

LARSEN & TOUBRO LIMITED

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

CIN: L99999MH1946PLC004768

Email: igrc@larsentoubro.com • Website: www.larsentoubro.com

Tel No: 022-67525656 • Fax No: 022-67525858

Notice

NOTICE IS HEREBY GIVEN THAT the Eightieth Annual General Meeting of **LARSEN & TOUBRO LIMITED** will be held through **VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS on Tuesday, June 17, 2025 at 3:00 P.M. IST** to transact the following business:

Ordinary Business

- 1) To consider and adopt the audited standalone financial statements of the Company for the year ended March 31, 2025 and the Reports of the Board of Directors and Auditors' thereon.
- 2) To consider and adopt the audited consolidated financial statements of the Company for the year ended March 31, 2025 and the report of the Auditors' thereon.
- 3) To declare a final Dividend of ₹ 34 per share of face value of ₹ 2/- each for FY 2024-25.
- 4) To appoint a Director in place of Mr. S. V. Desai (DIN: 07648203), who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint a Director in place of Mr. T. Madhava Das (DIN: 08586766), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

- 6) **Appointment of Mr. Subramanian Sarma (DIN: 00554221) as the Deputy Managing Director & President.**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V of the Act and the rules made thereunder and subject to such consents, permissions and approvals as may be required in this regard, Mr. Subramanian Sarma (DIN: 00554221) be and is hereby appointed as the Deputy Managing Director & President of the Company with effect from April 2, 2025 upto and including February 3, 2028.

RESOLVED FURTHER THAT Mr. Subramanian Sarma in his capacity as the Deputy Managing Director & President, 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."

- 7) **Re-appointment of Mr. S. V. Desai (DIN: 07648203) as a Whole-time Director.**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the rules made thereunder and subject to such consents, permissions and approvals as may be required in this regard, Mr. S. V. Desai (DIN: 07648203) be and is hereby re-appointed as the Whole-time Director of the Company with effect from July 11, 2025 upto and including July 4, 2030.

RESOLVED FURTHER THAT Mr. S. V. Desai 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."

- 8) **Re-appointment of Mr. T. Madhava Das (DIN: 08586766) as a Whole-time Director.**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the rules made thereunder and subject to such consents, permissions and approvals as may be required in this regard, Mr. T. Madhava Das (DIN: 08586766) be and is hereby re-appointed as the Whole-time Director of the Company with effect from July 11, 2025 upto and including July 10, 2030.

RESOLVED FURTHER THAT Mr. T. Madhava Das 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."

9) **Appointment of M/s S. N. Ananthasubramanian & Co., Practicing Company Secretaries, as the Secretarial Auditors and fix their remuneration.**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. S. N. Ananthasubramanian & Co. (SNACO), Practising Company Secretaries (Firm registration No. P1991 MH040400), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof as may be authorised in this regard).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

10) **Entering into material related party transactions with Larsen Toubro Arabia LLC.**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded

to the Company for entering into and/or continuing to enter into contracts/transactions, with **Larsen Toubro Arabia LLC**, a subsidiary of the Company and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods, business assets or property or equipment; b) availing or rendering of services; c) transfer or exchange of any resources, services or obligations to meet its business objectives/ requirements; d) providing parent company guarantees or letter of comfort or undertaking ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ **12,600 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

11) **Entering into material Related Party Transactions with L&T Metro Rail (Hyderabad) Limited.**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into contracts/transactions, with **L&T Metro Rail (Hyderabad) Limited**, a subsidiary of the Company and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements; d) providing parent company guarantees or letter of

comfort or undertaking ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ **11,000 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

12) Entering into material Related Party Transactions with L&T Technology Services Limited.

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into contracts/transactions, with **L&T Technology Services Limited**, a subsidiary of the Company and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ **3,000 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorized to delegate all or any of the powers

conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

13) Entering into material Related Party Transactions with L&T Modular Fabrication Yard LLC.

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into contracts/transactions, with **L&T Modular Fabrication Yard LLC**, a subsidiary of the Company and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ **5,500 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

14) Entering into material Related Party Transactions with LTIMindtree Limited.

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into contracts/transactions, with **LTIMindtree Limited**, a subsidiary of the Company and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements; d) availing inter corporate borrowings ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ **1,500 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

15) **Entering into material Related Party Transactions with Apollo Hospitals Enterprise Limited:**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter

into contracts/arrangements/transactions with, **Apollo Hospitals Enterprise Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or equipment including assets for buildings; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ **2,400 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

16) **Ratification of remuneration payable to Cost Auditors for FY 2025-26:**

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

"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 ₹ 19 lakhs plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/ lodging for the financial year ending March 31, 2026 to M/s R. Nanabhoy & Co. Cost Accountants (Regn. No. 000010), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2025-26."

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

SUBRAMANIAN NARAYAN
COMPANY SECRETARY &
COMPLIANCE OFFICER
M.NO – A16354

Mumbai, May 10, 2025

Notes:

- [a] The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on May 8, 2025.
- [b] The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations") and the Secretarial Standard-2 on General Meetings, regarding the Directors who are proposed to be appointed/ re-appointed and the related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business are annexed hereto.

[c] Meeting through VC/OAVM:

Ministry of Corporate Affairs ("MCA") vide its Circular No. 9/2024 dated September 19, 2024 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members till September 30, 2025. In compliance with the applicable provisions of the Act and MCA Circulars, the 80th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. Since this AGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company. No proxy form has been sent along with this Notice. No attendance slip/route map has been sent along with this Notice as the meeting is held through VC/ OAVM. Members who are shareholders as on **Tuesday, June 10, 2025 ("Cut-off Date")** can join the AGM, 30 minutes prior to the commencement of the AGM i.e. at 2:30 P.M. and till the time of the conclusion of the AGM by following the procedure mentioned in this Notice.

The attendance through VC/OAVM is restricted and hence members will be allowed on first come first served basis. However, as per the MCA Circulars, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on the Cut-off Date, Directors, Key Managerial Personnel and Auditors will not be restricted on first come first served basis. Members attending the AGM through VC/OAVM will be counted for the purposes of Quorum under Section 103 of the Act.

[d] Final Dividend for FY 2024-25:

The Board of Directors, at its meeting held on May 8, 2025, has recommended a Final Dividend of ₹ 34 per share. The record date for the purpose of payment of final dividend is **Tuesday, June 3, 2025**. Final Dividend if approved by the Members at this AGM will be directly credited to the bank accounts of the shareholders whose names appear, as at the Record Date, in the register of members or the beneficiary position data furnished by the Depositories.

SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 7, 2024, has

mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ("KYC") and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf

Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at <https://investors.larsentoubro.com/DownloadableForms.aspx#>) to update KYC and choice of Nomination (in case the same are not already updated), to KFin Technologies Limited ("KFintech"), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, who are the Company's Registrar and Share Transfer Agents, so as to reach them latest by the Record Date i.e. Tuesday, June 3, 2025. Alternatively, members may send the documents by email to KFintech at einward.ris@kfintech.com or upload on their web-portal <https://ris.kfintech.com>, provided in both cases the documents furnished shall have digital signature of the holders. In respect of members holding shares in demat mode, the details as furnished by the Depositories as on the Record Date will be considered by the Company. Hence, members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.

[e] TDS on Dividend:

Dividend income is taxable in the hands of shareholders and the Company is required to deduct Tax at Source (TDS) from dividend paid to shareholders at the prescribed rates. Also, please note that the TDS rate would vary depending on the residential status, category of the shareholder, compliant/ non-compliant status in terms of Section 206AB of the Income Tax Act, 1961 and is subject to submission of all the requisite declarations/documents to the Company.

The Company will send a separate communication to the shareholders with the details of applicable tax rates to different categories of shareholders and the documents/details required to be submitted by the shareholders. These details would also be available on the website of the Company at <https://investors.larsentoubro.com/listing-compliance-agm.aspx>.

Members are requested to provide the documents/ details to KFintech within the time prescribed in the communication being sent to the shareholders in

order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961.

[f] Dispatch of AGM Notice and Integrated Annual Report through electronic mode:

In line with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, this Notice along with the Integrated Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Depositories/ Depository Participants/ KFinTech. Members may note that the Notice and Integrated Annual Report 2024-25 will also be available on the Company's website www.larsentoubro.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>. Hard copy of the full Integrated Annual Report will be sent to shareholders upon request.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations a letter providing the weblink of the Integrated Annual Report for FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/ Depository Participants/ KFinTech.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

[g] Procedure for registration of email address by shareholders:

1. Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - a) Members holding shares in physical forms are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at <https://investors.larsentoubro.com/DownloadableForms.aspx>) along with the necessary attachments mentioned in the said Forms to KFinTech, Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members may also email the duly filled forms to inward.ris@kfintech.com. This will

enable the shareholders to receive electronic copies of the Integrated Annual Report for FY 2024-25 and this Notice.

- b) Members holding shares in demat form may validate/update their email address and other details with their respective Depository Participants.

2. Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/ KFinTech to enable servicing of notices / documents / Annual Reports electronically to their email address.

[h] Important Information:

1. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA i.e. KFinTech will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

As per the aforesaid SEBI Circular, members holding securities in physical form may note that any future dividend payable against their shareholding would be withheld if their KYC and choice of Nomination are not updated with the RTA.

For the purpose of updation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to KFinTech, Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.

Alternatively, members may send the documents by email to KFinTech at inward.ris@kfintech.com or upload on their webportal <https://ris.kfintech.com>, provided in both cases the documents furnished shall have digital signature of the holders.

2. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities

certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://investors.larsentoubro.com/DownloadableForms.aspx#> and on the website of the Kfintech at <https://ris.kfintech.com>. It may be noted that any service request can be processed only after the folio is KYC compliant.

3. SEBI on January 24, 2022 has amended Listing Regulations and has mandated that transfer of securities should be done in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form.
4. SEBI has issued a circular dated March 19, 2025, titled **"Harnessing DigiLocker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market"** to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of their demat and mutual fund holdings through DigiLocker, a key Digital Public Infrastructure, benefiting investors and their families.

Shareholders can also appoint Data Access Nominees within the DigiLocker application. In case of an unfortunate event of demise of shareholder, the nominees will be provided read-only access to the DigiLocker account, ensuring that essential financial information is accessible to legal heirs.

For details, you may refer the above mentioned circular at https://www.sebi.gov.in/legal/circulars/mar-2025/harnessing-digilocker-as-a-digital-public-infrastructure-for-reducing-unclaimed-assets-in-the-indian-securities-market_92769.html

[i] **Inspection of Documents:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the

Notice will be available electronically for inspection electronically by the members during evoting period and the AGM.

All shareholders will be able to inspect all documents referred to in the Notice and the explanatory statement thereto electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email request to LNTGOGREEN@larsentoubro.com

[j] **Transfer of unclaimed dividend and shares to IEPF:**

1. Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend No.	Date of Declaration	For the year ended	Due for Transfer on	Dividend unclaimed as at March 31, 2025 (₹ Crore)
89	23.08.2018	31.03.2018	28.09.2025	15.02
90	01.08.2019	31.03.2019	06.09.2026	15.94
91	18.03.2020	31.03.2020	24.04.2027	14.74
92	13.08.2020	31.03.2020	18.09.2027	6.77
93	28.10.2020	31.03.2021	02.12.2027	13.58
94	05.08.2021	31.03.2021	11.09.2028	12.36
95	04.08.2022	31.03.2022	10.09.2029	14.02
96	25.07.2023	31.03.2024	30.08.2030	3.63
97	09.08.2023	31.03.2023	14.09.2030	14.54
98	04.07.2024	31.03.2024	10.08.2031	27.18

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.

2. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has during the financial year 2024-25 transferred to the IEPF Authority, 17,72,523 equity shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://investors.larsentoubro.com/shareholder-services.aspx>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

[k] Investor Queries and Grievance Redressal:

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

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, June 10, 2025 through email on IGRC@larsentoubro.com. The same will be replied by the Company suitably.

Members may note that in case of any dispute against the Company and/or its Registrar and Share Transfer Agent, as per SEBI Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023, members can file for Online Resolution of Dispute which harnesses online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market. Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.

For more details, please see the following weblinks of the Stock Exchanges:

BSE: <https://bseclrs.bseindia.com/ecomplaint/frmlInvestorHome.aspx>

NSE: <https://www.nseindia.com/complaints/online-dispute-resolution>

[l] Instruction for attending the meeting through VC/OAVM:

Convenience of different persons positioned in different time zones has been kept in mind before scheduling the time for this meeting.

The Company has appointed NSDL, to provide VC facility for conducting the AGM.

Members will be provided with a facility to attend the AGM through VC/OAVM using the NSDL e-voting system. Members may follow the steps mentioned in this Notice for access to NSDL e-voting system. After successful login, you can see the link of VC/OAVM placed under "Join General Meeting" menu against the Company name. You are requested to click on the VC/OAVM link placed under "Join General Meeting" menu.

Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the instructions mentioned in this Notice.

Members can participate in AGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, with Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

Please note that participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any disturbances.

Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending a request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to LNTGOGREEN@larsentoubro.com on or before the Cut-off Date i.e. Tuesday, June 10, 2025. Those Members who have registered themselves as a speaker and receive a confirmation from the Company, will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

[m] 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 Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards-2 on General Meetings and Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means (remote e-voting) will be provided by National Securities Depository Limited ("NSDL").

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 i.e. Tuesday, June 10, 2025, shall be entitled to avail the facility of remote e-voting or e-voting on the day of the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

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 Friday, June 13, 2025 at 9.00 A.M and ends on Monday, June 16, 2025 at 05.00 P.M.** During this period, members holding shares either in physical or dematerialised form, as on the cut-off date of **Tuesday, June 10, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Instructions for e-voting during the AGM:

The e-voting window shall be activated upon instructions of the Chairman during the AGM.

Only those shareholders, who are present in the AGM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

Member(s), whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, June 10, 2025 are entitled to vote on the resolutions. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a member of the Company after the notice is sent and continues to hold shares as of the cut-off date i.e. Tuesday, June 10, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company at IGRC@larsentoubro.com or follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system". However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 4886 7000.

Members are requested to follow the instructions given in this notice to cast their votes through e-voting.

The detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC facility at the AGM are as follows:

Step 1: Access to NSDL e-voting system





I. Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911

II. Login method for e-voting for shareholders other than Individual shareholders holding

securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open web browser and type the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders / Member" section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company. For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you

need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 133720" to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries relating to e-voting you may refer to the FAQs for shareholders and e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022 4886 7000 or send a request at evoting@nsdl.com.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com /or call at 022 4886 7000.
4. A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member has cast his vote by remote e-voting then he will not be eligible to vote at the Meeting.
5. 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

Process for those shareholders whose email IDs are not registered with the Depositories for procuring user ID and password and registration of e mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and reverse), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to igrc@larsentoubro.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to igrc@larsentoubro.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **point I above** i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The contact details for any grievances connected with respect to the facility for e-voting on the day of the AGM shall be the same as mentioned for remote e-voting.

[n] Live Webcast of the AGM:

Members will be able to view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system.

After successful login, you can see webcast link placed under Join meeting menu against the Company name. You are requested to click on Webcast link- placed under "Join Meeting" menu.

[o] Information regarding Scrutinizer and declaration of Voting results:

The Company has appointed Mrs. Aparna Gadgil, Practicing Company Secretary, (Membership No. A14713, COP No. 8430) or failing her Ms. Malati Kumar (Membership No. A15508, COP No. 10980), to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit her 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.

Based on the report received from the Scrutinizer, the Company will submit within 2 working days to

the stock exchanges details of the voting results as required under Regulation 44(3) of the Listing Regulations.

The results declared alongwith the Scrutinizer's report, will be hosted on the website of the Company www.larsentoubro.com and on the website of NSDL at <https://evoting.nsdl.com> 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 communicated to the Stock Exchanges.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, following Explanatory Statement sets out material facts relating to the special business under item(s) 6 to 16 of the accompanying Notice dated May 10, 2025.

Item No. 6

Appointment of Mr. Subramanian Sarma (DIN: 00554221) as Deputy Managing Director & President

The Shareholders at the 75th Annual General Meeting (AGM) held on August 13, 2020, approved appointment of Mr. Subramanian Sarma (DIN: 00554221) as a Whole-time Director of the Company for a period of five years, with effect from August 19, 2020 upto and including August 18, 2025.

Basis the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on March 21, 2025, appointed Mr. Subramanian Sarma (DIN: 00554221), as the Deputy Managing Director & President of the Company with effect from April 2, 2025 upto and including February 3, 2028, subject to the approval of the members in the Annual General Meeting.

Mr. Sarma heads the Hydrocarbon Onshore & Offshore, CarbonLite Solutions, Green & Clean Energy, Asset Management & Offshore Wind Businesses of L&T.

A graduate in Chemical Engineering, Mr. Sarma completed his master's from IIT Mumbai. A seasoned professional with over 40 years of experience, with 30 years being in the Middle East. During his extensive career span, Mr. Sarma has handled complete Oil & Gas value chain including Executive Management, Business Development, Project Management and Process Engineering.

He is the recipient of the Distinguished Alumnus Award 2021 from IIT Bombay for his contribution as a Business Leader in Corporate World. He is also the recipient of the CHEMTECH CEW, Business Leader of the Year 2017.

Immediately prior to joining L&T, Mr. Sarma served as Managing Director of Petrofac - Onshore Engineering &

Construction, with complete responsibility for all of the Company's onshore projects worldwide.

Initially, Mr. Sarma joined the Board of the Company as a Non-Executive Director and was the Chief Executive Officer and Managing Director of erstwhile L&T Hydrocarbon Engineering Limited (since merged with the Company) effective August 19, 2015.

Under Mr. Sarma's leadership, L&T's Energy portfolio has emerged as one of the leading EPC Contractor globally, by achieving record financial results and being ranked among the top 3 EPC contractors in the Oil & Gas Sector (Middle East) for four consecutive years. He has been instrumental in transforming the Hydrocarbon and Energy business, driving innovation, operational excellence and global competitiveness. Considering his expertise and leadership and to leverage the same for Company's performance, the Board approved the appointment of Mr. Sarma as the Deputy Managing Director & President of the Company. He has been a member of the Executive Committee of L&T since 2015.

Mr. Sarma is on the Boards of L&T Electrolysers Limited, L&T Valves Limited and L&T Energy Green Tech Limited.

At the Annual General Meeting held on August 26, 2016, the shareholders had fixed the maximum limits within which the Board was authorised to decide the remuneration of the Deputy Managing Director & President of the Company. Pursuant to this, the Board has fixed the remuneration payable to Mr. Subramanian Sarma as the Deputy Managing Director & President.

The Company would enter into an agreement with Mr. Subramanian Sarma covering the following terms of remuneration:

Salary: ₹ 20,00,000 (Rupees Twenty Lakh only) per month in the scale of ₹ 16,25,000 - ₹ 1,25,000 - ₹ 22,50,000 with the annual increment due on April 1 every year.

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

Perquisites: ₹ 18 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 Companies Act, 2013 and Secretarial Standard – 2 on General Meetings requires that the appointment and remuneration of Managing Directors and Whole-time Directors shall be subject to approval of the shareholders in a General Meeting. Accordingly, the resolution at Item No. 6 in relation to appointment of Mr. Subramanian Sarma, as the Deputy Managing Director & President is proposed for approval of members by means of an ordinary resolution.

The agreement to be entered into with Mr. Sarma, will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

The Board recommends the appointment and the terms of appointment thereof of Mr. Sarma as Deputy Managing Director & President of the Company for approval of the shareholders.

Except Mr. Sarma and his relatives, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Re-appointment of Mr. S. V. Desai (DIN: 07648203) as Whole-time Director

The shareholders at the 75th Annual General Meeting (AGM) held on August 13, 2020, approved the appointment of Mr. S. V. Desai (DIN: 07648203) as a Whole-time Director of the Company for a period of five years, with effect from July 11, 2020 upto and including July 10, 2025.

Basis the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on March 21, 2025, re-appointed Mr. S. V. Desai, as a Whole-time Director of the Company with effect from July 11, 2025 upto and including July 4, 2030, subject to the approval of the members in the Annual General Meeting.

Mr. S.V. Desai, a second rank holder in Civil Engineering from Gulbarga University, Karnataka in 1984 and a Post-Graduate [M Tech] from IIT Madras in 1986, started his career with National Buildings Construction Corporation Limited [NBCC] as a management trainee.

He was involved in Light Combat Aircraft [LCA], HAL and then four years at Male' Rep. of Maldives for an Hospital project, funded by Govt. of India on deputation to Ministry of External Affairs. Then he was selected and rostered in Common Wealth Secretariat, London (UK) and UN Centre for Human Settlements (HABITAT), Nairobi, Kenya.

Mr. Desai began his career in L&T in 1997 as a Construction Manager. During initial period of his career, he developed

expertise in Tendering & Contracts management and then became the Head of Tender & Contracts of Buildings and Factories (B&F) IC for domestic and international projects. He made remarkable contribution, as Head of Procurement & Contracts, in our prestigious Delhi International Airport Project, handling various National & International stakeholders.

Subsequently in 2012, from B&F-IC, he was moved to Heavy Civil Infrastructure (HCI) IC and was responsible for Metros & Defence businesses, and then took-over as the Head of Heavy Civil Infrastructure IC in October 2015. In HCI IC, he has been handling many JVs, international partners, Corporates, Government Departments and a wide variety of jobs in the field of Elevated and Underground Metros, Bridges, Tunnel, Hydro, Nuclear, Ports & Harbours and Defence infrastructure.

Mr. Desai is known for his expertise in the areas of Bid-estimation, negotiation and finalization of Mega Projects. In Heavy Civil, he was instrumental in bagging landmark infrastructure projects like Riyadh Metro, Qatar Metro, mega Defence infrastructure project. He has been a member of the Executive Committee of L&T since 2020.

Mr. Desai is on the Boards of L&T Himachal Hydropower Ltd., L&T Geostucture Private Limited and International Seaport Dredging Pvt Ltd. He is also the member of the Supervisory Board of Riyadh & Doha metro project consortiums.

Considering his expertise and leadership, the Board, approved re-appointment of Mr. Desai as a Whole-time Director of the Company.

At the Annual General Meeting held on August 26, 2016, the shareholders had fixed the maximum limits within which the Board was authorised to decide the remuneration of Whole-time Directors of the Company. Pursuant to this, the Board has fixed the remuneration payable to Mr. S. V. Desai as a Whole-time Director.

The Company would enter into an agreement with Mr. Desai covering the following terms of remuneration:

Salary: ₹ 12,25,000 (Rupees Twelve Lakh Twenty Five Thousand only) per month in the scale of ₹ 10,25,000 - ₹ 1,00,000 – ₹ 17,25,000 with the annual increment due on April 1 every year.

Commission: The commission will be paid as per the parameters fixed by the Nomination & 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 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 Companies Act, 2013 and Secretarial Standard – 2 on General Meetings provides that the re-appointment and remuneration of Whole-time Directors shall be subject to approval of the shareholders in a General Meeting. Accordingly, the resolution at Item No. 7 in relation to appointment of Mr. Desai, as a Whole-time Director is proposed for approval of members by means of an ordinary resolution.

The agreement to be entered into with Mr. Desai will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

The Board recommends the re-appointment and the terms of appointment thereof of Mr. Desai as a Whole-time Director of the Company for approval of the shareholders.

Except Mr. S. V. Desai and his relatives, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No. 8

Re-appointment of Mr. T. Madhava Das (DIN: 08586766) as Whole-time Director

The shareholders at the 75th Annual General Meeting (AGM) held on August 13, 2020, approved the appointment of Mr. T. Madhava Das (DIN: 08586766) as a Whole-time Director of the Company for a period of five years, with effect from July 11, 2020 upto and including July 10, 2025.

Basis the recommendations of the Nomination & Remuneration Committee, the Board of the Company at its Meeting held on March 21, 2025, re-appointed Mr. T. Madhava Das, as a Whole-time Director of the Company for a term of 5 years with effect from July 11, 2025 upto and including July 10, 2030, subject to the approval of the members in the Annual General Meeting.

Mr. T. Madhava Das, a graduate in Electrical Engineering from Regional Engineering College (now NIT), Calicut, joined L&T in 1985 as a Graduate Engineering Trainee (GET). He later completed his Post Graduation from Xavier Institute of Management, Bhubaneswar.

During his career, he held various key positions in Electrical business of ECC such as Regional Projects Manager (Hyderabad Region), Sector Projects Manager (UAE) and Chief - Business Initiatives & Contracts (Transmission Lines).

He was instrumental in expanding tower manufacturing capacity by setting up a new plant in Pithampur and in modernizing other manufacturing units. Subsequently, he headed Transmission Line Business in domestic and later moved to GCC as Head of International Cluster-I.

Mr. Madhava Das was elevated to the position of Head - Power Transmission & Distribution (PT&D) IC in 2014. Under his leadership, the domestic Transmission Line EPC, Tower Manufacturing, Tower Testing Services and the PT&D business in UAE, Saudi Arabia, Oman and Kuwait have grown significantly, besides moving to new geographies in ASEAN and Africa.

He has also successfully incubated Solar Business and steered it to grow to the current level, besides adding microgrid and energy storage capabilities, making it one of the largest Solar EPCs in the country.

He has been a member of the Executive Committee of L&T since 2017. He is on the Boards of Larsen & Toubro (Oman) LLC, PT. Larsen & Toubro and Larsen & Toubro Saudi Arabia LLC. He is currently the Co-Chairman of Confederation of Indian Industry (CII)'s Transmission Line Committee.

Considering his expertise and leadership, the Board of Directors, approved re-appointment of Mr. Madhava Das as a Whole-time Director of the Company.

At the Annual General Meeting held on August 26, 2016 the shareholders had fixed the maximum limits within which the Board was authorised to decide the remuneration of Whole-time Directors of the Company. Pursuant to this, the Board has fixed the remuneration payable to Mr. Madhava Das during his tenure as a Whole-time Director.

The Company would enter into an agreement with Mr. Madhava Das on the following terms of remuneration:

Salary : ₹ 12,25,000 (Rupees Twelve Lakh Twenty Five Thousand only) per month in the scale of ₹ 10,25,000 - ₹ 1,00,000 – ₹ 17,25,000 with the annual increment due on April 1 every year.

Commission : The commission will be paid as per the parameters fixed by the Nomination & 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 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 Companies Act, 2013 and Secretarial Standard – 2 on General Meetings provides that the re-appointment and remuneration of Managing Directors and Whole-time Directors shall be subject to approval of the shareholders in a General Meeting. Accordingly, the Resolution at Item No. 8 in relation to re-appointment of Mr. T. Madhava Das, as a Whole-time Director is proposed for approval of members by means of an ordinary resolution.

The agreement to be entered into with Mr. Madhava Das Das will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

The Board recommends the re-appointment and the terms of appointment thereof of Mr. Das as Whole-time Director of the Company for approval of the shareholders.

Except Mr. T. Madhava Das, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item No. 9

Appointment of M/s. S. N. ANANTHASUBRAMANIAN & Co. as Secretarial Auditors and fix their remuneration.

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing, efficiency of the audit teams and independence, has recommended the appointment of M/s. S.N. ANANTHASUBRAMANIAN & Co. (SNACO), a firm of Practising Company Secretaries, as the Secretarial Auditors

of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030.

SNACO is a reputed firm of Company Secretaries based in Thane, with over three decades of experience in corporate compliance and governance. The firm has conducted Secretarial Audits for leading listed and unlisted entities across sectors, adopting a principle-based and risk-oriented approach. Known for its thoroughness, regulatory acumen, and professional integrity, SNACO remains a trusted name in Secretarial Audit and corporate law compliance.

The fee proposed to be paid to SNACO for the secretarial audit for the financial year ending March 31, 2026 and March 31, 2027, is ₹ 5,00,000/- (Rupees Five Lakh only) plus applicable taxes and out of pocket expenses. The proposed fee is exclusive of costs for other permitted services which could be availed by the Company from SNACO. The fees for remaining tenure would be fixed by the Board of Directors or any committees thereof of the Company, from time to time.

SNACO has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors.

Accordingly, the approval of the members is sought for the above appointment by means of an ordinary resolution. The Board recommends the aforesaid appointment for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 9 of the Notice.

Item Nos. 10 to 15

Material Related Party Transactions

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), material related party transactions requires approval of the shareholders through ordinary resolution.

As per the Listing Regulations, a Related Party Transaction is considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. Considering that 10% of consolidated turnover of the Company as on March 31, 2025 is ₹ 25,573.45 crore, the materiality threshold for seeking shareholders' approval is ₹ 1,000 crore.

Material related party transactions with Larsen Toubro Arabia LLC (LTA):

LTA was incorporated to bid and execute projects in the Kingdom of Saudi Arabia (KSA). The Company holds 75% stake in LTA with the remaining 25% being held by a local partner.

LTA has bid for certain large value contracts for engineering, procurement, construction and installation for various new offshore facilities and integration with existing installations in KSA. Generally, issuance of PCGs for execution of the awarded projects is a pre-condition. The value of these PCGs is equivalent to the full value of the In Kingdom (IK) portion of the contract. Such PCGs are to be issued upfront and would remain valid till completion of all obligations under the contract.

Considering the increasing localization requirements in the Middle East, it has become imperative for the Company to bid for projects through its local subsidiaries. The Company has in the past provided similar PCGs in favour of various subsidiaries operating in the Middle East. The proposal requires prior approval of the shareholders under the Listing Regulations.

Based on the expected probability of winning the bid, the Company will be required to provide PCGs of value upto ₹ 12,600 crore, in favour of LTA, from time to time, as per the requirements of the customers with respect to the projects.

Further, the Company also proposes to enter into a transaction for the supply of fabricator materials to LTA.

Additionally, the Company would also receive guarantee income from LTA in relation to the Parent Company Guarantee (PCG) provided to LTA in previous years.

Accordingly, an approval of the shareholders is sought for issuance of PCGs on behalf of LTA upto ₹ 12,600 crore.

The shareholders through a resolution passed in the previous AGM held on July 4, 2024, approved issuance of PCGs on behalf of LTA upto an amount not exceeding ₹ 12,500 crore. The said approval is valid till the date of the ensuing Annual General Meeting.

The Company is seeking renewal of approval at this AGM to ensure continuity of business. This will enable LTA to procure EPC contracts and benefit the group as a whole.

Material related party transactions with L&T Metro Rail (Hyderabad) Limited (LTMRHL):

LTMRHL is a subsidiary of the Company formed for the development of Hyderabad Metro Rail Project. The Project spans 69.20 Km across three elevated corridors in Hyderabad City. The Project has been developed on DBFOT (Design, Build, Finance, Operate and Transfer) basis under a Public Private Partnership model.

LTMRL has raised debt in the form of Non-Convertible Debentures and Commercial Papers to finance its project cost. LTMRL is contemplating setting up bank borrowing limits in case the market conditions are not favourable for borrowings through Non-Convertible Debentures and Commercial Papers. These borrowings would be utilized to pay off the existing Non-Convertible Debentures and Commercial Papers as per the respective maturities. In case of borrowings from the Bank, the Company will be required to issue Parent Company Guarantee(s) to LTMRL.

Additionally, LTMRL has availed facilities from banks. In the eventuality LTMRL is unable to immediately meet its obligations under the terms of agreement with the banks, the Company will be required to provide funding support by way of an Inter Corporate Deposit (ICD) to LTMRL.

Further, the Company also proposes to avail/render services from/to LTMRL and also lease property (office premises) to/from LTMRL in the ordinary course of business.

Accordingly, approval of the shareholders is sought for issuance of PCGs on behalf of LTMRL and for the above transactions with LTMRL, in the ordinary course of business, for an amount not exceeding ₹ 11,000 crore.

The shareholders through a resolution passed in the previous AGM held on July 4, 2024, approved a proposal for entering into material related party transactions upto an amount not exceeding ₹ 4,800 crore with LTMRL. The Company is seeking renewal of approval as well as approval for certain additional transactions at this AGM to ensure continuity of business.

Material related party transactions with subsidiaries.

Given the nature and scope of the business, the Company works closely with its related parties (including subsidiaries) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length.

Amongst the transactions that Company enters into with its related parties, the estimated value of the contracts/arrangements/transactions with L&T Technology Services Limited, L&T Modular Fabrication Yard LLC and L&T Mindtree Limited ("Related Parties"), are likely to exceed the threshold of material Related Party Transactions.

The Company has been undertaking transactions of similar nature in the past in the ordinary course of business and on arm's length after obtaining requisite approvals of the Audit Committee of the Company. The maximum annual value of the proposed transactions with the aforesaid related parties is estimated on the basis of the Company's current transactions with them and the future business prospects.

The proposed transactions, being operational and critical in nature, play a significant role in the Company's business. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of shareholders for the potential transactions with the aforesaid related parties.

The shareholders of the Company at the previous AGM held on July 4, 2024, had approved a similar proposal for entering/continuing to enter into material related party transactions with these Related Parties except L&T Technology Services Limited, which is valid till this AGM.

The Company is seeking fresh/renewal of approval at this AGM to ensure continuity of business.

Material related party transactions with Apollo Hospitals Enterprise Limited (AHEL).

The Buildings & Factories (B&F) IC of the Company has been awarded various projects by AHEL involving the construction of hospitals at multiple locations across India. The B&F IC caters to the specialized needs of AHEL, and the execution of these projects will contribute to the Company's revenue while optimizing the utilization of business resources already created to serve customers, including AHEL. This, in turn, will contribute to enhanced shareholder value creation. The contracts for these projects are awarded at arm's length and are within the ordinary course of the Company's business. AHEL is a related party as Ms. Preetha Reddy, Independent Director, is Executive Vice-Chairperson of AHEL and holds more than 2% stake in AHEL along with her relatives.

Accordingly, the consent of the Shareholders is sought for the above transaction with AHEL, for an amount not exceeding ₹ 2,400 crore.

Company's RPT Framework:

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions (RPT) which is reviewed periodically. The Policy provides the details required to be provided to the Audit Committee for the purpose of review and approval for the proposed transactions. A justification for each related party transaction is provided to the Audit Committee. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

Any subsequent material modification in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, is placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Audit Committee of the Company comprises Independent Directors which helps in providing an objective judgement to all transactions proposed for approval.

SEBI vide its circular dated April 8, 2022 has clarified that a related party transaction approved by the shareholders shall be valid from one AGM till the next AGM of the Company or for a period of fifteen months, whichever is earlier.

The Directors recommend the resolutions set out in Item Nos. 10 to 15 for approval of the shareholders by means of ordinary resolutions.

Ms. Preetha Reddy may be deemed to be interested in the resolution No.15 regarding the approval of material related party transactions with AHIL. Subject to the foregoing, none of the Directors and Key Managerial Personnel (KMP) of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 10 to 15, except to the extent of their shareholding in the Company/subsidiary and directorship in the respective subsidiaries.

The members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolutions set out at item Nos. 10 to 15.

The details required to be placed before the members pursuant to the Listing Regulations are annexed to this Notice.

Item No. 16

Ratification of remuneration payable to Cost Auditors for FY 2025-26.

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, specified under Rules issued in pursuance to the above section. 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. 000010), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2025-26, at a remuneration of ₹ 19 lakhs plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/lodging.

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, approval of the members is sought for the aforesaid purpose.

The Board recommends 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, financially or otherwise, in the resolution set out at Item No. 16, except to the extent of their shareholding in the Company.

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

SUBRAMANIAN NARAYAN
COMPANY SECRETARY &
COMPLIANCE OFFICER
M.NO – A16354

Mumbai, May 10, 2025

ADDITIONAL DETAILS FOR RELATED PARTY TRANSACTIONS PURSUANT TO LISTING REGULATIONS

Sr. No.	Particulars	Resolution No. 10	Resolution No. 11	Resolution No. 12								
1	Name of the related party, its relationship with the Company including nature of concern or interest	Larsen Toubro Arabia LLC (LTA) – subsidiary company (75% stake held by the Company)	L&T Metro Rail (Hyderabad) Limited (LTMRHL) - subsidiary company (99.99% stake held by the Company)	L&T Technology Services Limited (LTTS) – subsidiary company (73.66% stake held by the Company)								
2	Name of Director(s) or Key Managerial Personnel who is related, if any	None	Mr. S. N. Subrahmanyam, Chairman & Managing Director of the Company is Non-Executive Chairman of LTMRHL and Mr. R Shankar Raman, President, Whole-time Director & CFO of the Company, is Non-Executive Director of LTMRHL.	Mr. S. N. Subrahmanyam, Chairman & Managing Director of the Company is Non-Executive Chairman of LTTS. Mr. Narayanan Kumar, Independent Director of the Company is an Independent Director of LTTS.								
3	Type of proposed transaction and amount	<div>a) Providing Parent Company Guarantee or Letter of Comfort or Undertaking.*</div> <div>b) Sale, purchase, lease or supply of goods, business assets or property or equipment in relation to the projects.</div> <div>c) Availing or rendering of services inter-alia covering IT and ITES, Engineering services, lease of facilities, trademark fees and other infrastructure support.</div> <div>d) Transfer or exchange of any resources, services or obligations to meet its business objectives/ requirements.</div> <div>* Only for LTA and LTMRHL</div> <div>The approval will be valid from this AGM till the next AGM or for a period of fifteen months, whichever is earlier in accordance with the terms and conditions of the contract/agreement for the below mentioned amounts</div> <table><thead><tr><th>Name of the Company</th><th>LTA</th><th>LTMRHL</th><th>LTTS</th></tr></thead><tbody><tr><td>Amount for which shareholders’ approval is sought (₹ crore)</td><td>12,600</td><td>11,000</td><td>3,000</td></tr></tbody></table>			Name of the Company	LTA	LTMRHL	LTTS	Amount for which shareholders’ approval is sought (₹ crore)	12,600	11,000	3,000
Name of the Company	LTA	LTMRHL	LTTS									
Amount for which shareholders’ approval is sought (₹ crore)	12,600	11,000	3,000									
4	Material terms and particulars of proposed transaction	Parent Company Guarantee The PCG to be issued by the Company on behalf of LTA serves as a guarantee for performance of Engineering, Procurement, and Construction (EPC) contracts to be entered into by the Company. The PCG will remain valid until the fulfilment of all obligations under the relevant EPC contract, which is normally anticipated to be completed within a period of 2 to 4 years from the date of issuance. Other Transactions The Hydrocarbon-Offshore business proposes to enter into a transaction for the supply of fabricator materials to LTA. Additionally, the Company will receive guarantee income from LTA in relation to the Parent Company Guarantee (PCG) provided to LTA in the previous years.	Parent Company Guarantee The PCG will be provided on behalf of LTMRHL to serve as a financial guarantee for securing the bank borrowings to be availed by it. The PCG will remain valid until the maturity of the borrowings secured under this guarantee. Other Transactions The Company will receive guarantee income from LTMRHL in respect of the guarantee provided to them. In addition, the Company shall also avail service from LTMRHL in relation to lease of facilities for its operations.	L&T Technology Services Limited (LTTS) operates from common campus(es) across the country, and the associated expenses are apportioned by the Company to LTTS. The multi-year contracts will primarily involve services related to installation, testing, commissioning, and maintenance works for various projects being executed by different business units of L&T, both in India and overseas as well as giving office premises on lease. Furthermore, the Company will charge trademark fees to LTTS in accordance with the agreement between the Company and LTTS.								
5	Value of the proposed transaction	The monetary value of the transactions mentioned at point (3) above is estimated as below <ul style="list-style-type: none">PCG - not exceeding ₹ 12,500 crore.Other Transactions – ₹ 100 crore.	The monetary value of the transactions mentioned at point (3) above is estimated as below <ul style="list-style-type: none">PCG - not exceeding ₹ 10,900 crore.Other Transactions – ₹ 100 crore.	The monetary value of the transactions mentioned at point (3) above is estimated as ₹ 3,000 crore.								

Sr. No.	Particulars	Resolution No. 10	Resolution No. 11	Resolution No. 12
6	Justification as to why the RPT is in the interest of the listed entity	<p>As in previous years, the issuance of PCG on behalf of LTA would be an obligation under the terms of the relevant contract. This will further enable LTA's ability to procure contracts, thereby aligning the transaction with the best interests of the Company.</p> <p>Given that the proposal pertains to providing a Parent Company Guarantee on behalf of LTA, the question of valuation is not applicable.</p> <p>The Company will charge a fee based on a rate that is consistent with the median of the bank guarantee rates, as approved by the Audit Committee for the financial year in which the PCG is issued. Currently, this rate stands at 0.30% per annum for performance guarantees. The Company will receive this fee as a guarantee income.</p> <p>This transaction is in the ordinary course of business, as the Company and is consistent with the past practices for its overseas operations.</p>	<p>The issuance of the PCG is a critical component in enabling bank borrowings for LTMRHL. This will allow the subsidiary to effectively manage and operate its activities, ultimately benefiting the group.</p> <p>The Company will charge a fee that is consistent with the median of the bank guarantee rates, as approved by the Audit Committee for the relevant financial year in which the PCG is issued. Currently, this rate is set at 0.35% per annum for financial guarantees.</p> <p>This transaction is in the ordinary course of business, and is consistent with the past practices.</p> <p>The Company being a diverse conglomerate provides its administrative support service to other identified group companies. Such transactions bring mutual benefits and synergies to the entire group, which would ultimately prosper companies' growth in the identified segment. The Company provides administrative support services to LTMRHL and charges fee based on the rates as a percentage of sales.</p>	<p>LTTS possesses deep industrial domain expertise and specialized skills in niche and complex technology stacks. LTTS enables companies to accelerate their market entry through cutting-edge solutions in software-defined, electric, autonomous, and connected mobility, leveraging innovation and engineering capabilities. LTTS is also an authorized supplier for various software and solution providers, benefiting from bulk purchases and providing service support for such software solutions. The Company is able to leverage these benefits for its own business operations.</p> <p>The Company will be charged a price that is comparable to the pricing extended to other customers of LTTS.</p> <p>Regarding the leasing of office space to LTTS, the Company benefits from timely and assured payments, while LTTS is assured of superior construction quality and high-quality services.</p> <p>The rental charges to LTTS will be aligned with market rates in the respective area.</p>
7	Percentage of the Company's consolidated turnover	4.93% of the Company's consolidated annual turnover for FY 2024-25.	4.30% of the Company's consolidated annual turnover for FY 2024-25.	1.17% of the Company's consolidated annual turnover for FY 2024-25.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable	Not Applicable
9	Any other information relevant	As the exact value of the contract(s) cannot be predicted at this stage, an enabling approval from the shareholders is being sought to proceed with these potential arrangements.		

ADDITIONAL DETAILS FOR RELATED PARTY TRANSACTIONS PURSUANT TO LISTING REGULATIONS

Sr. No.	Particulars	Resolution No. 13	Resolution No. 14	Resolution No. 15								
1	Name of the related party, its relationship with the Company including nature of concern or interest	L&T Modular Fabrication Yard LLC (LTMFY) – subsidiary (70% stake held by the Company)	LTIMindtree Limited (LTIM) – Subsidiary (68.57% stake held by the Company)	Apollo Hospitals Enterprise Limited (AHEL) – Dr. Preetha Reddy, Independent Director of the Company is the Executive Vice-Chairperson of AHEL and holds more than 2% stake in AHEL along with other relatives.								
2	Name of Director(s) or Key Managerial Personnel who is related, if any	None	Mr. S. N. Subrahmanyam, Chairman & Managing Director of the Company is Non-Executive Chairman in LTIM. Mr. R. Shankar Raman, President, Whole-time Director & CFO of the Company is Non-Executive Director of LTIM. Mr. Sanjeev Aga, Independent Director of the Company is also Independent Director in LTIM.	Dr. Preetha Reddy, Independent Director of the Company is the Executive Vice-Chairperson of AHEL.								
3	Type of proposed transaction and amount	<p>a) Sale, purchase, lease or supply of goods, business assets or property or equipment in relation to the projects.</p> <p>b) Availing or rendering of services inter-alia covering IT and ITES, Engineering services, lease of facilities, trademark fees and other infrastructure support.</p> <p>c) Transfer or exchange of any resources, services or obligations to meet its business objectives/ requirements.</p> <p>The approval will be valid from this AGM till the next AGM or for a period of fifteen months, whichever is earlier in accordance with the terms and conditions of the contract/agreement for the below mentioned amounts</p> <table><tr><th>Name of the Company</th><th>LTMFY</th><th>LTIM</th><th>AHEL</th></tr><tr><td>Amount for which shareholders’ approval is sought (₹ crore)</td><td>5,500</td><td>1,500</td><td>2,400</td></tr></table>			Name of the Company	LTMFY	LTIM	AHEL	Amount for which shareholders’ approval is sought (₹ crore)	5,500	1,500	2,400
Name of the Company	LTMFY	LTIM	AHEL									
Amount for which shareholders’ approval is sought (₹ crore)	5,500	1,500	2,400									
4	Material terms and particulars of proposed transaction	<p>Hydrocarbon-offshore business proposes to enter into transaction for rendering supply of fabrication material and related services to LTMFY.</p>	<p>The multi-year contracts will primarily involve the provision of services related to the supply of various software and support services for projects being executed by different business units of L&T, both in India and overseas.</p> <p>Additionally, the Company will undertake the construction of commercial buildings and IT facilities for LTIM. LTIM also operates from common campus(es) across the country, with the associated expenses being apportioned by the Company to LTIM.</p> <p>Furthermore, the Company will charge trademark fees to LTIM in accordance with the agreement between the Company and LTIM.</p>	<p>The Buildings & Factories (B&F) IC proposes to enter into contracts for the construction of hospital buildings at various locations across India for AHEL.</p> <p>The duration of these contracts will range from 1.5 years to 3 years, depending on the specific project requirements.</p> <p>The Company shall also be availing health & medical services from AHEL at various locations across India.</p>								
5	Value of the proposed transaction	The monetary value of the transactions mentioned at point (3) above is estimated ₹ 5,500 crore.	The monetary value of the transactions mentioned at point (3) above is estimated ₹ 1,500 crore.	The monetary value of the transactions mentioned at point (3) above is estimated ₹ 2,400 crore.								

Sr. No.	Particulars	Resolution No. 13	Resolution No. 14	Resolution No. 15
6	Justification as to why the RPT is in the interest of the listed entity	<p>The Energy Hydrocarbon Business requires Customized Fabrication Services for EPC Contracts.</p> <p>The Energy & Hydrocarbon business of the Company bids for various Engineering, Procurement, and Construction (EPC) contracts, where customized fabrication activities play a crucial role in the execution of such contracts. These fabrication activities are typically carried out through LTMFY, which possesses the necessary technical expertise, facilities, and execution capabilities.</p> <p>Most EPC projects require the use of customized fabricated structures as per the specific contract specifications. For projects within India, the Company utilizes its own fabrication facilities. For overseas projects, the Company generally leverages external fabrication facilities to optimize logistics costs.</p> <p>Availing fabrication services is considered a routine activity in the ordinary course of business. The Company solicits quotations from multiple parties for its fabrication needs, and the final contract is awarded based on factors such as price, quality, and timelines. LTMFY also provides quotations for these contracts and is selected only if its offer is competitive.</p>	<p>LTIM is an authorized supplier for various software products, benefiting from bulk purchase advantages. Additionally, LTIM provides service support for these software solutions, and the Company is able to leverage these benefits to enhance its own business operations.</p> <p>In relation to the construction of commercial buildings and IT facilities for LTIM, the Company stands to gain from increased business opportunities and assured, timely payments. In return, LTIM will benefit from the timely completion of the projects and superior quality of construction.</p> <p>The contracts for these projects are awarded at arm's length and are within the ordinary course of the Company's business.</p>	<p>The Buildings & Factories (B&F) IC of the Company has been awarded various projects by AHIL involving the construction of hospitals at multiple locations across India. The B&F IC caters to the specialized needs of AHIL, and the execution of these projects will broaden the Company's revenue base while optimizing the utilization of business resources already created to serve customers, including AHIL. This, in turn, will contribute to enhanced shareholder value creation.</p> <p>The contracts for these projects are awarded at arm's length and are within the ordinary course of the Company's business.</p>
7	Percentage of the Company's consolidated turnover	2.15% of the Company's consolidated annual turnover for FY 2024-25.	0.59% of the Company's consolidated annual turnover for FY 2024-25.	0.94% of the Company's consolidated annual turnover for FY 2024-25.
8	A copy of the valuation or other external party report, if any, such report has been relied upon	Not Applicable	Not Applicable	Not Applicable
9	Any other information relevant	As the exact value of the contract(s) cannot be predicted at this stage, an enabling approval from the shareholders is being sought to proceed with these potential arrangements.		

(ANNEXURE TO NOTICE DATED MAY 10, 2025)

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. Subramanian Sarma	Mr. S. V. Desai	Mr. T. Madhava Das
Date of Birth	February 4, 1958	July 5, 1960	January 25, 1963
Date of Appointment on the Board	August 19, 2015	July 11, 2020	July 11, 2020
Qualifications	Masters in Chemical Engineering	Masters in Civil Engineering	Bachelors in Engineering Masters in Management
Expertise / Skills	Leadership Industry Knowledge and Experience Governance and Compliance Global Experience Industry Advocacy	Leadership Industry Knowledge and Experience Governance and Compliance Global Experience	Leadership Industry Knowledge and Experience Governance and Compliance Global Experience
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	1. L&T Valves Limited 2. L&T Energy Green tech Limited 3. L&T Electrolysers Limited	1. L&T Himachal Hydropower Limited 2. L&T Geostructure Private Limited 3. International Seaport Dredging Private Limited	None
Details of Listed entities from which he resigned during the last three years.	None	None	None
Memberships/ Chairmanships of committees across all companies	Member: Board Risk Management Committee Larsen & Toubro Limited	Member: CSR & Sustainability Committee Larsen & Toubro Limited Corporate Social Responsibility Committee L&T Geostructure Private Limited	Member: Stakeholders Relationship Committee Larsen & Toubro Limited
Number of Meetings attended during FY 2024-25	6 out of 6	6 out of 6	6 out of 6
Shareholding in the Company	Please refer to page No. 406 of this Integrated Annual Report.		
Relationships between directors inter-se	None	None	None

INFORMATION AT A GLANCE:

Sr. No.	Particulars	Details
1.	Day, Date and Time of AGM	Tuesday, June 17, 2025, 3:00 P.M.
2.	Mode	Video Conference (VC) or Other Audio Visual Means (OAVM)
3.	Participation through VC/OAVM	Members can login from 02.30 P.M. (IST) on the date of the AGM at www.evoting.nsdl.com .
4.	Helpline Number for VC/OAVM participation	NSDL Helpline No. 022 4886 7000
5.	Submission of Questions/ Queries before AGM	Members seeking any information with regard to the accounts or any matter mentioned in the AGM Notice, are requested to write to the Company on or before the cut-off date i.e. Tuesday, June 10, 2025 via email at IGRC@larsentoubro.com . The same will be replied by the Company suitably.
6.	Speaker registration before AGM	Members may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to LNTGOGREEN@larsentoubro.com on or before the Cut-off Date i.e. Tuesday, June 10, 2025.
7.	Transcript	Will be made available post AGM at www.larsentoubro.com
8.	Dividend for FY 2024-25 recommended by the Board	Final Dividend of ₹ 34 per equity share of face value of ₹ 2 each
9.	Record Date	Tuesday, June 03, 2025
10.	Dividend Payment Date	On or before Saturday, June 21, 2025
11.	Cut-off date for e-voting	Tuesday, June 10, 2025
12.	Remote e-voting start time and date	Friday, June 13, 2025, 09.00 A.M
13.	Remote e-voting end time and date	Monday, June 16, 2025, 05.00 P.M
14.	Remote e-voting website of NSDL	Shares held in Demat mode with NSDL: <ol style="list-style-type: none"> Shareholders registered for NSDL IDeAS facility: https://eservices.nsdl.com Others: www.evoting.nsdl.com Shares held in Demat mode with CDSL: <ol style="list-style-type: none"> Shareholders who have opted for Easi facility of CDSL: https://web.cdslindia.com/myeasitoken/home/login Others: www.cdslindia.com Logging in through Depository Participants: Members can also login using the login credentials of their demat account through your DP registered with NSDL /CDSL for e-voting facility.
15.	Name, address and contact details of e-voting service provider and registrar and transfer agent	Registrar and Transfer Agent KFin Technologies Limited Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Toll Free Number: 1800 3094 001 Email: einward.ris@KFintech.com Website: www.kfintech.com E-voting Service Provider National Securities Depositories Limited (NSDL) C-31, Naman Chamber, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051 Tel No: 022 4886 7000
16.	Email Registration and Contact Updation Process	Demat Shareholders: Contact respective Depository Participant Physical Shareholders: Please furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at https://investors.larsentoubro.com/DownloadableForms.aspx) along with the necessary attachments mentioned in the said Forms to KFintech, Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members may also email the duly filled forms to einward.ris@kfintech.com .