



BALLOT FORM

- 1) Name and Registered Address :
of the Sole/First named
Shareholder

- (2) Name(s) of the Joint Holder(s) :
(If any)

- (3) Registered Folio No./ :
DP ID No. and Client ID No.

- (4) Number of Share(s) held :

- (5) I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the notice of the Sixty-Ninth Annual General Meeting (AGM) of the Company to be held on Friday, August 22, 2014 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below :

Item No.	Resolution	No. of shares	(For)	(Against)
			I/We assent to the resolution	I/We dissent to the resolution
1	Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.			
2	Dividend on equity shares for the financial year 2013-14.			
3	Independent Directors not liable to retire by rotation.			
4	Not to fill vacancy caused by resignation of Mr. N. Mohan Raj.			
5	Not to fill vacancy caused by retirement of Mr. S. Rajgopal.			
6	To appoint Mr. A.K Jain as a Director liable to retire by rotation.			
7	Not to fill vacancy caused by retirement of Mr. S.N.Talwar.			
8	To appoint Mr. S. N. Subrahmanyam as a Director liable to retire by rotation.			
9	To appoint Mr. A. M. Naik as a Director liable to retire by rotation.			
10	Appointment of Mr. Subodh Bhargava as an Independent Director.			
11	Appointment of Mr. M.M. Chitale as an Independent Director.			
12	Appointment of Mr. M. Damodaran as an Independent Director.			
13	Appointment of Mr. Vikram Singh Mehta as an Independent Director.			
14	Appointment of Mr. Adil Zainulbhai as an Independent Director.			
15	Re-appointment of M/s. Sharp & Tannan as Statutory Auditors.			

Place :

Date :

Note: Please read the instructions carefully before exercising your vote.

Signature

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
4. The scrutiniser will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutiniser Mr. S.N. Ananthasubramanian, Practising Company Secretary, (Membership No. 4206) at the Registered Office of the Company on or before the date of the AGM. Alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company / Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 14th August, 2014 and as per the register of members of the Company.
6. A member may request for a duplicate Ballot Form, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutiniser to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
8. The decision of the scrutiniser on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared along with the Scrutiniser's report, shall be placed on the Company's website www.Larsentoubro.com within two working days of the passing of the resolutions at the AGM of the Company on August 22, 2014, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.