69,73,670**	**6,89,84,919**	**11,52,40,759**	**54,11,99,348**	**100.00**

Accordingly, out of a total of **54,11,99,348** valid votes cast via e-Voting, Ballot Voting and Poll, **53,03,25,594** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **97.99%** of the votes polled; **1,08,73,754** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **2.01%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

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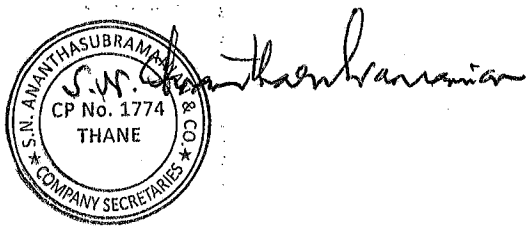
Consolidated Results of Item No. 10 - Ordinary Resolution

Subject	Appointment of Mr. Subodh Bhargava as an Independent Director.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,09,13,936	6,89,73,812	11,25,37,911	53,24,25,659	98.38
Dissent	60,53,940	10,853	27,02,068	87,66,861	1.62
Total	**35,69,67,876**	**6,89,84,665**	**11,52,39,979**	**54,11,92,520**	**100.00**

Accordingly, out of a total of **54,11,92,520** valid votes cast via e-Voting, Ballot Voting and Poll, **53,24,25,659** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **98.38%** of the votes polled; **87,66,861** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **1.62%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 10 of the Notice dated 30th May, 2014 is passed with **requisite majority.**



S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

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Consolidated Results of Item No. 11 - Ordinary Resolution

Subject	Appointment of Mr. M.M. Chitale as an Independent Director.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot voting	Poll	Total	
Assent	34,91,65,226	6,89,76,600	11,14,03,184	52,95,45,010	97.89
Dissent	75,70,306	8,105	38,25,133	1,14,03,544	2.11
Total	**35,67,35,532**	**6,89,84,705**	**11,52,28,317**	**54,09,48,554**	**100.00**

Accordingly, out of a total of **54,09,48,554** valid votes cast via e-Voting, Ballot Voting and Poll, **52,95,45,010** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **97.89%** of the votes polled; **1,14,03,544** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **2.11%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 11 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

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Consolidated Results of Item No. 12 - Ordinary Resolution

Subject	Appointment of Mr. M. Damodaran as an Independent Director.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	31,36,40,972	6,89,73,616	9,82,48,035	48,08,62,623	88.94
Dissent	4,27,73,821	11,099	1,69,91,974	5,97,76,894	11.06
Total	**35,64,14,793**	**6,89,84,715**	**11,52,40,009**	**54,06,39,517**	**100.00**

Accordingly, out of a total of **54,06,39,517** valid votes cast via e-Voting, Ballot Voting and Poll, **48,08,62,623** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **88.94%** of the votes polled; **5,97,76,894** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **11.06%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 12 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN S.N. CP No. 1774 THANE & CO. COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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Consolidated Results of Item No. 13 - Ordinary Resolution

Subject	Appointment of Mr. Vikram Singh Mehta as an Independent Director.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,12,88,880	6,89,77,120	11,32,29,887	53,34,95,887	98.58
Dissent	56,80,330	7,535	20,10,372	76,98,237	1.42
Total	**35,69,69,210**	**6,89,84,655**	**11,52,40,259**	**54,11,94,124**	**100.00**

Accordingly, out of a total of **54,11,94,124** valid votes cast via e-Voting, Ballot Voting and Poll, **53,34,95,887** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **98.58%** of the votes polled; **76,98,237** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **1.42%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 13 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

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E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 14 - Ordinary Resolution

Subject	Appointment of Mr. Adil Zainulbhai as an Independent Director.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	35,69,58,069	6,89,74,086	11,39,96,246	53,99,28,401	99.77
Dissent	10,723	10,569	12,44,613	12,65,905	0.23
Total	**35,69,68,792**	**6,89,84,655**	**11,52,40,859**	**54,11,94,306**	100.00

Accordingly, out of a total of **54,11,94,306** valid votes cast via e-Voting, Ballot Voting and Poll, **53,99,28,401** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.77%** of the votes polled; **12,65,905** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.23%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 14 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 15 - Ordinary Resolution

Subject	Re-appointment of M/s. Sharp & Tannan as Statutory Auditors.

Particulars	Number of Votes contained in				Percentage
	e-Votes	Ballot Voting	Poll	Total	
Assent	31,75,80,641	6,89,79,284	8,95,88,730	47,61,48,655	88.21
Dissent	3,80,04,520	3,896	2,56,06,129	6,36,14,545	11.79
Total	**35,55,85,161**	**6,89,83,180**	**11,51,94,859**	**53,97,63,200**	**100.00**

Accordingly, out of a total of **53,97,63,200** valid votes cast via e-Voting, Ballot Voting and Poll, **47,61,48,655** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **88.21%** of the votes polled; **6,36,14,545** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **11.79%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 15 of the Notice dated 30th May, 2014 is passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

Date : 23rd August, 2014
Place : Thane