LARSEN & TOUBRO

**Larsen & Toubro Limited**
**Secretarial Department**
L&T House, Ballard Estate
Narottam Morarjee Marg
Mumbai - 400 001, INDIA
Tel: +91 22 6752 5656
Fax: +91 22 6752 5893
www.Larsentoubro.com

SEC/AGM/ 2015

September 10, 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 : **Details of Voting Results of the 70th Annual General Meeting of the Company as per Clause 35A of the Listing Agreement**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, details of the Voting Results of the 70th Annual General Meeting (AGM) of the Company held on Wednesday, September 9, 2015 at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai – 400 020 are enclosed in the prescribed format.

Further we are also enclosing Scrutinizer's Report on remote e-voting and e-voting at AGM hall.

Please take note of the same and acknowledge receipt.

Thanking you,

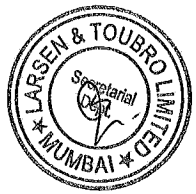
Yours Faithfully
For **LARSEN & TOUBRO LIMITED**

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

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

CIN : L99999MH1946PLC004768

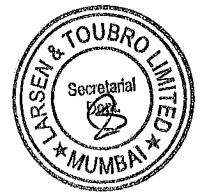
| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | |
|---|---|---|---|---|
| Attendance Summary A.G.M dated 09/09/2015 | | | | |
| **Promoter/Public** | **Category** | **Records** | **Shares** | **% Age** |
| Promoter and Promoter Group | Share Holder | 0 | 0 | 0 |
| Promoter and Promoter Group | Proxy | 0 | 0 | 0 |
| Promoter and Promoter Group | Authorized Representative | 0 | 0 | 0 |
| Public – Institutional holders | Share Holder | 0 | 0 | 0 |
| Public – Institutional holders | Proxy | 23 | 5808736 | 1.676 |
| Public – Institutional holders | Authorized Representative | 30 | 226594969 | 65.362 |
| Public-Others | Share Holder | 1004 | 2665105 | 0.768 |
| Public-Others | Proxy | 8 | 3256 | 0.001 |
| Public-Others | Authorized Representative | 6 | 111606524 | 32.193 |
| **Total** | | **1071** | **346678590** | **100.000** |



| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 1 : Adoption of Financial Statements for the year ended March 31, 2015. (Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 777 | 517373180 | 438881696 | 84.828846 | 438881696 | 0 | 100.000000 | 0.000000 |
| Public-Others | 1646 | 413288815 | 121075809 | 29.295690 | 121075170 | 639 | 99.999472 | 0.000528 |
| **Total** | **2423** | **930661995** | **559957505** | **60.167656** | **559956866** | **639** | **99.999886** | **0.000114** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 2 : Dividend on Equity shares for the Financial Year 2014-15.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 791 | 517373180 | 439844267 | 85.014895 | 439844267 | 0 | 100.000000 | 0.000000 |
| Public-Others | 1650 | 413288815 | 121076095 | 29.295759 | 121075631 | 464 | 99.999617 | 0.000383 |
| **Total** | **2441** | **930661995** | **560920362** | **60.271115** | **560919898** | **464** | **99.999917** | **0.000083** |

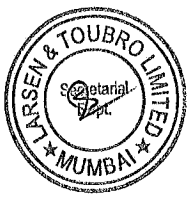
| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 3:Re-appointment of Mr. Sushobhan Sarker (DIN: 00088276) as a Director liable to retire by rotation. (Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439860524 | 85.018037 | 436025027 | 3835497 | 99.128020 | 0.871980 |
| Public-Others | 1620 | 413288815 | 121072265 | 29.294832 | 121044203 | 28062 | 99.976822 | 0.023178 |
| **Total** | **2412** | **930661995** | **560932789** | **60.272450** | **557069230** | **3863559** | **99.311226** | **0.688774** |



| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 4:Not to fill vacancy caused by retirement of Mr. M. V Kotwal (DIN: 00001744).(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439860524 | 85.018037 | 439064154 | 796370 | 99.818949 | 0.181051 |
| Public-Others | 1620 | 413288815 | 121064614 | 29.292981 | 120964145 | 100469 | 99.917012 | 0.082988 |
| **Total** | **2412** | **930661995** | **560925138** | **60.271628** | **560028299** | **896839** | **99.840114** | **0.159886** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 5:Re-appointment of Mr. Shailendra Narain Roy (DIN: 02144836) as a Director liable to retire by rotation.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439860524 | 85.018037 | 436013592 | 3846932 | 99.125420 | 0.874580 |
| Public-Others | 1608 | 413288815 | 121065654 | 29.293233 | 121045087 | 20567 | 99.983012 | 0.016988 |
| **Total** | **2400** | **930661995** | **560926178** | **60.271740** | **557058679** | **3867499** | **99.310516** | **0.689484** |

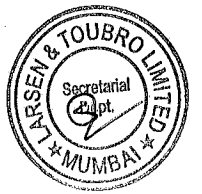
| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 6:Re-appointment of Mr. R Shankar Raman (DIN: 00019798) as a Director liable to retire by rotation.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439860524 | 85.018037 | 436013592 | 3846932 | 99.125420 | 0.874580 |
| Public-Others | 1606 | 413288815 | 121070483 | 29.294401 | 121057924 | 12559 | 99.989627 | 0.010373 |
| **Total** | **2398** | **930661995** | **560931007** | **60.272259** | **557071516** | **3859491** | **99.311949** | **0.688051** |



| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 7 :Appointment of Mr. Akhilesh Krishna Gupta (DIN: 00359325) as an Independent Director.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 777 | 517373180 | 437696697 | 84.599804 | 436235825 | 1460872 | 99.666236 | 0.333764 |
| Public-Others | 1601 | 413288815 | 121066074 | 29.293334 | 121044098 | 21976 | 99.981848 | 0.018152 |
| **Total** | **2378** | **930661995** | **558762771** | **60.039281** | **557279923** | **1482848** | **99.734619** | **0.265381** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 8:Appointment of Mr. Bahram Navroz Vakil (DIN: 00283980) as an Independent Director.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 777 | 517373180 | 437696697 | 84.599804 | 437552829 | 143868 | 99.967131 | 0.032869 |
| Public-Others | 1602 | 413288815 | 121062988 | 29.292588 | 121046081 | 16907 | 99.986035 | 0.013965 |
| **Total** | **2379** | **930661995** | **558759685** | **60.038949** | **558598910** | **160775** | **99.971226** | **0.028774** |

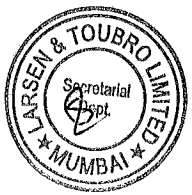
| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 9 :Appointment of Mr. Thomas Mathew T (DIN:00130282) as an Independent Director.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 777 | 517373180 | 437696697 | 84.599804 | 437692953 | 3744 | 99.999145 | 0.000855 |
| Public-Others | 1599 | 413288815 | 121066549 | 29.293449 | 121048770 | 17779 | 99.985315 | 0.014685 |
| **Total** | **2376** | **930661995** | **558763246** | **60.039332** | **558741723** | **21523** | **99.996148** | **0.003852** |



| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 10:Appointment of Mr. Ajay Shankar (DIN: 01800443) as an Independent Director.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 777 | 517373180 | 437696697 | 84.599804 | 437692953 | 3744 | 99.999145 | 0.000855 |
| Public-Others | 1598 | 413288815 | 121067718 | 29.293732 | 121050468 | 17250 | 99.985752 | 0.014248 |
| **Total** | **2375** | **930661995** | **558764415** | **60.039458** | **558743421** | **20994** | **99.996243** | **0.003757** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 11 :Appointment of Mr. Subramanian Sarma (DIN: 00554221) as a Director liable to retire by rotation.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 777 | 517373180 | 437696697 | 84.599804 | 433021365 | 4675332 | 98.931833 | 1.068167 |
| Public-Others | 1595 | 413288815 | 121069004 | 29.294043 | 121052110 | 16894 | 99.986046 | 0.013954 |
| **Total** | **2372** | **930661995** | **558765701** | **60.039596** | **554073475** | **4692226** | **99.160252** | **0.839748** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 12 :Payment of Commission to Non- Executive Directors.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 775 | 517373180 | 437523187 | 84.566267 | 436024013 | 1499174 | 99.657350 | 0.342650 |
| Public-Others | 1605 | 413288815 | 119879560 | 29.006243 | 119763438 | 116122 | 99.903134 | 0.096866 |
| **Total** | **2380** | **930661995** | **557402747** | **59.893146** | **555787451** | **1615296** | **99.710210** | **0.289790** |



| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 13:To raise funds through issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institutional Placement (QIP). (Type of Resolution : Special) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439812078 | 85.008674 | 438713203 | 1098875 | 99.750149 | 0.249851 |
| Public-Others | 1626 | 413288815 | 121727009 | 29.453255 | 121715586 | 11423 | 99.990616 | 0.009384 |
| **Total** | **2418** | **930661995** | **561539087** | **60.337597** | **560428789** | **1110298** | **99.802276** | **0.197724** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 14:To issue secured/ unsecured redeemable non- convertible/perpetual debentures, in one or more series/ tranches/ currencies, aggregating upto Rs. 6000 Crore. (Type of Resolution : Special) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439719415 | 84.990763 | 437194061 | 2525354 | 99.425690 | 0.574310 |
| Public-Others | 1621 | 413288815 | 121728180 | 29.453538 | 121678855 | 49325 | 99.959479 | 0.040521 |
| **Total** | **2413** | **930661995** | **561447595** | **60.327766** | **558872916** | **2574679** | **99.541421** | **0.458579** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 15 :Appointment of M/s Sharp & Tannan as Statutory Auditors of the Company.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439860524 | 85.018037 | 435925020 | 3935504 | 99.105284 | 0.894716 |
| Public-Others | 1605 | 413288815 | 121070292 | 29.294355 | 121055770 | 14522 | 99.988005 | 0.011995 |
| **Total** | **2397** | **930661995** | **560930816** | **60.272238** | **556980790** | **3950026** | **99.295809** | **0.704191** |



| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 16 : Appointment of M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 792 | 517373180 | 439860524 | 85.018037 | 437943360 | 1917164 | 99.564143 | 0.435857 |
| Public-Others | 1603 | 413288815 | 121068381 | 29.293892 | 121053478 | 14903 | 99.987690 | 0.012310 |
| **Total** | **2395** | **930661995** | **560928905** | **60.272033** | **558996838** | **1932067** | **99.655559** | **0.344441** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 17 :Ratification of Remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. : 00010) for the Financial Year 2014-15. (Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 790 | 517373180 | 439672960 | 84.981784 | 438696960 | 976000 | 99.778017 | 0.221983 |
| Public-Others | 1613 | 413288815 | 121729523 | 29.453863 | 121719776 | 9747 | 99.991993 | 0.008007 |
| **Total** | **2403** | **930661995** | **561402483** | **60.322919** | **560416736** | **985747** | **99.824413** | **0.175587** |

| LARSEN & TOUBRO LIMITED (CIN : L99999MH1946PLC004768) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (e-Voting and Tab-Voting) | | | | | | | | |
| Resolution 18 :Ratification of Remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No.: 00010) for the Financial Year 2015-16.(Type of Resolution : Ordinary) | | | | | | | | |
| Promoter/Public | Total Ballot Forms | 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 | 0 | 0 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 790 | 517373180 | 439672960 | 84.981784 | 438696960 | 976000 | 99.778017 | 0.221983 |
| Public-Others | 1624 | 413288815 | 121730282 | 29.454047 | 121720520 | 9762 | 99.991981 | 0.008019 |
| **Total** | **2414** | **930661995** | **561403242** | **60.323001** | **560417480** | **985762** | **99.824411** | **0.175589** |



**S. N. ANANTHASUBRAMANIAN & CO.**
**COMPANY SECRETARIES**

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

To,
The Chairman,
Larsen & Toubro Limited.
[CIN: L99999MH1946PLC004768]
L&T House, Ballard Estate
Mumbai-400 001

Dear Sir,

At the outset, I would like to express my gratitude to the Board of Directors of the Company for appointing me as the Scrutinizer for the remote e-Voting and voting by members of the Company at the Seventieth Annual General Meeting held on Wednesday, 9th September, 2015.

I am pleased to submit my Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

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

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

Date : 10th September, 2015
Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.**
**COMPANY SECRETARIES**

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

# SCRUTINIZER'S REPORT

| | |
|---|---|
| NAME OF THE COMPANY | **Larsen & Toubro Limited.** |
| MEETING | **70th Annual General Meeting** |
| DATE & TIME | **Wednesday, 9th September, 2015 at 3.00 p.m.** |
| VENUE | **Birla Matushri Sabhagar, 19, Marine Lines, Mumbai-400 020** |

## 1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the 70th Annual General Meeting (AGM) of **Larsen & Toubro Limited** hereinafter referred to as **the Company** held on Wednesday, September 09, 2015 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai- 400 020.

## 2. Dispatch of Notice convening the Meeting

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

- on **10th August, 2015** by email to **4,28,527** Members who had registered their email-ids with Depositories/the Company;
- on **10th August, 2015** by Registered Post to **4,125** Members, by Speed Post to **22,720** Members and by Courier to **3,90,617**Members in physical form.

## 3. Cut-off date

The Voting rights were reckoned as on **Wednesday, 2nd September, 2015**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

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

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

## 4. Remote e-Voting

### 4.1 Agency:

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

### 4.2 Remote e-Voting:

Remote e-Voting platform was open from **9.00 a.m. on Saturday, 5th September, 2015 to 5.00 p.m. on Tuesday, 8th September, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by NSDL.

## 5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014, 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, folios, number of shares held but not the manner in which they have voted.

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

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

## 6. Counting Process

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

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

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

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

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

6.3 I unblocked the remote e-Voting results on the NSDL E-voting platform before Ms. Nivedita Bhosekar and Ms. Shivangi Abhyankar and downloaded the remote e-Voting results.

**7. Results**

7.1 I observed that
a) **263** members had cast their votes at the meeting; and
b) **2198** members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each items on the agenda as set out in the Notice of the 70th AGM dated 31st July, 2015 is enclosed.

7.3 Based on the aforesaid results, I report that, **sixteen Ordinary Resolutions as** contained in **Item No. 1 to Item No.12 and 15 to 18** and **two Special Resolutions as contained in Item No. 13 and 14** of the Notice dated **31st July, 2015** have been passed with **requisite majority**.

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 1: Adoption of Financial Statements for the year ended March 31, 2015.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,151 | 21,68,09,057 | 262 | 34,31,47,809 | 2,413 | 55,99,56,866 | 99.35 |
| Dissent | 9 | 636 | 1 | 3 | 10 | 639 | 0.00 |
| Abstain | 38 | 36,69,558 | 0 | 0 | 38 | 36,69,558 | 0.65 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 2: Dividend on Equity shares for the Financial Year 2014-15.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,173 | 21,77,72,113 | 261 | 34,31,47,785 | 2,434 | 56,09,19,898 | 99.52 |
| Dissent | 5 | 437 | 2 | 27 | 7 | 464 | 0.00 |
| Abstain | 20 | 27,06,701 | 0 | 0 | 20 | 27,06,701 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 3: Re-appointment of Mr. Sushobhan Sarker (DIN: 00088276) as a Director liable to retire by rotation**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,065 | 21,39,21,573 | 256 | 34,31,47,657 | 2,321 | 55,70,69,230 | 98.84 |
| Dissent | 84 | 38,63,404 | 7 | 155 | 91 | 38,63,559 | 0.68 |
| Abstain | 49 | 26,94,274 | 0 | 0 | 49 | 26,94,274 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 3** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 4: Not to fill vacancy caused by retirement of Mr. M. V Kotwal (DIN: 00001744).**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,034 | 21,68,94,588 | 255 | 34,31,33,711 | 2,289 | 56,00,28,299 | 99.36 |
| Dissent | 115 | 8,82,738 | 8 | 14,101 | 123 | 8,96,839 | 0.16 |
| Abstain | 49 | 27,01,925 | 0 | 0 | 49 | 27,01,925 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 4** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place: Thane

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

## Consolidated Results

**Item No. 5: Re-appointment of Mr. Shailendra Narain Roy (DIN: 02144836) as a Director liable to retire by rotation.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,047 | 21,39,11,068 | 256 | 34,31,47,611 | 2,303 | 55,70,58,679 | 98.84 |
| Dissent | 90 | 38,67,298 | 7 | 201 | 97 | 38,67,499 | 0.68 |
| Abstain | 61 | 27,00,885 | 0 | 0 | 61 | 27,00,885 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 5** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 6: Re-appointment of Mr. R Shankar Raman (DIN: 00019798) as a Director liable to retire by rotation.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,055 | 21,39,23,918 | 256 | 34,31,47,598 | 2,311 | 55,70,71,516 | 98.84 |
| Dissent | 80 | 38,59,277 | 7 | 214 | 87 | 38,59,491 | 0.68 |
| Abstain | 63 | 26,96,056 | 0 | 0 | 63 | 26,96,056 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 6** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place: Thane

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

## Consolidated Results

**Item No. 7: Appointment of Mr. Akhilesh Krishna Gupta (DIN: 00359325) as an Independent Director.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,039 | 21,41,32,817 | 259 | 34,31,47,106 | 2,298 | 55,72,79,923 | 98.88 |
| Dissent | 76 | 14,82,142 | 4 | 706 | 80 | 14,82,848 | 0.26 |
| Abstain | 83 | 48,64,292 | 0 | 0 | 83 | 48,64,292 | 0.86 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 7** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 8: Appointment of Mr. Bahram Navroz Vakil (DIN: 00283980) as an Independent Director.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,059 | 21,54,54,413 | 259 | 34,31,44,497 | 2,318 | 55,85,98,910 | 99.11 |
| Dissent | 57 | 1,57,460 | 4 | 3,315 | 61 | 1,60,775 | 0.03 |
| Abstain | 82 | 48,67,378 | 0 | 0 | 82 | 48,67,378 | 0.86 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 8** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 9: Appointment of Mr. Thomas Mathew T (DIN:00130282) as an Independent Director.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,047 | 21,55,94,514 | 261 | 34,31,47,209 | 2,308 | 55,87,41,723 | 99.13 |
| Dissent | 66 | 20,920 | 2 | 603 | 68 | 21,523 | 0.01 |
| Abstain | 85 | 48,63,817 | 0 | 0 | 85 | 48,63,817 | 0.86 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 9** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 10: Appointment of Mr. Ajay Shankar (DIN: 01800443) as an Independent Director.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,049 | 21,55,96,212 | 261 | 34,31,47,209 | 2,310 | 55,87,43,421 | 99.13 |
| Dissent | 63 | 20,391 | 2 | 603 | 65 | 20,994 | 0.01 |
| Abstain | 86 | 48,62,648 | 0 | 0 | 86 | 48,62,648 | 0.86 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 10** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 11: Appointment of Mr. Subramanian Sarma (DIN: 00554221) as a Director liable to retire by rotation.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,016 | 21,09,26,429 | 255 | 34,31,47,046 | 2,271 | 55,40,73,475 | 98.31 |
| Dissent | 93 | 46,91,460 | 8 | 766 | 101 | 46,92,226 | 0.83 |
| Abstain | 89 | 48,61,362 | 0 | 0 | 89 | 48,61,362 | 0.86 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 11** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 12: Payment of Commission to Non- Executive Directors**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,836 | 21,26,40,558 | 252 | 34,31,46,893 | 2,088 | 55,57,87,451 | 98.61 |
| Dissent | 281 | 16,14,377 | 11 | 919 | 292 | 16,15,296 | 0.29 |
| Abstain | 81 | 62,24,316 | 0 | 0 | 81 | 62,24,316 | 1.10 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 12** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

**Consolidated Results**

**Item No. 13: To raise funds through issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institutional Placement (QIP).**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,060 | 21,72,82,508 | 255 | 34,31,46,281 | 2,315 | 56,04,28,789 | 99.43 |
| Dissent | 95 | 11,08,767 | 8 | 1,531 | 103 | 11,10,298 | 0.20 |
| Abstain | 43 | 20,87,976 | 0 | 0 | 43 | 20,87,976 | 0.37 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Special Resolution** as contained in **Item No. 13** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 14: To issue secured/ unsecured redeemable non- convertible/perpetual debentures, in one or more series/ tranches/ currencies, aggregating upto Rs. 6000 Crore.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,067 | 21,57,25,257 | 257 | 34,31,47,659 | 2,324 | 55,88,72,916 | 99.16 |
| Dissent | 83 | 25,74,526 | 6 | 153 | 89 | 25,74,679 | 0.46 |
| Abstain | 48 | 21,79,468 | 0 | 0 | 48 | 21,79,468 | 0.38 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Special Resolution** as contained in **Item No. 14** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 15: Appointment of M/s Sharp & Tannan as Statutory Auditors of the Company.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,066 | 21,38,33,333 | 256 | 34,31,47,457 | 2,322 | 55,69,80,790 | 98.82 |
| Dissent | 68 | 39,49,671 | 7 | 355 | 75 | 39,50,026 | 0.70 |
| Abstain | 64 | 26,96,247 | 0 | 0 | 64 | 26,96,247 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 15** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 16: Appointment of M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,084 | 21,58,49,250 | 255 | 34,31,47,588 | 2,339 | 55,89,96,838 | 99.18 |
| Dissent | 49 | 19,31,855 | 7 | 212 | 56 | 19,32,067 | 0.34 |
| Abstain | 65 | 26,98,146 | 1 | 12 | 66 | 26,98,158 | 0.48 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 16** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place : Thane

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

## Consolidated Results

**Item No. 17: Ratification of Remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. : 00010) for the Financial Year 2014-15.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,078 | 21,72,69,225 | 256 | 34,31,47,511 | 2,334 | 56,04,16,736 | 99.44 |
| Dissent | 62 | 9,85,446 | 7 | 301 | 69 | 9,85,747 | 0.17 |
| Abstain | 58 | 22,24,580 | 0 | 0 | 58 | 22,24,580 | 0.39 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 17** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place: Thane

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

## Consolidated Results

**Item No. 18: Ratification of Remuneration payable to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No.: 00010) for the Financial Year 2015-16.**

| Particulars | Number of Votes contained in | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e-Votes | | Voting at the AGM | | Total | | |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 2,090 | 21,72,69,969 | 256 | 34,31,47,511 | 2,346 | 56,04,17,480 | 99.44 |
| Dissent | 61 | 9,85,461 | 7 | 301 | 68 | 9,85,762 | 0.17 |
| Abstain | 47 | 22,23,821 | 0 | 0 | 47 | 22,23,821 | 0.39 |
| Total | 2,198 | 22,04,79,251 | 263 | 34,31,47,812 | 2,461 | 56,36,27,063 | 100.00 |

Based on the aforesaid results, I report that **Ordinary Resolution** as contained in **Item No. 18** of the Notice dated **31st July, 2015**, has been passed with **requisite majority.**

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

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

Date : 10th September, 2015
Place: Thane