

SEC/PAM/AR/ 2017

July 31, 2017

The Secretary BSE Limited Phiroze Jeebhoy Towers, Dalal Street, MUMBAI - 400 001 Stock Code : 500510	National Stock Exchange Of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Stock Code: LT
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Dear Sir,

Sub : Notice of the 72nd Annual General Meeting of the Company

Please find enclosed herewith **Notice of the 72nd Annual General Meeting** of the Company to be held on **Tuesday, August 22, 2017 at 03.00 P.M** at **St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai – 400050.**

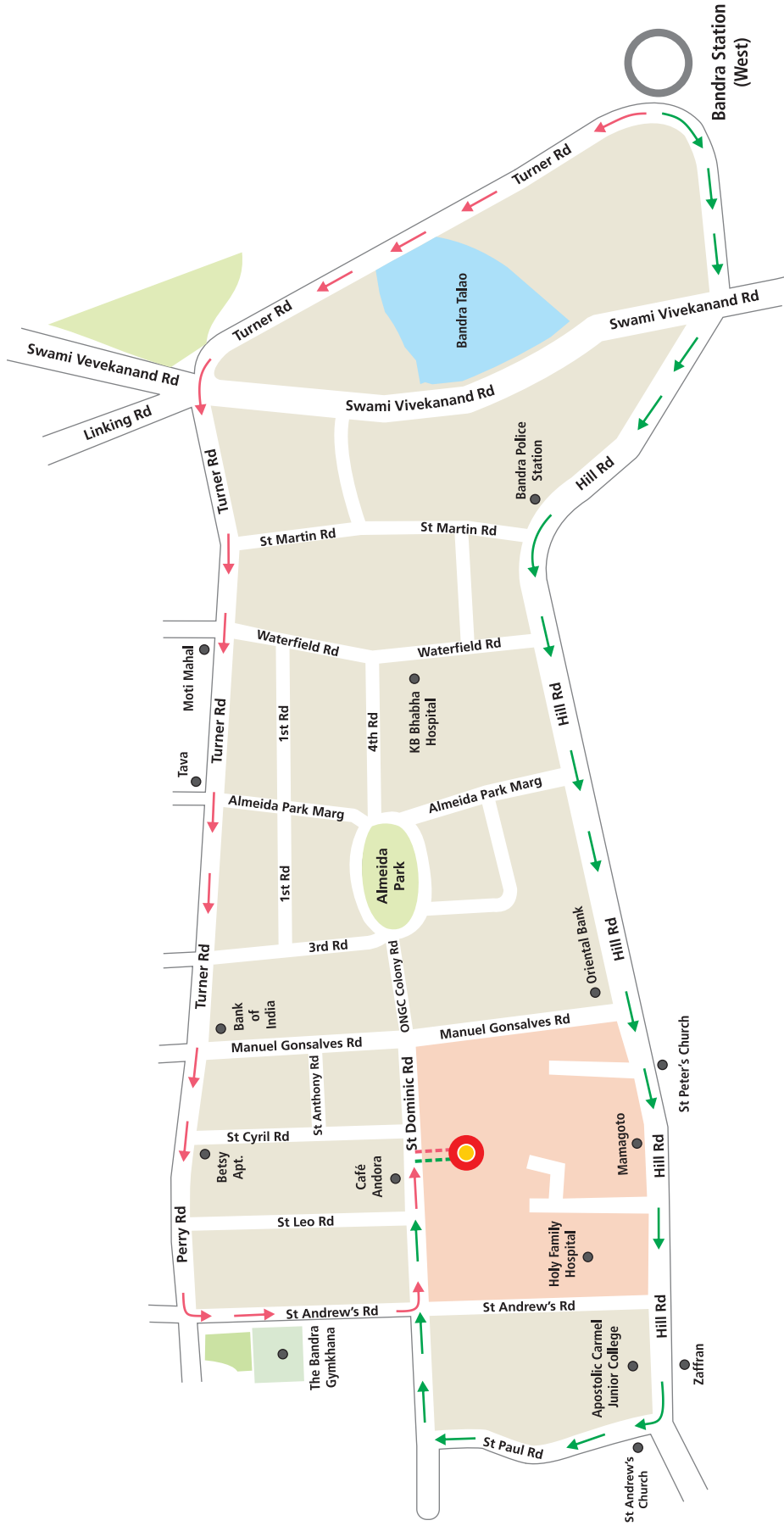
We request you to take the same on your records.


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

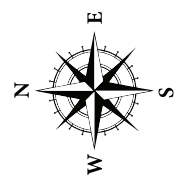

N. HARIHARAN
EXECUTIVE VICE PRESIDENT &
COMPANY SECRETARY
(ACS 3471) 

Encl.: as above.

Route Map to the AGM Venue



 **St. Andrew's Auditorium**
St. Dominic Road, Bandra (West)
Mumbai - 400 050



LARSEN & TOUBRO LIMITED

Regd. Office : L&T House, Ballard Estate, Mumbai 400 001.

CIN : L99999MH1946PLC004768

Email: lgrc@Larsentoubro.com • Website: www.Larsentoubro.com

Tel. No.: 022-67525656 • Fax No.: 022-67525893

Notice

NOTICE IS HEREBY GIVEN

THAT the Seventy Second Annual General Meeting of **LARSEN & TOUBRO LIMITED** will be held at **St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050 on Tuesday, August 22, 2017 at 3.00 P.M.** to transact the following business :-

- 1) To consider and adopt the audited financial statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the report of the auditors thereon for the year ended March 31, 2017;
- 2) To declare a dividend on equity shares;
- 3) To appoint a Director in place of Mr. Sushobhan Sarker (DIN: 00088276), who retires by rotation and is eligible for re-appointment;
- 4) To appoint a Director in place of Mr. Shailendra Roy (DIN: 02144836), who retires by rotation and is eligible for re-appointment;
- 5) To appoint a Director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation and is eligible for re-appointment;
- 6) To consider and, if thought fit, to pass with or without modification(s) as a **SPECIAL RESOLUTION** the following:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Subodh Bhargava (DIN: 00035672) who was appointed as an Independent Director of the Company for a term upto March 29, 2017 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from March 30, 2017 to March 29, 2022”
- 7) To consider and, if thought fit, to pass with or without modification(s) as an **ORDINARY RESOLUTION** the following:
“**RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the rules made thereunder, approval be and is hereby granted to the appointment of Mr. S.N. Subrahmanyan (DIN: 02255382) as the Chief Executive Officer and Managing Director of the Company with effect from July 1, 2017 to June 30, 2022.
RESOLVED FURTHER THAT Mr. S.N. Subrahmanyan in his capacity as Chief Executive Officer and Managing Director, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and within the limits approved by the members as per the details given in the explanatory statement.”
- 8) To consider and, if thought fit, to pass with or without modification(s) as an **ORDINARY RESOLUTION** the following:

“RESOLVED THAT Mr. Jayant Damodar Patil (DIN: 01252184) who was appointed as an Additional Director with effect from July 1, 2017 and holds office upto the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director.”

- 9) To consider and, if thought fit, to pass with or without modification(s) as an **ORDINARY RESOLUTION** the following:

“RESOLVED THAT Mr. Arvind Gupta (DIN: 00090360) who was appointed as an Additional Director with effect from July 1, 2017 and holds office upto the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director.”

- 10) To consider and, if thought fit, to pass with or without modification(s) as an **ORDINARY RESOLUTION** the following:

“RESOLVED THAT pursuant to Sections 196,197,203 and other applicable provisions, if

any, of the Companies Act, 2013 read with Schedule V of the said Act and the rules made thereunder, approval be and is hereby granted to the appointment of Mr. Jayant Damodar Patil (DIN: 01252184) as the Whole-time Director of the Company with effect from July 1, 2017 upto and including June 30, 2022.

RESOLVED FURTHER THAT

Mr. Jayant Damodar Patil in his capacity as Whole-time Director, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and within the limits approved by the members as per the details given in the explanatory statement.”

- 11) To consider and, if thought fit, to pass with or without modification(s) as a **SPECIAL RESOLUTION** the following:

“RESOLVED THAT in supersession of the resolution no. 17 passed by the Members at the 71st Annual General Meeting of the Company held on August 26, 2016 in this regard and in accordance with the provisions of Sections 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, 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, Foreign Institutional Investors, Foreign Portfolio Investors, Foreign Venture Capital Fund Investors, Venture Capital Funds, Non-resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of convertible bonds

and/or equity shares through depository receipts, including by way of Qualified Institutions Placement ('QIP'), to Qualified Institutional Buyers ('QIB') in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise 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, Auditors, Stabilizing agents and all other Agencies/Advisors so that the total amount raised through issue of the Securities shall not exceed ₹ 4000 Crore (Rupees Four Thousand Crore) or US \$600 Mn (US Dollars Six Hundred Million), if higher.

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 passing of this resolution.

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, deems 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 listing of such securities.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the BSE 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 in such manner as they may deem fit.”

- 12) To consider and, if thought fit, to pass with or without modification(s) as a **SPECIAL RESOLUTION** the following:
“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association

of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for listed/unlisted/secured/unsecured/ redeemable/ non-convertible debentures, in one or more series/tranches/ currencies, aggregating up to ₹ 6000 crore (Rupees Six thousand crore), on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 13) To ratify the appointment of M/s. Deloitte Haskins & Sells Statutory Auditors and fix their remuneration and for that purpose to pass with or without modification(s) as an **ORDINARY RESOLUTION** the following:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)

or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the Members of the Company at the 70th Annual General Meeting (AGM) held on September 9, 2015 in respect of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, ICAI Registration No. 117366W/W-100018(DHS) till the conclusion of the 75th AGM, the Company hereby ratifies the appointment of DHS as the Statutory Auditors of the Company, to hold office from the conclusion of the 72nd Annual General Meeting till the conclusion of the 73rd Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee thereof, be and are hereby authorized to decide and finalise the terms and conditions of appointment, including remuneration of the Statutory Auditors.”

- 14) To consider and ratify the remuneration payable to Cost Auditors and for that purpose to pass with or without modification(s) as an **ORDINARY RESOLUTION** the following:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of ₹ 11.75 lakhs plus applicable service tax and out of pocket expenses at actuals for travelling and boarding/lodging for the

financial year ending on March 31, 2018 to M/s. R. Nanabhoy & Co. Cost Accountants (Regn. No. 00010), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18.”

By Order of the Board of Directors
For LARSEN & TOUBRO LIMITED

N. HARIHARAN
COMPANY SECRETARY
M.NO – A3471

Mumbai, May 29, 2017

Notes:

- [a] The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 6 to 12 and 14 set out above are annexed hereto.
- [b] A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital

of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective, must be received at the Registered office of the Company at L&T House, Ballard Estate, Mumbai 400 001, not later than forty-eight hours before the commencement of the AGM i.e. by 3.00 p.m. on Sunday, August 20, 2017.

- [c] The Register of Members and Transfer Books of the Company will be closed from **Wednesday, August 16, 2017 to Tuesday, August 22, 2017 (both days inclusive)**.
- [d] Members are requested to furnish bank details, Email address, change of address etc. to Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, who are the Company's Registrar and Share Transfer Agents so as to reach them latest by **Monday, August 14, 2017**, in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.

- [e] In order to receive copies of Annual Reports and other communication through e-mail, Members holding shares in physical form are requested to register their e-mail addresses with the Company by sending an e-mail to Lntgogreen@Larsentoubro.com.
- [f] All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
- [g] Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- [h] Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Dividend No.	Date of Declaration	For the year ended	Due for Transfer on
81	26.08.2010	31.03.2010	02.10.2017
82	26.08.2011	31.03.2011	02.10.2018
83	24.08.2012	31.03.2012	29.09.2019
84	22.08.2013	31.03.2013	27.09.2020
85	22.08.2014	31.03.2014	27.09.2021
86	09.09.2015	31.03.2015	15.10.2022
87	26.08.2016	31.03.2016	02.10.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof atleast 20

days before they are due for transfer to the said fund.

[i] **Investor Grievance Redressal:**

The Company has designated an exclusive e-mail id viz. lgrc@Larsentoubro.com to enable Investors to register their complaints, if any.

[j] **E-voting**

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 on General Meetings and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited(NSDL).

The facility for voting shall be made available at the AGM and the Members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through

electronic means is optional for shareholders.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of **Monday, August 14, 2017** shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The Notice will be displayed on the website of the Company www.Larsentoubro.com and on the website of NSDL.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Saturday, August 19, 2017 at 9.00 A.M and ends on Monday, August 21, 2017 at 5.00 P.M. During this period members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of **Monday, August 14, 2017** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Monday, August 14, 2017**, i.e. the commencement of the book closure date are entitled to vote on the Resolutions set

forth in this Notice. Eligible members who have acquired shares after the despatch of the Annual Report and holding shares as on the cut-off date i.e **Monday, August 14, 2017** may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

Members who are already registered with NSDL for remote e-voting can use their existing User ID and Password for casting their vote. In case they don't remember their Password, they can reset their Password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com

The Company has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary, (Membership No. 4206) or failing him Mrs. Aparna Gadgil, Practicing Company Secretary, (Membership No. 14713), to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

Members are requested to follow the instructions below to cast their vote through e-voting:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depository Participants):
 - i. Open the e-mail and also open PDF file namely "**L&T remote e-voting.pdf**" with your Client ID or Folio

- No. as Password. The said PDF file contains your User ID and Password for remote e-voting. Please note that the Password is an initial Password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder — Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password.
 - v. If you are logging in for the first time, please enter the User ID and Password provided in the PDF file attached with the e-mail as initial Password. Click Login.
 - vi. The Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your Password confidential.
 - vii. Once the remote e-voting home page opens, click on remote e-voting> Active Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event

Number) of Larsen & Toubro Limited. Now you are ready for e-voting as Cast Vote page opens.

- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when, prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@snaco.net, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the

downloads section of www.evoting.nsdl.com.

- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depository Participants):
 - i. Initial Password, is provided as below, in the enclosed attendance slip:

EVEN (E-Voting Event Number)	User ID	Password

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

Based on the report received from the scrutiniser the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges details of the voting results as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared alongwith the Scrutinizer's report, will be posted on the website of the Company www.Larsentoubro.com and on the website of NSDL and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.

The Company proposes to live webcast the proceedings of the AGM in collaboration with NSDL. The shareholder may view the same by logging into the link www.evoting.nsd.com using their e-voting credentials. Questions may be raised on this platform, which will be answered appropriately.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under items 6 to 12 and 14 of the accompanying Notice dated **May 29, 2017**.

Item No. 6:

Mr. Subodh Bhargava (DIN: 00035672) was appointed as an Independent Director of the Company with effect from April 1, 2014 to March 29, 2017. As per the then prevailing listing agreement and on account of his prior term with the Company, Mr. Bhargava was re-appointed for only one term. However, the amendment to the listing agreement/listing regulations which are in line with the Companies Act, 2013 provides two terms for all Independent Directors. Hence it is proposed to appoint Mr. Subodh Bhargava for one more term of five years.

The Board of Directors at its meeting held on January 28, 2017 on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Bhargava as Independent Director of the Company for a second and final term of five years with effect from March 30, 2017 to March 29, 2022 based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of a Special Resolution.

Pursuant to the provisions of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Company has received a notice in writing from the Director alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Bhargava fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. The copy of the letter for appointment of Mr. Bhargava as an Independent Director setting out

the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Bhargava as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bhargava as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Subodh Bhargava, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 6.

Item No. 7:

Shareholders had approved the appointment of Mr. S.N Subrahmanyam (DIN: 02255382) as Deputy Managing Director and President of the Company for a period of five years, with effect from October 1, 2015 upto and including September 30, 2020.

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its Meeting held on April 7, 2017, appointed Mr. S. N. Subrahmanyam (DIN: 02255382), as Chief Executive Officer and the Managing Director of the Company with effect from July 1, 2017 upto and including June 30, 2022, subject to the approval of the members in the Annual General Meeting.

Mr. S. N. Subrahmanyam, 57, is a civil engineer with post graduate qualifications in business

management. He joined L&T in 1984 starting off as project planning engineer, and was soon handpicked for senior responsibilities.

He successfully set up the Ready Mix Concrete business for the first time in India. Apart from completing several challenging infrastructure projects across verticals over the years, he has played a crucial role in securing and managing EPC contracts for the construction of four major international airports in India at Bengaluru, Hyderabad, Delhi and Mumbai. Among his list of accomplishments are the mandates to build the tallest statue in the world – the Statue of Unity - and the development of dedicated freight corridors that will realign the dynamics of freight movement in the country. The construction division is among the top 30 global contractors and by far the largest construction organisation in the country.

Largely responsible for establishing L&T Construction as a significant EPC player in the Middle East, Mr. Subrahmanyam has spearheaded and won several large projects in Oman, Qatar, Abu Dhabi and Saudi Arabia like the Salalah Airport in Oman and a big interchange and road project in UAE. The Riyadh Metro project is one of the largest international orders bagged by L&T thus far; while the Doha Metro, the AL-Wakrah Road Project both in Qatar and the Abu Dhabi Airport airside works have been won in the face of stiff international competition. He has also led the spread into Africa and L&T Construction is already making its presence felt especially in North and East Africa.

He brought to the fore the expertise of 'Design and Build' construction solutions on an EPC (Engineer Procure Construct) basis and is one of the first exponents of aluminum formwork systems and an early adopter of precast technology for housing projects.

Mr. Subrahmanyam is the Non-Executive Vice Chairman of Larsen & Toubro Infotech Limited and L&T Technology Services Limited and the Non-Executive Chairman of L&T Metro Rail (Hyderabad) Limited.

Part III, of Schedule V of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings provide that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule V shall be subject to approval by resolution of the shareholders in a General Meeting.

At the Annual General Meeting of the Company held on August 26, 2011, August 22, 2013 and August 26, 2016 the shareholders had fixed the maximum limits within which the Board was delegated authority to decide the remuneration of the Chief Executive Officer and Managing Director of the Company. Pursuant to this, the Board has fixed the remuneration payable to Mr. S. N. Subrahmanyam during his tenure as Chief Executive Officer and Managing Director.

The Company has entered into an Agreement with Mr. S.N. Subrahmanyam appointing him as a Chief Executive Officer and Managing Director for the period of five years from July 1, 2017 to June 30, 2022. During the period of this agreement and so long as the Chief Executive Officer and Managing

Director performs his services as per the terms and conditions provided by this agreement, he shall be entitled to the following:

Salary : ₹ 18,40,000 (Rupees Eighteen Lac Forty Thousand only) per month in the scale of ₹ 12,00,000 - ₹ 1,60,000 - ₹ 21,60,000 with the annual increment due on April 1 every year.

Commission : The commission will be paid as per the parameters fixed by the Nomination and Remuneration Committee and the Board of Directors within the overall limits approved by the shareholders of the Company.

Perquisites : ₹ 20 lakh per annum excluding free furnished accommodation or house rent in lieu thereof.

The above perquisites will exclude value of Stock Option benefits, if any, computed as per Income Tax Act/Rules, tax on which will be borne by the Company.

Others : Company's contribution to retirement funds, official use of car / driver and communication facilities for Company's business, as per rules of the Company.

Disclosures as required under Secretarial Standard 2 on General Meetings are provided as an Annexure to this Notice.

The agreement entered into by the Company with Mr. S. N. Subrahmanyam, in respect of his appointment as Chief Executive Officer and Managing Director, contains terms and conditions of his appointment including remuneration.

Accordingly, the Resolution at Item No. 7 is proposed for approval of the members for appointment

of Mr. S. N. Subrahmanyam, as the Chief Executive Officer and Managing Director as contemplated by Part III of Schedule V of the Companies Act, 2013 and other applicable provisions, if any.

Pursuant to Article 136(C) of the Articles of Association of the Company, Mr. S. N. Subrahmanyam in his capacity as Chief Executive Officer and Managing Director will not be liable to retire by rotation.

The Agreement entered into with Mr. S. N. Subrahmanyam will be open for inspection by members at the Registered Office of the Company on all working days [except Saturday] between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

The Board recommends approval of the appointment and remuneration of Mr. S. N. Subrahmanyam, as Chief Executive Officer and Managing Director of the Company.

Except Mr. S.N. Subrahmanyam, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 7.

Item No. 8 & 10:

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors appointed Mr. Jayant Damodar Patil (DIN: 01252184) as an Additional Director with effect from July 1, 2017. In terms of Section 161(1) of the Companies Act, 2013, Mr. Patil holds office as additional director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member alongwith deposit

of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Jayant Damodar Patil (DIN: 01252184) as a Whole-time Director of the Company with effect from July 1, 2017 upto and including June 30, 2022, subject to the approval of the members in the Annual General Meeting.

Mr. Patil graduated in Mechanical Engineering from Nagpur University in 1976 with top Honours. He chose to pursue higher studies at the Indian Institute of Technology Mumbai & attained the Top rank in M Tech Mechanical Engineering, before joining L&T in 1978.

Mr. Patil has a nearly four decade long career in L&T during which he was instrumental in growing the nascent Technology and Product Development Group of L&T's corporate R&D with a focus on Top end interdisciplinary Product Development. Mr. Patil actively pursued L&T's forays into the Defence sector since late 80's. Over these years L&T, under his leadership, built a portfolio of indigenous products and technologies by teaming up with DRDO and with Indian Navy. Currently, Mr. Patil heads Defence and Aerospace Strategic Business Sectors for L&T with focus on Naval and Land Weapon Launch & Engineering Systems, Submarines, Guns, Missiles & Armoured Systems, Radar Systems, Military Communication Systems, Avionics. He also oversees Technology Development Centers for the Defence & Aerospace Sector,

Prototype Development center at Powai & Bangalore as well as Defence Production Centers at Talegaon (near Pune), Coimbatore and Visakhapatnam, besides specific work centers at L&T's Powai, Hazira and Vadodara manufacturing complexes.

Part III, of Schedule V of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings provides that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule V shall be subject to approval by resolution of the shareholders in a General Meeting.

At the Annual General Meeting of the Company held on August 26, 2011, August 22, 2013 and August 26, 2016 the shareholders had fixed the maximum limits within which the Board was delegated authority to decide the remuneration of the Whole-time Directors of the Company. Pursuant to this, the Board has fixed the remuneration payable to Mr. Jayant Damodar Patil during his tenure as Whole-time Director.

The Company will enter into an Agreement with Mr. Jayant Damodar Patil appointing him as a Whole-time Director for the period from July 1, 2017 to June 30, 2022. During the period of this agreement and so long as the Whole-time Director performs his services as per the terms and conditions provided by this agreement, he shall be entitled to the following:

Salary : ₹ 8,00,000 (Rupees Eight Lac only) per month in the scale of ₹ 6,50,000 - ₹ 75,000 - ₹ 10,25,000 - ₹ 1,00,000 - ₹ 15,25,000 with the

annual increment due on April 1 every year.

Commission : The commission will be paid as per the parameters fixed by the Nomination and Remuneration Committee and the Board of Directors within the overall limits approved by the shareholders of the Company.

Perquisites : ₹ 12 lakh per annum excluding free furnished accommodation.

The above perquisites will exclude value of Stock Option benefits, if any, computed as per Income Tax Act/Rules, tax on which will be borne by the Company.

Others : Company's contribution to retirement funds, official use of car / driver and communication facilities for Company's business, as per rules of the Company.

Disclosures as required under Secretarial Standard 2 on General Meetings are provided as an Annexure to this Notice.

The draft agreement to be entered into by the Company with Mr. Jayant Damodar Patil, in respect of his appointment as Whole-time Director, contains the terms and conditions of his appointment including remuneration.

The draft agreement to be entered into with Mr. Jayant Damodar Patil will be open for inspection by members at the Registered Office of the Company on all working days [except Saturday] between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

The Board recommends approval of the appointment and remuneration of Mr. Jayant Damodar Patil,

as Whole-time Director of the Company.

Except Mr. Patil, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 8 & 10.

Item No. 9:

On the recommendation of the Nomination & Remuneration Committee, Mr. Arvind Gupta (DIN: 00090360), a nominee of the administrator of the Specified Undertaking of the Unit Trust of India (SUUTI), was appointed as an Additional Director of the Company with effect from July 1, 2017. In terms of Section 161(1) of the Companies Act, 2013, Mr. Gupta holds office as additional director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

Mr. Gupta has over 24 years of experience in diverse sectors in variety of leadership, policy and entrepreneurial profiles in India and Silicon Valley, USA. He has been on the Global FinTech top 100 list of Influencers and also the Member of World Economic Forum's Global Futures Council on Digital Economy and Society. He is the head and co-founder of Digital India Foundation, a policy think tank working in the areas of Digital Inclusion, Smart Cities, Internet Governance, Cyber Security, Electronics Manufacturing and Indian Software Products.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gupta as an Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gupta as a Director, for the approval by the shareholders of the Company.

Except Mr. Arvind Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 9.

Item No. 11:

The Company requires adequate capital to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

The fund raising may be through a mix of equity/equity-linked instruments, as may be appropriate. Members' approval is sought for the issue of equity shares, securities linked to or convertible into Equity Shares or depository receipts of the Company. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provide that the Company

shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Members' approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders. Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional share capital that may be issued would not be more than 5% of the paid-up capital of the Company (as at the date when the Board recommended passing of the Special Resolution). The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Company may also opt for issue of securities through Qualified Institutions Placement (QIP). A QIP of the securities of the Company would be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis

of the specific requirements after necessary consultations. Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date." The Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, subject to Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued.

However, the same would be in accordance with the provisions of the SEBI Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, 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.

The Stock Exchange for the same purpose is the BSE Limited/National Stock Exchange of India Limited.

The Shareholders through a resolution passed at their meeting held on August 26, 2016, had approved issue of Securities for an aggregate sum up to US\$600 Million or ₹ 3600 Crore, if higher. However, Shareholders' resolution for QIP issuance is valid for a period of 12 months from the date of passing of the resolution. Accordingly, the Shareholders' approval is sought for this proposal.

The Directors recommend this Resolution for approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 11.

Item No. 12:

The Company is into the business interalia of manufacturing of industrial goods, heavy engineering, infrastructure projects and other activities which require a sizeable investment and continuous expenditure. The Company intends to explore different avenues for garnering this financing requirement including by way of issuance of debt instruments.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation for subscription to non-convertible debentures on private placement basis, the Company shall obtain prior approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to meet the financial needs of business in a prudent manner the Company may offer or invite subscription for secured/unsecured/redeemable/non-convertible debentures, in one or more series/tranches/currencies on private placement, issuable/redeemable at par or otherwise.

The shareholders through a resolution passed at their meeting held on August 26, 2016, approved issue of debentures upto an amount not exceeding ₹ 6000 crore in aggregate. However, such resolution is valid only for a period of 12 months from the date on which the approval is granted by the shareholders. Accordingly, the Shareholders' approval is sought for the period of next 12 months from the date of passing this resolution.

This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

The Directors recommend this Resolution for approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 12.

Item No. 14:

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a cost auditor to audit the cost records of the Company, for products and services, as specified under the Companies (Cost Record and Audit) Rules, 2014. On the recommendation of the Audit Committee, the Board of Directors had approved the appointment of M/s. R. Nanabhoy & Co, Cost Accountants (Regn. No. 00010), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2017-18, at a

remuneration of ₹ 11.75 lakhs plus applicable service tax and out of pocket expenses at actuals for travelling and boarding/lodging for both the years.

M/s. R. Nanabhoy & Co., Cost Accountants, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for the aforesaid proposal.

The Directors recommend this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 14.

By Order of the Board of Directors
For LARSEN & TOUBRO LIMITED

N. HARIHARAN
COMPANY SECRETARY
M.NO – A3471

Mumbai, May 29, 2017

(ANNEXURE TO NOTICE DATED MAY 29, 2017)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard 2 on General Meetings]**

Name of the Director	Mr. Sushobhan Sarker	Mr. Shailendra Roy	Mr. R. Shankar Raman	Mr. Subodh Bhargava
Date of Birth	March 29, 1954	September 18, 1952	December 20, 1958	March 30, 1942
Date of Appointment on the Board	December 15, 2012	March 9, 2012	October 1, 2011	July 3, 2007
Qualifications	B.Sc Diploma in Management Studies, Masters in Financial Management	B. Tech	B.Com, ACA and Grad. CWA	Mechanical Engineering [University of Roorkee]
Expertise	Vast Experience in Insurance and Housing Finance	Vast experience in Thermal Power, Heavy Engineering, Defence & Aerospace Industry	Vast experience in Finance, Taxation, Risk Management, Legal and Investor Relations	He has held and continues to hold many important positions with various government committees and in the field of education with close association in technical and management education in India.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. L&T Infrastructure Development Projects Limited 2. Corporation Bank 	<ol style="list-style-type: none"> 1. L&T Power Development Limited 2. L&T-Sargent & Lundy Limited 3. Nabha Power Limited 4. L&T-MHPS Boilers Private Limited 5. L&T-MHPS Turbine Generators Private Limited 6. Raykal Aluminium Company Private Limited 7. L&T Special Steels and Heavy Forgings Private Limited 8. L&T-Howden Private Limited 9. L&T Power Limited 	<ol style="list-style-type: none"> 1. L&T Infrastructure Development Projects Limited 2. L&T Finance Holdings Limited 3. L&T Investment Management Limited 4. Larsen & Toubro Infotech Limited 5. L&T Hydrocarbon Engineering Limited 6. L&T Seawoods Limited 7. L&T Realty Limited 8. L&T Metro Rail (Hyderabad) Limited 	<ol style="list-style-type: none"> 1. Glaxo Smithkline Consumer Healthcare Limited 2. Batliboi Limited 3. Nicco Parks and Resorts Limited 4. International Institute of CSR Foundation
Memberships/ Chairmanships of committees across all companies	<p>Member Audit Committee Larsen & Toubro Limited</p> <p>Stakeholders Relationship Committee Corporation Bank</p>	<p>Member Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T-Sargent & Lundy Limited 2. L&T-MHPS Turbine Generators Private Limited 3. L&T-MHPS Boilers Private Limited 4. L&T Power Development Limited 5. Nabha Power Limited 6. L&T Special Steels and Heavy Forgings Private Limited 7. L&T Howden Private Limited <p>Stakeholders Relationship Committee Larsen & Toubro Limited</p>	<p>Member Audit Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Infrastructure Development Projects Limited 3. L&T Investment Management Limited 4. L&T Realty Limited 5. L&T Seawoods Limited 6. L&T Metro Rail (Hyderabad) Limited <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T Seawoods Limited 2. L&T Realty Limited 3. L&T Investment Management Limited 	<p>Chairman Nomination and Remuneration Committee Larsen & Toubro Limited</p> <p>Member Audit Committee Batliboi Limited</p> <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. Batliboi Limited 2. Glaxo Smithkline Consumer Healthcare Limited

Name of the Director	Mr. Sushobhan Sarker	Mr. Shailendra Roy	Mr. R. Shankar Raman	Mr. Subodh Bhargava
		Corporate Social Responsibility Committee L&T Power Development Limited	4. L&T Infrastructure Development Projects Limited Stakeholder Relationship Committee L&T Finance Holdings Limited Corporate Social Responsibility Committee 1. Larsen & Toubro Limited 2. L&T Seawoods Limited 3. L&T Investment Management Limited 4. L&T Infrastructure Development Projects Limited 5. L&T Realty Limited 6. L&T Finance Holdings Limited	
Number of Meetings attended during the year	9 out of 10	10 out of 10	10 out of 10	9 out of 10
Shareholding of Non-Executive Directors	150*	Not Applicable	Not Applicable	750
Relationships between directors inter-se	Nil	Nil	Nil	Nil

* Jointly with LIC

(ANNEXURE TO NOTICE DATED MAY 29, 2017)
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. S.N Subrahmanyam	Mr. Arvind Gupta	Mr. Jayant Damodar Patil
Date of Birth	March 16, 1960	March 24, 1970	December 16, 1954
Date of Appointment on the Board	July 1, 2011	July 1, 2017	July 1, 2017
Qualifications	B.Sc., Engg. (Civil) & MBA Finance	B.Tech, Masters of Computer Science, MBA	B.Tech (Mech.) M. Tech (Prod.)
Expertise	Vast Experience in Design and Build (D&B) contracts, PPP Projects, Engineering and Construction Industry	Considerable experience in the field of Consumer Internet, Digital Payment, Payment System, Big Data and Analytics	Vast Experience in Defence and Aerospace Industry
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Larsen & Toubro Infotech Limited 2. L&T Technology Services Limited 3. L&T Metro Rail (Hyderabad) Limited 	<ol style="list-style-type: none"> 1. State Trading Corporation of India Limited 2. Truevalue Opinions and Advisors Private Limited 3. Aryan Brothers Private Limited 4. Safeway Enterprises Private Limited 	<ol style="list-style-type: none"> 1. L&T Cassidian Limited 2. L&T Shipbuilding Limited 3. L&T Special Steels and Heavy Forgings Private Limited 4. Spectrum Infotech Private Limited 5. L&T MBDA Missile Systems Limited
Memberships/ Chairmanships of committees across all companies	<p>Chairman Stakeholders Relationship Committee Larsen & Toubro Infotech Limited</p> <p>Corporate Social Responsibility Committee Larsen & Toubro Infotech Limited</p> <p>Member Audit Committee <ol style="list-style-type: none"> 1. Larsen & Toubro Infotech Limited 2. L&T Technology Services Limited </p> <p>Nomination and Remuneration Committee Larsen & Toubro Infotech Limited</p>	<p>Chairman Nomination and Remuneration Committee State Trading Corporation of India Limited</p> <p>Corporate Social Responsibility Committee State Trading Corporation of India Limited</p>	Nil
Number of Meetings attended during the year	10 out of 10	Not Applicable	Not Applicable
Shareholding of Non-Executive Directors	Not Applicable	Nil	Not Applicable
Relationships between directors inter-se	Nil	Nil	Nil