

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 Eighty-First Annual General Meeting of **LARSEN & TOUBRO LIMITED** will be held through **VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS on Friday, June 5, 2026 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, 2026 and the Reports of the Board of Directors and Auditor's thereon.
- 2) To consider and adopt the audited consolidated financial statements of the Company for the year ended March 31, 2026, and the report of the Auditor's thereon.
- 3) To declare a final Dividend of ₹ 38 per share of face value of ₹ 2 each for FY 2025-26.
- 4) To appoint a Director in place of Mr. Anil Vithal Parab (DIN: 06913351), who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint a Director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

- 6) **Re-appointment of Mr. R. Shankar Raman (DIN: 00019798) as President and Whole-time Director - Finance effective October 1, 2026.**

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 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. R. Shankar Raman (DIN: 00019798) and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for re-appointment to the office of President and Whole-time Director - Finance of the Company be and is hereby re-appointed as

the President and Whole-time Director - Finance with effect from October 1, 2026 upto and including September 30, 2028.

RESOLVED FURTHER THAT Mr. R. Shankar Raman in his capacity as President and Whole-time Director - Finance, 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.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

- 7) **Re-appointment of Mr. Pramit Jhaveri (DIN: 00186137) as Independent Director of the Company for a term of 5 years effective April 1, 2027.**

To consider and, if thought fit, to pass the following as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”) as amended from time to time, and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pramit Jhaveri (DIN: 00186137) who was appointed as an Independent Director of the Company pursuant to postal ballot notice dated April 13, 2022, and who holds office as an Independent Director upto March 31, 2027, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, under the

provisions of the Act, Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for re-appointment to the office of Non-Executive, Independent Director of the Company, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2027 up to and including March 31, 2032 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Pramit Jhaveri shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

8) **Appointment of Mr. Vijay Sankar (DIN: 00007875) as an Independent Director of the Company for a term of 5 years effective May 27, 2026.**

To consider and, if thought fit, to pass as a **SPECIAL RESOLUTION** the following:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and pursuant to the provisions of Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vijay Sankar (DIN: 00007875), who has been appointed as an Additional Director (Independent) of the Company with effect from May 27, 2026, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and

who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Non-Executive, Independent Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 27, 2026, up to and including May 26, 2031, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Vijay Sankar shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9) **Ratification of remuneration payable to Cost Auditors for FY 2026-27:**

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 ₹ 20 lakhs plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/ lodging for the financial year ending March 31, 2027 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 2026-27."

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

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

Mumbai, May 5, 2026

Notes:

[a] The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on May 5, 2026.

[b] The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standards 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. 3/2025 dated September 22, 2025 (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. In compliance with the applicable provisions of the Act and MCA Circulars, the 81st 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 **Friday, May 29, 2026 ("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 2025-26:

The Board of Directors, at its meeting held on May 5, 2026, has recommended a Final Dividend of ₹ 38 per

share. The record date for the purpose of payment of final dividend is **Friday, May 22, 2026**. Final Dividend if approved by the Members at this AGM will be directly credited to the Bank account 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.

In accordance with Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Master Circular No. HO/38/13/(4)2026 – MIRSD - POD//4298/2026 dated February 6, 2026, dividend to security holders shall be paid only through electronic mode including to those who are holding securities in physical form. 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/jan-2026/1767611333081.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, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, who are the Company's Registrar and Share Transfer Agents, so as to reach them latest by the Record Date i.e. Friday, May 22, 2026. 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 shareholders. 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 such dividend paid to shareholders at the applicable rates prescribed by the Tax law in force. The applicable rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident

shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company.

The Company has sent 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 also 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, 2025.

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

In line with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, this Notice along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Depository Participants/ KFintech. Members may note that the Notice and Integrated Annual Report 2025-26 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 National Securities Depository Limited (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 Annual Report for FY 2025-26 and a static Quick Response Code (QR Code), will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / KFintech.

The Company will be publishing an advertisement in Newspapers (one English newspaper and one Marathi newspaper) 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 500 032. Members may also email the duly filled forms to einward.ris@kfintech.com. This will enable the shareholders to receive electronic copies of the Integrated Annual Report for FY 2025-26 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 for Shareholders:**

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 cannot be disbursed 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 Nos. 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 web portal <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 vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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 vide its Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2025/3 dated March 19, 2025, titled **“Harnessing DigiLocker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market”** had introduced 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 the event of the shareholder's demise, 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 [SEBI - DigiLocker Circular](#).

[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 this Notice and the Annual Report for “Inspection of members” will be available, for inspection electronically, to the members during 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, 2026 (₹ Crore)
90	01.08.2019	31.03.2019	06.09.2026	15.42
91	18.03.2020	31.03.2020	24.04.2027	14.19
92	13.08.2020	31.03.2020	18.09.2027	6.55
93	28.10.2020	31.03.2021	02.12.2027	13.02
94	05.08.2021	31.03.2021	11.09.2028	11.91
95	04.08.2022	31.03.2022	10.09.2029	13.54
96	25.07.2023	31.03.2024	30.08.2030	3.53
97	09.08.2023	31.03.2023	14.09.2030	14.06
98	04.07.2024	31.03.2024	10.08.2031	25.80
99	17.06.2025	31.03.2025	23.07.2032	25.75
Total				143.77

Members who have not encashed their dividends pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments

thereof at least 30 days before they are due for transfer to the said fund.

2. Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has during the financial year 2025-26 transferred to the IEPF Authority 3,41,070 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 Friday, May 29, 2026 through email on IGRC@larsentoubro.com. The same will be replied to 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/frInvestorHome.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 packet 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 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. Friday, May 29, 2026. 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. Friday May 29, 2026 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 Monday, June 1, 2026 at 9.00 A.M. and ends on Thursday, June 4, 2026 at 05.00 P.M. During this period, members of the Company holding shares either in physical or dematerialised form, as on the Cut-off Date of **Friday, May 29, 2026** 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 **Friday, May 29, 2026**, 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. **Friday, May 29, 2026**, 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 could 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/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 web page of NSDL for casting your vote during the remote e-Voting period. 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

- Visit the e-voting website of NSDL. Open web browser and type the following URL: 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 "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 139264" 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 back), 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 1 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 casted 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.

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 Mr. S. N. Ananthasubramanian, Practising Company Secretary, (Membership No. FCS 4206, COP No. 1774) or failing him, Mr. S. N. Viswanathan, Practising Company Secretary (Membership No. FCS 13685, COP No. 24335), to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

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

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 9 of the accompanying Notice.

Item No. 6

Re-appointment of Mr. R. Shankar Raman (DIN: 00019798) as President and Whole-time Director- Finance:

The Shareholders at the 76th Annual General Meeting (AGM) held on August 05, 2021, approved the re-appointment of Mr. R. Shankar Raman (DIN: 00019798) as a Whole-time Director of the Company for a period of five years, with effect from October 1, 2021 upto and including September 30, 2026.

Basis the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on May 5, 2026, approved the re-appointment of Mr. R. Shankar Raman, as the President and Whole-time Director - Finance with effect from October 1, 2026 upto and including September 30, 2028, subject to the approval of the members in the Annual General Meeting.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing his candidature to the office of President and Whole-time Director - Finance of the Company.

Mr. R. Shankar Raman would cease to be the Chief Financial Officer of the Company effective close of business hours of June 30, 2026, pursuant to appointment of Mr. P. Ramakrishnan as the Chief Financial Officer of the Company.

Mr. R Shankar Raman is a Commerce graduate from the University of Madras, Chennai. He is a qualified Chartered Accountant and a Cost Accountant. Over past 40 years of professional work experience, Mr. R. Shankar Raman has worked for leading listed Corporations in varied capacities in the field of Finance.

Mr. R. Shankar Raman joined L&T Group in 1994 for setting up L&T Finance Limited, a subsidiary of Larsen & Toubro Limited (L&T). Over the years, Mr. Shankar Raman assumed

responsibilities to oversee the entire finance function at the Group level including functions like Risk Management and Investor Relations. Mr. R Shankar Raman was appointed as the Chief Financial Officer of Larsen & Toubro Limited in September 2011 and subsequently elevated to the Board on October 1, 2011. He is a member of the Executive Committee of L&T since 2015. Mr. Shankar Raman is also on the Board of Management of several companies within the L&T Group. He had participated and presented papers in several conventions/ seminars both in India and abroad.

Mr. R Shankar Raman has been a recipient of several awards such as Best CFO of Asia in the Industrial Sector in a survey conducted by the prestigious New York based Institutional Investor Magazine, winner of Best CFO Awards from CNBC TV18, Financial Express, Business Today and Yes Bank.

Mr. R Shankar Raman was the Chairman of the CII's National Committee of CFOs in 2017-18. He was also a member of Uday Kotak's Committee on Corporate Governance constituted by SEBI.

Mr. R Shankar Raman is on the Boards of L&T Finance Limited, LTM Limited, L&T Realty Properties Limited, L&T Realty Developers Limited, L&T Semiconductor Technologies Limited, SuFin Limited and Vyoma.AI Limited.

Considering his expertise and leadership, and to leverage the same for Company's performance, the Board, approved re-appointment of Mr. R Shankar Raman as the President and Wholetime Director-Finance for a period of two years effective October 1, 2026.

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. R Shankar Raman as a Whole-time Director.

The Company will enter into an Agreement with Mr. R. Shankar Raman, re-appointing him as a President and Wholetime Director-Finance for the period from October 1, 2026 upto and including September 30, 2028. During the period of this agreement and so long as the Whole-time Director performs his services as per the terms and conditions provided by this agreement, he shall be entitled to the following:

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

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

Perquisites: ₹12 lakhs 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 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. 6 in relation to appointment of Mr. R Shankar Raman, 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. R Shankar Raman 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 re-appointment thereof of Mr. R Shankar Raman as a Whole-time Director of the Company for approval of the shareholders. Mr. R. Shankar Raman abstained from discussions and voting on matters concerning his appointment during the meeting of the Board of Directors.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. R. Shankar Raman and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7

Re-appointment of Mr. Pramit Jhaveri (DIN: 00186137) as Independent Director of the Company for a term of 5 years with effect from April 1, 2027.

Mr. Pramit Jhaveri (DIN: 00186137) was appointed as an Independent Director of the Company pursuant to Postal Ballot Notice dated April 13, 2022, who holds office as an Independent Director up to March 31, 2027.

Basis the annual performance evaluation of Mr. Pramit Jhaveri and considering his experience and contributions made during his tenure as an Independent Director, as well as considering that his continued association would be beneficial to the Company, the Board of Directors, basis the recommendation of the NRC, at its meeting held on May 5, 2026, subject to the approval of the members, approved re-appointment of Mr. Pramit Jhaveri, as a Non-Executive Independent Director of the Company for a term

of five years commencing from April 1, 2027 to March 31, 2032.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing his candidature to the office of Independent Director of the Company.

Mr. Pramit Jhaveri is Senior Advisor to Premji Invest and PJT Partners and an Independent Director on the Boards of Bajaj Finance and Bajaj Finserv. Mr. Pramit serves as a Trustee on the Board of several philanthropic, non-profit entities in India. Prior to his current activities, Mr. Jhaveri was Vice Chairman - Banking, Asia Pacific -Citibank. He served as Chief Executive Officer of Citibank India from 2010 to 2019. He retired from Citibank in November 2019 after a distinguished career in banking of 32 years, having joined the firm as a 23 year old in 1987. His continued association with the Company as an Independent Director would immensely benefit the Company.

The Company has received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

The terms and conditions of his re-appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Pramit Jhaveri as Non-Executive and Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 7 of the Notice, for approval of the members by means of a special resolution. Mr. Jhaveri abstained

from discussions and voting on the matters concerning his appointment during the meetings of NRC as well as the Board of Directors.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Pramit Jhaveri and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 7 of the Notice.

Item No. 8

Appointment of Mr. Vijay Sankar (DIN: 00007875) as an Independent Director of the Company for a term of 5 years effective May 27, 2026.

The Board of Directors of the Company at its meeting held on May 5, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Mr. Vijay Sankar (DIN: 00007875) as an Additional Director (Independent) subject to the approval of members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 27, 2026, up to and including May 26, 2031. The Company has received a Notice under Section 160 of the Act from a Member proposing his candidature to the office of Independent Director of the Company.

The Company has received requisite declarations and disclosures from Mr. Vijay Sankar confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties, in terms of Regulation 25(8) of Listing Regulations. Mr. Vijay Sankar has confirmed his compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Vijay Sankar is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred to hold the office of Director by virtue of any order passed by SEBI or any other authority and have given his consent to act as Director of the Company. Further, there are no inter se relationship between him and any other member of the Board and Key Managerial Personnel of the Company.

NRC has identified the desired attributes for the selection of Independent Director including leadership, Industry knowledge and experience, expertise in governance including legal compliance, experience & exposure in policy shaping and industry advocacy, expertise & experience in finance & accounts, audit & risk management areas, and global experience/international exposure as the skills

required for the role of a Director. Mr. Vijay Sankar fulfills all the attributes.

Mr. Vijay Sankar is a distinguished business leader and a qualified Chartered Accountant. He holds a master's degree in business administration from the J.L. Kellogg Graduate School of Management, Northwestern University, USA.

Mr. Vijay Sankar is the Chairman of the Sanmar Group, a Chennai-headquartered diversified conglomerate with manufacturing facilities in India, Mexico and Egypt. The Group has a strong presence in Chemicals (including Specialty Chemicals), Engineering Technologies (Products and Steel Castings) and Shipping, with an annual turnover of approximately US\$ 1.6 billion.

Mr. Sankar serves as an Independent Director on the Boards of TVS Motor Company Limited, Oriental Hotels Limited, Kaveri Retreats and Resorts Limited and Transport Corporation of India Limited.

Mr. Sankar is actively involved in social and charitable initiatives and serves as Vice President of the Tamil Nadu Tennis Association, Trustee of The Childs Trust Hospital and Voluntary Health Services (VHS). He is a Member of the Board of Governors of the Medical Research Foundation (Sankara Nethralaya) and CPR Environment Education Centre.

Mr. Sankar is also the Honorary Consul General of Denmark in Chennai.

The NRC and Board of Directors views that the appointment of Mr. Vijay Sankar as an Independent Director would be in the interest of the Company considering his expertise in industry knowledge, corporate governance, strategic leadership, financial management, global business operations, stakeholder engagement, and sustainability.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain approval of the members at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier. In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV to the Act and the rules framed thereunder and in terms of Regulations 17, 25 and other applicable provisions of the SEBI Listing Regulations, appointment of Mr. Vijay Sankar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from May 27, 2026 up to May 26, 2031 is being placed before the members for their approval by means of a Special Resolution.

A copy of the draft letter of appointment to be issued to Mr. Vijay Sankar setting out terms and conditions of appointment 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 special resolution set out in Item No. 8 of the Notice, for approval of the members.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Vijay Sankar and his relatives are concerned or interested, in the resolution.

Item No. 9

Ratification of remuneration payable to Cost Auditors for FY 2026-27:

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, at its meeting held on May 5, 2026, 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 2026-27, at a remuneration of ₹ 20 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. 9, 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 5, 2026

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.]

Name & DIN of the Director	Mr. Anil Vithal Parab (DIN: 06913351)	Mr. R Shankar Raman (DIN: 00019798)	Mr. Pramit Jhaveri (DIN: 00186137)	Mr. Vijay Sankar (DIN: 00007875)	
Date of Birth/ Age	September 21, 1961	December 20, 1958	May 4, 1963	December 26, 1972	
Date of first appointment on the Board	August 5, 2022	October 1, 2011	April 1, 2022	-	
Qualifications	Mechanical Engineer	Bachelor's in Commerce Chartered Accountant Cost and Management Accountant	Bachelor's in Commerce Master's in Business Administration	Chartered Accountant Master's in Business Administration	
Experience, Skills required for the role and the manner in which the proposed person meets the requirement including brief profile	Experience in Technology & Business Development	Detailed in the explanatory statement forming part of the Notice.			
Nature of expertise in specific functional areas	Mr. Anil Vithal Parab, Mr. R. Shankar Raman, Mr. Pramit Jhaveri and Mr. Vijay Sankar possess the following skills as approved by the Board:				
	Skills	Mr. Anil Vithal Parab	Mr. R Shankar Raman	Mr. Pramit Jhaveri	Mr. Vijay Sankar
	Leadership	✓	✓	✓	✓
	Industry knowledge and Experience	✓	✓	x	✓
	Experience and Exposure in policy shaping and industry advocacy	x	✓	x	✓
	Governance including legal compliance	✓	✓	✓	✓
	Expertise/ Experience in Finance and Accounts/ Audit /Risk Management areas	x	✓	✓	✓
	Global Experience / International Exposure	✓	x	✓	✓
Directorships held in other companies.	The details of other directorships of the above directors are disclosed under https://www.larsentoubro.com/leadership			Refer Annexure II below	
Memberships/ Chairmanships of committees across all companies	Refer Annexure II below				
Name of Listed entities from which the Director has resigned in the last three years.	Nil	1. L&T Metro Rail (Hyderabad) Limited 2. Epic Concesiones Private Limited. (erstwhile L&T Infrastructure Development Projects Limited).	Nil	1. The K C P Limited	

Name & DIN of the Director	Mr. Anil Vithal Parab (DIN: 06913351)	Mr. R Shankar Raman (DIN: 00019798)	Mr. Pramit Jhaveri (DIN: 00186137)	Mr. Vijay Sankar (DIN: 00007875)
Number of Meetings attended during the financial year	Refer Corporate Governance Report FY26 for the details of the number of meetings attended by the Directors.			NA
Shareholding in the Company	Refer Corporate Governance Report FY26 for shareholding details			Nil
Relationships between directors inter-se	None			
Remuneration last drawn (in FY26), if applicable	Refer Corporate Governance Report FY26 for remuneration details			NA
Remuneration proposed to be paid	<p>Mr. Pramit Jhaveri and Mr. Vijay Sankar will be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, if any. In addition, they will be eligible for commission as determined annually by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.</p> <p>The terms of re-appointment of Mr. R Shankar Raman has been detailed in the explanatory statement.</p> <p>Remuneration proposed to be paid is not applicable to Mr. Anil V Parab as the resolution pertains to retirement by rotation</p>			

Annexure II

Other Directorships of Mr. Vijay Sankar

A. Public Limited Companies

- TVS Motor Company Limited
- Oriental Hotels Limited
- Chemplast Sanmar Limited
- Transport Corporation of India Limited
- Kaveri Retreats and Resorts Limited

B. Private Limited Companies

- Sanmar Consolidations Private Limited
- Stargate Enterprises Private Limited
- Barbourne Trading Private Limited
- NS Family Investments Private Limited

- VS Trading and Consultancy Private Limited
- C Sankar Trading and Consultancy Private Limited
- M Sankar Trading and Consultancy Private Limited
- SCL Consultancy and Trading Private Limited
- SCL Research Private Limited

C. Section 8 Companies / Foundations

- Chennai Willingdon Corporate Foundation
- Southern India Chamber of Commerce & Industry
- Federation of Indian Chambers of Commerce and Industry (FICCI)
- Young Presidents' Organization (Chennai Chapter)
- Chennai Heritage

Details of Memberships/ Chairmanships of committees across all companies

1. Mr. Anil Vithal Parab - Nil

2. Mr. R Shankar Raman

Committee	Company	Position
Audit Committee	LTM Limited	Member
	L&T Finance Limited	Member
Risk Management Committee	L&T Finance Limited	Member
Nomination & Remuneration Committee	L&T Finance Limited	Member
CSR & Sustainability Committee	Larsen & Toubro Limited	Member

3. Mr. Pramit Jhaveri

Committee	Company	Position
Audit Committee	Bajaj Finance Limited	Member
	Bajaj Finserv Limited	Member
Risk Management Committee	Bajaj Finance Limited	Chairman
	Bajaj Finserv Limited	Chairman
	Larsen & Toubro Limited	Member
Nomination & Remuneration Committee	Larsen & Toubro Limited	Member

4. Mr. Vijay Sankar

Committee	Company	Position
Audit Committee	Transport Corporation of India Limited	Member
	Chemplast Sanmar Limited	Member
Nomination & Remuneration Committee	TVS Motor Company Limited	Chairman
	Chemplast Sanmar Limited	Member
Corporate Social Responsibility Committee	Chemplast Sanmar Limited	Chairman
	Oriental Hotels Limited	Chairman
	TVS Motor Company Limited	Member
Stakeholder Relationship Committee	Chemplast Sanmar Limited	Member
Risk Management Committee	Chemplast Sanmar Limited	Member

INFORMATION AT A GLANCE:

Sr. No.	Particulars	Details
1.	Day, Date and Time of AGM	Friday, June 5, 2026, 3:00 P.M. (IST)
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. Friday, May 29, 2026 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. Friday, May 29, 2026.
7.	Transcript	Will be made available post AGM at www.larsentoubro.com
8.	Dividend for FY 2025-26 recommended by the Board	Final Dividend of ₹38 per equity share of face value of ₹2 each
9.	Record Date	Friday, May 22, 2026
10.	Dividend Payment Date	On or before Wednesday, June 10, 2026 (Tentatively)
11.	Cut-off Date for e-voting	Friday, May 29, 2026
12.	Remote e-voting start time and date	Monday, June 1, 2026, 09.00 A.M. (IST)
13.	Remote e-voting end time and date	Thursday, June 4, 2026, 05.00 P.M. (IST)
14.	Remote e-voting website of NSDL	<p>Shares held in Demat mode with NSDL:</p> <ol style="list-style-type: none"> Shareholders registered for NSDL IDeAS facility: https://eservices.nsdl.com Others: www.evoting.nsdl.com <p>Shares held in Demat mode with CDSL:</p> <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 <p>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.</p>
15.	Name, address and contact details of e-voting service provider and registrar and transfer agent	<p>Registrar and Transfer Agent KFin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, India - 500 032. Toll Free Number: 1800 3094 001 Email: einward.ris@KFintech.com Website: www.kfintech.com</p> <p>E-voting Service Provider National Securities Depositories Limited (NSDL) Trade World, A Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 Tel No: 022 4886 7000</p>
16.	Email Registration and Contact Updation Process	<p>Demat Shareholders: Contact respective Depository Participant</p> <p>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 KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, India - 500032.</p> <p>Members may also email the duly filled forms to einward.ris@kfintech.com.</p>