

SEC/AGM/ 2015

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,

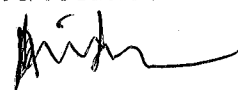
**Sub : 70th Annual General Meeting of Equity Shareholders**

This is to inform you that the Shareholders of the Company at their 70th Annual General Meeting held on 9th September 2015 approved the following:

| Res. No. | Resolution                                                                                                                                                                                                                                                                                          |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1        | Adoption of financial statements for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon and the consolidated financial statements of the Company for the year ended on that date.                                                                         |
| 2        | Dividend of Rs. 16.25 per share of Rs. 2/- each on equity shares for the financial year 2014-15.                                                                                                                                                                                                    |
| 3        | Appointment of Mr. Sushobhan Sarker (DIN:00088276) as a Director liable to retire by rotation.                                                                                                                                                                                                      |
| 4        | Not to fill vacancy caused by retirement of Mr. M.V. Kotwal (DIN : 00001744)                                                                                                                                                                                                                        |
| 5        | Appointment of Mr. Shailendra N Roy (DIN:02144836) as a Director liable to retire by rotation.                                                                                                                                                                                                      |
| 6        | Appointment of Mr. R. Shankar Raman(DIN:00019798) as a Director liable to retire by rotation.                                                                                                                                                                                                       |
| 7        | Appointment of Mr. Akhilesh Krishna Gupta(DIN:00359325) as an Independent Director.                                                                                                                                                                                                                 |
| 8        | Appointment of Mr. Bahram Navroz Vakil (DIN:00283980) as an Independent Director.                                                                                                                                                                                                                   |
| 9        | Appointment of Mr. Thomas Mathew T. (DIN : 00130282) as an Independent Director.                                                                                                                                                                                                                    |
| 10       | Appointment of Mr. Ajay Shankar (DIN : 01800443) as an Independent Director.                                                                                                                                                                                                                        |
| 11       | Appointment of Mr. Subramanian Sarma (DIN:00554221) as a Director liable to retire by rotation.                                                                                                                                                                                                     |
| 12       | Payment of commission to Non-Executive Directors of an amount not exceeding the limit of 1% of the net profits of the Company per annum in aggregate.                                                                                                                                               |
| 13       | 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.3600 crore or US \$ 600 million, whichever is higher. |
| 14       | Issuance of secured/unsecured redeemable non-convertible/perpetual debentures, in one or more series/tranches/currencies, aggregating up to Rs.6000 crore                                                                                                                                           |
| 15       | Appointment of M/s. Sharp & Tannan, Chartered Accountants (Regn No. 109982W) as joint Statutory Auditors of the Company for 2 years.                                                                                                                                                                |
| 16       | Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Regn No. 117366 W/W-100018) as Statutory Auditors of the Company for 5 years.                                                                                                                                              |
| 17       | Ratification of remuneration payable of Rs. 8 lakh to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010) for the financial year 2014-15.                                                                                                                                                      |
| 18       | Ratification of remuneration payable of Rs. 11 lakh to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010) for the financial year 2015-16.                                                                                                                                                     |

Please take the above on record.

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

  
**N. HARIHARAN**  
**COMPANY SECRETARY**  
(ACS 3471)

