

**MINUTES OF THE SIXTY-SEVENTH ANNUAL GENERAL MEETING
OF LARSEN & TOUBRO LIMITED HELD AT BIRLA MATUSHRI
SABHAGAR, 19, MARINE LINES, MUMBAI 400 020 ON FRIDAY,
AUGUST 24, 2012 AT 3.00 P.M.**

Present:

Mr. A.M.Naik	Chairman & Managing Director and as a Member of the Company Also as a proxy for 23 Members
Mr. K.Venkataramanan	Chief Executive Officer & Managing Director and as a Member of the Company
Mr. V.K. Magapu	Whole-time Director & President (IT, Technology Services and Corporate Initiatives) and as a Member of the Company
Mr. M.V.Kotwal	Whole-time Director & President (Heavy Engineering) and as a Member of the Company
Mr. Ravi Uppal	Whole-time Director & President (Power) and as a Member of the Company
Mr. S.N.Subrahmanyam	Whole-time Director & Senior Executive Vice President (Infrastructure & Construction) and as a Member of the Company
Mr. R.Shankar Raman	Whole-time Director & Chief Financial Officer and as a Member of the Company
Mr. Shailendra Roy	Whole-time Director & Senior Executive Vice President (Power Development & Corporate Affairs) and as a Member of the Company
Mr. S. Rajgopal	Non-Executive Director and as a Member of the Company Also as the Chairman of the Nomination & Remuneration Committee of the Company

Mr. S.N.Talwar	Non-Executive Director and as a Member of the Company
Mr. M.M.Chitale	Non-Executive Director and as a Member of the Company
	Also as the Chairman of the Audit Committee of the Company
Mr.Thomas Mathew T.	Nominee of Life Insurance Corporation of India
Mr. N. Mohan Raj	Nominee of Life Insurance Corporation of India
Mr. Subodh Bhargava	Non-Executive Director and as a Member of the Company
Mr. A.K.Jain	Nominee of the Specified Undertaking of Unit Trust of India
	Also as the Chairman of Shareholders' Grievance Committee
Mr. N. Hariharan	Executive Vice President & Company Secretary

1. Mr.Vikram Trivedi, Managing Partner of M/s.Manilal Kher Ambalal & Co, Solicitors, was present by invitation;
2. In addition, 1203 Members including Authorised representatives were present and 373 Members were represented by proxies.
3. The following documents and Registers were available for inspection of the Members:
 - i) Directors' Report for the financial year ended March 31, 2012;
 - ii) The Audited Accounts and Auditors' Report thereon for financial year ended March 31, 2012;
 - iii) The Proxy Register with 410 valid proxies lodged with the Company in connection with the 67th Annual General Meeting (remained open for inspection during the meeting);

- iv) The Register of Directors' shareholdings (remained open for inspection during the meeting);
 - v) Auditors' Certificate in respect of Employees' Stock Option Plan of the company (remained open for inspection during the meeting).
4. Mr.Rajeev Soni, Safety Department, apprised the Members about the safety arrangements inside the meeting hall, in case of any emergency;
 5. At 3.00 p.m., Mr. A.M. Naik, Chairman & Managing Director, took the Chair and welcomed the shareholders.
 6. Members were requested to rise for the L&T Anthem which was then played;
 7. The Chairman commenced the proceedings by introducing other Board Members sharing the dais with him.
 8. The Chairman stated that the requisite quorum was present and 410 proxies representing 598,86,945 shares representing 9.76% of the paid-up equity capital of the Company were registered with the Company.
 9. The Chairman stated that the Annual Report and the Notice convening the meeting were already in the hands of the shareholders and, with the permission of the shareholders, the Notice convening the meeting was taken as read. Thereafter, at the request of the Chairman, Mr. N. Hariharan, Company Secretary, read out the Auditors' Report.
 10. Thereafter, with the consent of the members present, the Chairman's speech was taken as read.
 11. The Chairman then took up the official business of the meeting.

ITEM NO.1 – ADOPTION OF ACCOUNTS:

The Chairman moved the following Resolution for the adoption of Balance Sheet as at March 31, 2012 and Profit & Loss Account for the year ended on that date, as an **ORDINARY RESOLUTION:**

“RESOLVED THAT the audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account for the year ended March 31, 2012, together with the Directors' Report and Auditors' Report thereon submitted to this meeting, be and are hereby considered and adopted.”

Mr.R.Shankar Raman seconded the resolution.

The Chairman thereafter invited questions from the shareholders concerning the Directors' Report and the Audited Accounts before putting the resolution to vote. He requested the speakers to announce their names before they speak and to restrict their comments to the points arising from Accounts, to be brief by restricting their speech to a maximum of 3 minutes, not to repeat questions already asked by earlier speakers to facilitate a wider participation by members and to maintain decorum so that proceedings of the meeting could go on smoothly.

The following shareholders addressed the meeting, expressing their observations, making suggestions and seeking clarifications on the Agenda items placed before the meeting:

- i) Mr.Adil Polad Irani
- ii) Mr.Jayprakash Desai
- iii) Mr.Shailesh Mahadevia
- iv) Mr.Bimal R Bhatt
- v) Mr.Rajnikant K Kothari
- vi) Mr.Sharadkumar Jivraj Shah
- vii) Mr.Seshan Krishnamoorthy
- viii) Mr.Vinay Bhide
- ix) Mr.Adi K Nalladaru
- x) Dr.Bhupendra Kumar Parikh
- xi) Ms.H.S. Patel
- xii) Mr.H.V.Sanghavi
- xiii) Mr.P.K.Agnihotri
- xiv) Ms.Smita B Shah
- xv) Mr.Aloysius Mascarenhas
- xvi) Mr.Vinitkumar Parikh
- xvii) Mr.N.G.Bhagwat
- xviii) Mr.Michel P Martins
- xix) Mr.T.M.Davar

Following were some of the interesting and valuable observations and noteworthy suggestions/comments made by the shareholders:

→ Lauded

- the Company's performance which was good in the backdrop of challenging business environment and the prevailing conditions of the Global and Indian economy;

→ Complimented

- the colourful, informative and exhaustive Annual Report -2011-12 ;

→ Appreciated

- the Chairman and Managing Director, the Board of Directors and the services rendered by the staff of Secretarial Department, and the employees of the Company for their good performance.

Several questions were raised by the Shareholders and clarifications sought for the following:

- Performance of the Company in 2011-12;
- Circulation of Annual Reports – as part of Green initiatives
- Talent management
- Power /solar Projects
- Prospects for Shipbuilding

The Chairman thanked the speakers for their useful suggestions and valuable comments and, replying to queries, stated as follows:-

- Against the backdrop of multiplicity of business, economic and political factors, deceleration in the investment momentum in the domestic markets, the Company had successfully steered a steady course and consolidated its position as India's leading EPC player;
- The Company is augmenting its presence in existing international markets viz. Middle East, south east Asia Regions and expand in new geographies like Australia, CIS countries and select African countries;
- The Company sustainability reporting secured various national and international accolades, recognizing its significant efforts on the 'green' front , energy conservation, renewable energy usage, water conservation and waste management, etc.
- Defence sector showed good promise in the short, medium and long term – both in land and marine business segments; The Government's recent initiative for encouraging private sector for partnering with Defence Public Sector Undertakings provides a range of opportunities;

- The Company was well positioned to leverage its capabilities in the Power Sector both in India and nearby countries;
- Concerns had been voiced against Chinese imports and the issue being taken up with all concerned and discussed in multiple forums;
- Despite various challenges being faced by the Power Sector and considerable investments required to set up power plants, the Company would evaluate any such opportunity based on its merit;
- As far as shipbuilding business was concerned, the Company has planned its foray into three distinct segments such as Defence ships, commercial ships and repairs and refit of defence and commercial ships;
- The Company was looking at acquisition opportunities in scalable businesses, as one of the growth options;
- The Company has institutionalized a 5-step Leadership initiative to ensure a robust leadership pipeline and addressed the need for talent management and capability building in various ways;
- The Annual reports of 2011-12 were printed on paper manufactured from recycled paper fibre. Since the response from shareholders for electronic Annual Report was extremely limited, the Company had to send physical Annual Reports.

The Resolution was then put to vote by the Chairman and on show of hands he declared that the same was carried out unanimously.

ITEM NO 2 – DECLARATION OF DIVIDEND

Mr. R. Shankar Raman proposed the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the final dividend at the rate of Rs.16.50 Paise per share on 61,38,10,633 shares of Rs.2/- each be paid for the year ended March 31, 2012 to the members whose names appeared in the Register of Members of the Company as on August 24, 2012 and in the Register of beneficial owners maintained by the depositories as on August 16, 2012.”

Mr. Aloysius Mascarenhas seconded the Resolution.

Thereafter, the Chairman put the Resolution under Item No. 2 to vote and, on show of hands, declared that the same was carried unanimously.

ITEM NO 3 - APPOINTMENT OF MR.A.M.NAIK AS DIRECTOR:

Being interested in item under sr. no.3 of the Notice and in accordance with the principles of Corporate Governance, Mr. A.M. Naik vacated the Chair and requested Mr. S. Rajgopal to Chair the meeting with the concurrence of the Directors present. Mr. S. Rajgopal took over the proceedings.

Mr. S.Rajgopal proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr.A.M. Naik, be and is hereby appointed as a Director liable to retire by rotation with effect from October 1, 2012."

Ms.H.S.Patel seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

Mr. S. Rajgopal thereafter requested Mr. A.M. Naik to take the Chair. Mr. A.M. Naik took the Chair and continued with the proceedings.

ITEM NO 4 – RE-APPOINTMENT OF MR. THOMAS MATHEW T. AS A DIRECTOR:

Mr.Rajnikant Kothari proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Thomas Mathew T, who retires by rotation from the Board of Directors in accordance with the Article 108 of the Company's Articles of Association, but being eligible for re-appointment, be and is hereby re-appointed."

Mr.R.K.Grover seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 5 – RE-APPOINTMENT OF MR.M.V. KOTWAL AS A DIRECTOR:

Ms.H.S.Patel proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. M.V. Kotwal, who retires by rotation from the Board of Directors in accordance with Article 108 of the Company's Articles of Association, but being eligible for re-appointment, be and is hereby re-appointed."

Mr. R.Kothari seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 6 – RE-APPOINTMENT OF MR.V.K.MAGAPU AS A DIRECTOR:

Mr.Shailesh Mahadevia proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. V.K.Magapu, who retires by rotation from the Board of Directors, in accordance with the Article 108 of the Company's Articles of Association, but being eligible for re-appointment, be and is hereby re-appointed."

Mr. Aloysius Mascarenhas seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 7 –RE-APPOINTMENT OF MR.RAVI UPPAL AS A DIRECTOR:

Mr. S.N.Talwar proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Ravi Uppal who retires by rotation from the Board of Directors, in accordance with the Article 108 of the Company's Articles of Association, but being eligible for re-appointment, be and is hereby re-appointed."

Mr. R.Kothari seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO.8 – RETIREMENT OF MR.J.S. BINDRA

Mr. V.K.Magapu proposed the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the vacancy caused by the retirement by rotation of MR.J.S.Bindra, who has not sought re-appointment, be not filled in at this meeting or at any adjournment thereof.”

Mr. Thomas Mathew T seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 9 - APPOINTMENT OF MR. A.M.NAIK AS EXECUTIVE CHAIRMAN:

Being interested in item under Sr. no.9 of the Notice and in accordance with the principles of Corporate Governance, Mr. A.M. Naik vacated the Chair and requested Mr. S. Rajgopal to Chair the meeting with the concurrence of the Directors present. Mr. S. Rajgopal took over the proceedings.

Mr. Adi K Nalladaru proposed the following Resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 269 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, approval be and is hereby granted to the appointment of Mr. A.M. Naik, as the Executive Chairman of the Company with effect from October 1, 2012 upto and including September 30, 2017.

RESOLVED FURTHER THAT Mr. A.M.Naik, in his capacity as the Executive Chairman, be paid remuneration as may be fixed by the Board, from time to time, within the limits approved by the members, as per the details given in the explanatory statement.”

Mr. Adil P Irani seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

Mr. S. Rajgopal thereafter requested Mr. A.M. Naik to take the Chair. Mr. A.M. Naik took the Chair and continued with the proceedings.

ITEM NO 10 - APPOINTMENT OF MR. K.VENKATARAMANAN AS CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR:

Ms.Smita Shah proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 269 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, approval be and is hereby granted to the appointment of Mr. K.Venkataramanan, as the Chief Executive Officer and Managing Director of the Company with effect from April 1, 2012 upto and including September 30, 2015.

RESOLVED FURTHER THAT Mr. K. Venkataramanan, in his capacity as the Chief Executive Officer and Managing Director, be paid remuneration as may be fixed by the Board, from time to time, within the limits approved by the members, as per the details given in the explanatory statement."

Mr. R.Kothari seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 11 - APPOINTMENT OF MR. R.SHANKAR RAMAN AS WHOLE-TIME DIRECTOR:

Ms.H.S.Patel proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, approval be and is hereby granted to the appointment of Mr. R. Shankar Raman, as the Whole-time Director of the Company with effect from October 1, 2011 upto and including September 30, 2016.

RESOLVED FURTHER THAT Mr. R.Shankar Raman, in his capacity as the Whole-time Director, be paid remuneration as may be fixed by the Board, from time to time, within the

limits approved by the members, as per the details in the explanatory statement."

Mr.Adi K Nalladaru seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 12 - APPOINTMENT OF MR. SHAILENDRA ROY AS WHOLE-TIME DIRECTOR:

Mr.S.N.Talwar proposed the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 269 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, approval be and is hereby granted to the appointment of Mr. Shailendra Roy, as the Whole-time Director of the Company with effect from March 9, 2012 upto and including March 8, 2017.

RESOLVED FURTHER THAT Mr.Shailendra Roy in his capacity as the Whole-time Director, be paid remuneration as may be fixed by the Board, from time to time, within the limits approved by the members, as per the details in the explanatory statement."

Mr. Ravi Uppal seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO 13 – ISSUE OF FURTHER SECURITIES U/S 81(1A) OF THE COMPANIES ACT,1956.

Mr.Dinesh Shah proposed the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of all previous resolutions in this regard and in accordance with the provisions of Section 81(1A) and other applicable provisions, if any of the Companies Act, 1956, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'), Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling

provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ('Board') (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Individuals or otherwise, whether shareholders of the Company or not, through a public issue and/or on a private placement basis, foreign currency convertible bonds and/or equity shares through depository receipts and/or bonds with share warrants attached including by way of Qualified Institutional Placement ('QIP'), to Qualified Institutional Buyers ('QIB') in terms of Chapter VIII of the SEBI Regulations, through one or more placements of equity shares/fully convertible debentures (FCDs)/partly convertible debentures (PCDs)/non-convertible debentures (NCDs) with warrants or any securities (other than warrants) which are convertible into or exchangeable with equity shares at a later date (hereinafter collectively referred to as "Securities"), secured or unsecured so that the total amount raised through issue of the Securities shall not exceed US\$600 mn or INR 3200 crore, if higher (including green shoe option) as the Board may determine, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies/ Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/Advisors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be

allotted in each tranche, issue price, face value, premium amount in issue/ conversion/ exercise/ redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of QIP issue it shall be completed within 12 months from the date of this Annual General Meeting.

RESOLVED FURTHER THAT in case of QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be -

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that

may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such securities.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited or any other Stock Exchange(s).

RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to a Committee of Directors in such manner as they may deem fit."

Mr. T.M. Davar seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

ITEM NO.14 - RE-APPOINTMENT OF AUDITORS & FIXATION OF THEIR REMUNERATION

Mr.Grover proposed the following Resolution as a SPECIAL RESOLUTION

"RESOLVED THAT the Company's Auditors, M/s Sharp & Tannan, Chartered Accountants (ICAI Registration No. 109982W), who hold office upto the date of this Annual

General Meeting but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company including all its branch offices for holding the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration of 1,08,00,000/- (Rupees One Crore Eight Lakh Only) exclusive of service tax, traveling and other out of pocket expenses."

Mr. A.Mascarenhas seconded the Resolution.

The Resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried out unanimously.

The Chairman thanked all the employees and expressed his gratitude to his colleagues on the Board, the shareholders, customers, and business associates, for their consistent and resolute support.

Mr. Adil P Irani proposed a vote of thanks to the Chair.

The Chairman thereafter declared the Meeting as closed.

SD/-
Chairman

Date: September 4, 2012
Place: Mumbai

Nh/krc

