

16) **Ratification of remuneration payable to Cost Auditors for FY 2024-25:**

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of ₹ 18 lakhs plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/ lodging for the financial year ending March 31, 2025 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 2024-25."

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

SIVARAM NAIR A
COMPANY SECRETARY &
COMPLIANCE OFFICER
M.NO – F3939

Mumbai, May 8, 2024

NOTES:

- [a] The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under items 6 to 16 set out above are annexed hereto.

[b] **Meeting through VC/OAVM**

Ministry of Corporate Affairs ("MCA") vide its Circular No. 9/2023 dated September 25, 2023 (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 at a common venue till September 30, 2024. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the 79th 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 pursuant to the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (in continuation with the Circulars issued earlier in this regard) ("SEBI Circulars"). Hence, no proxy form has been sent alongwith 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 **Thursday, June 27, 2024 ("Cut-off Date")** can join the AGM 30 minutes before the commencement of the AGM i.e at 2:30 P.M. and till the time of the conclusion of the Meeting 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 serve 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 serve basis.

Members attending the Meeting through VC/OAVM will be counted for the purposes of Quorum under Section 103 of the Act.

[c] **Final Dividend for FY 2023-24:**

The Board of Directors, at its meeting held on May 8, 2024, has recommended a Final Dividend of ₹ 28/- per share, in addition to the Special Dividend of ₹ 6 per share paid to the shareholders on August 14, 2023. The record date for the purpose of payment of Final Dividend will be **Thursday, June 20, 2024 ("Record Date")**. Final Dividend, if approved by the Members at this Meeting, will be directly credited to the bank accounts of the shareholders as on the Record Date.

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 & 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-2024/1704433843359.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. Thursday, June 20, 2024. Alternatively, members may send the documents by email to KFinTech at einward.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.

In respect of members holding shares in demat mode, the details as would be 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.

[d] TDS on Dividend:

Dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source 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. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961.

The Company will be sending a 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, 1961.

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

In line with the MCA Circulars and SEBI Circulars, this Notice along with the Integrated Annual Report for FY 2023-24 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 for FY 2023-24 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) at www.evoting.nsdl.com. Hard copy of the full Integrated Annual Report will be sent to shareholders who request for the same.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., the conducting of AGM through VC/OAVM, date and time of AGM, 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.

[f] 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 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>) along with the necessary attachments mentioned in the said Forms to KFinTech, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032. 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 2023-24 and this Notice.
 - b) Members holding shares in demat form may 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.

[g] Important Information for Shareholders:

- 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 Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032.

Alternatively, members may send the documents by email to KFinTech at einward.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.

- 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.

- SEBI on January 24, 2022 has amended SEBI 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 dematerialise the shares held by them in physical form.

[h] Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, 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 by the members during the e-voting period and the AGM.

All shareholders will also be able to inspect all documents referred to in the Notice 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.

[i] Transfer of unclaimed dividend and shares to IEPF:

- Pursuant to Section 124 of the Act 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
88	22.08.2017	31.03.2017	27.09.2024
89	23.08.2018	31.03.2018	28.09.2025
90	01.08.2019	31.03.2019	06.09.2026
91	18.03.2020	31.03.2020	24.04.2027
92	13.08.2020	31.03.2020	18.09.2027
93	28.10.2020	31.03.2021	02.12.2027
94	05.08.2021	31.03.2021	11.09.2028
95	04.08.2022	31.03.2022	10.09.2029
96	25.07.2023	31.03.2024	30.08.2030
97	09.08.2023	31.03.2023	14.09.2030

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 IEPF.

2. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has during FY 2023-24 transferred to the IEPF Authority all 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.

[j] 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 mentioned in the AGM Notice, are requested to write to the Company on or before the Cut-off Date i.e. **Thursday, June 27, 2024** at IGRC@larsentoubro.com. The same will be replied by the Company suitably.

Members may note that in case they have 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, they can file for Online Resolution of Dispute which harnesses online conciliation and online 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 SEBI SCORES system and are not satisfied with the outcome.

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

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

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

[k] 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 of 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 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. **Thursday, June 27, 2024**. 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.

[l] E-voting:

The businesses as set out in the Notice will be transacted through electronic voting system and the Company will provide the facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules,

2014, Secretarial Standard 2 on General Meetings and 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 and e-voting during the AGM) will be provided by 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 of **Thursday, June 27, 2024** shall be entitled to avail the facility of remote e-voting or e-voting during 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 **Sunday, June 30, 2024 at 9.00 A.M** and ends on **Wednesday, July 3, 2024 at 5.00 P.M.** During this period, members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of **Thursday, June 27, 2024** 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 proceedings.

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 the Cut-off Date i.e. Thursday, June 27, 2024 are entitled to vote on the Resolutions set forth in this Notice. Any person who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and continues to hold shares as of the Cut-off Date i.e. Thursday, June 27, 2024, may obtain the login ID and password by sending a request to NSDL 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.	1. 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 visit URL https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 held 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. <p>NSDL Mobile App is available on</p> <div style="display: flex; align-items: center; justify-content: center;">  ▶  </div> <div style="display: flex; align-items: center; justify-content: center; margin-top: 10px;">   </div>
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 evoting is in progress as per the

Type of shareholders	Login Method
	<p>information provided by the 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> <ol style="list-style-type: none"> If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com. Shareholders are requested to click on 'login' & 'New System Myeasi' Tab and then click on 'registration' option. 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.
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 22 55 33

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.
- 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.
- 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***

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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. 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - 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.
 - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 128746" to cast your vote during the remote e-voting period and casting your vote during the AGM. 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 to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or

"Physical User Reset Password?" option available on 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 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 obtaining user id and password and registration of email ids for e-voting on 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) through 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.

- 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.

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

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.

[m] Live Webcast of the AGM:

Members will be able to view the live webcast of AGM provided by NSDL at 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.

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

The Company has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary, (Membership No. 4206, COP No. 1774) or failing him Mrs. Aparna Gadgil, Practicing Company Secretary, (Membership No. 14713, COP No. 8430), 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 or any person authorised by him, after completion of the scrutiny. The result of the voting on the

Resolutions moved 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 details of the voting results within 2 working days to the stock exchanges 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 ("the Act"), the following Explanatory Statement sets out material facts relating to the business under items 6 to 16 of the accompanying Notice dated May 8, 2024.

Item No. 6

Appointment of M/s. MSKA & Associates as Statutory Auditors and fix their remuneration.

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company's current auditors M/s. Deloitte Haskins and Sells LLP ('DHS') would be completing their tenure as Statutory Auditors of the Company on conclusion of the 80th Annual General Meeting of the Company to be held in the year 2025.

In accordance with provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, the Auditors post completion of 2 consecutive terms of total 10 years, need to step down from Auditorship from the conclusion of Annual General Meeting.

Accordingly, the Board of Directors ("Board") of the Company on the recommendation of the Audit Committee, has recommended the appointment of M/s. MSKA and Associates ('MSKA') (Firm registration number 105047W) as Statutory Auditors for a period of 5 continuous years i.e. from the conclusion of 79th Annual General Meeting till the conclusion of 84th Annual General Meeting of the Company in accordance with the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014.

Basis of recommendation:

The Board and the Audit Committee considered various parameters while recommending the appointment of MSKA as Statutory Auditors of the Company including but not limited to their capability to serve a diverse and complex business landscape as that of the Company, existing experience in the Company's business verticals and segments, market standing of the firm, clientele and technical knowledge. MSKA was found suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Credentials of MSKA:

Established in 1978, M S K A & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the US Public Company Accountancy Oversight Board (PCAOB) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The audit firm has a valid peer review certificate. MSKA & Associates is a member firm of BDO International.

The Firm primarily provides Audit & Assurance services, tax and advisory services, to its clients. The Firm's Audit & Assurance practice has significant experience across various industries, markets and geographies.

Joint Audit:

Both the Auditors, DHS and MSKA would jointly conduct the audit from the conclusion of 79th Annual General Meeting of the Company till the conclusion of the 80th Annual General Meeting and will be jointly and severally responsible for the audit. This would provide the new audit firm adequate time to get familiar with the Company's operations and processes.

Terms and Conditions of appointment of MSKA:**Tenure:**

5 years from the conclusion of the 79th Annual General Meeting till the conclusion of the 84th Annual General Meeting.

Remuneration:

Fixed Remuneration for Statutory Audit, limited review and audit of Internal control over Financial Reporting - ₹ 1 crore for FY 2024-25 plus applicable taxes, travelling and other out of pocket expenses incurred by them in connection with the statutory audit. The proposed fees is based on the scope of work, team size, industry experience, expertise and the time & efforts required to be put by MSKA for FY 2024-25. The fees for services in the nature of statutory certifications and other professional work will be in

addition to the audit fee as above and will be decided by the Management in consultation with the Auditors and will be subject to approval by the Board of Directors and/or the Audit Committee.

Further, the remuneration for the remaining tenure of MSKA as Statutory Auditors for the FY 2025-26 to FY 2028-29 will be approved by the Board of Directors and/or the Audit Committee.

The remuneration of existing auditors i.e. DHS for FY 2023-24 is ₹ 7 crore. The scope of DHS includes Statutory Audit, limited review, audit of Internal control over Financial Reporting, tax audit and transfer pricing. Audit fee of DHS for the year 2024-25 will be decided by Audit committee considering the scope of work and time & efforts involved.

The fees are fixed after discussion with the respective Auditors considering the scope of work, team size, systems and process in place at their respective firms.

MSKA has given their consent to act as Statutory Auditors of the Company and have confirmed that the said appointment if made will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Accordingly, the consent of the members is sought for appointment of MSKA as Statutory Auditors of the Company.

The Directors recommend this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7:**Appointment of Mr. Siddhartha Mohanty (representing equity interest of LIC), as Director of the Company.**

On the recommendation of the Nomination & Remuneration Committee, Mr. Siddhartha Mohanty (DIN: 08058830) was appointed by the Board of Directors as a Director in casual vacancy caused due to withdrawal of nomination of Mr. Hemant Bhargava by Life Insurance Corporation of India (LIC). Pursuant to Section 161(4) of the Act, Mr. Siddhartha Mohanty will hold office up to the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing the candidature of Mr. Siddhartha Mohanty as Director.

Brief Profile:

Mr. Siddhartha Mohanty is Chairperson of LIC which with its more than \$500 billion reserves, is the fourth largest insurer globally. He is a post-graduate in Political Science, having Bachelor's degree in Law and a Post Graduate Certification in Business Management. Mr. Mohanty is an avid reader and embraces technological advances with enthusiasm.

He joined LIC as a Direct Recruit Officer in 1985. During his tenure of almost four decades, he has gained a 360 degree knowledge and experience in every domain of Life Insurance. He has worked in Marketing, HR, Legal and Investments. Among the positions he held, most notable were Sr. Divisional Manager In charge, Regional Manager of Marketing Vertical, Chief of Investment, Executive Director (Legal) and CEO of LIC Housing Finance Ltd , a listed Associate Company of LIC and one of the largest Housing Finance Companies in India. Immediately before becoming Chairperson, Mr. Mohanty had worked as Managing Director of LIC.

He chairs the Boards of various National and International Subsidiaries and Associate Companies of LIC. In addition, he is the Chairperson of the Council of Insurance Ombudsman, Chairman of the Governing Board of National Insurance Academy and a member of the Council of the Institute of Actuaries of India.

Disclosure as required under Secretarial Standard 2 on General Meetings is provided as an Annexure to the Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Siddhartha Mohanty as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Siddhartha Mohanty as a Director representing equity interest of LIC, for the approval by the shareholders of the Company.

Except Mr. Siddhartha Mohanty, being the appointee, 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. 7.

Item No. 8:**Amendment to Articles of Association of the Company by deleting Article 107 pertaining to qualification shares.**

Article 107 of the Articles of Association (AOA) of the Company mandates Directors to hold 100 qualification shares at the time of appointment or acquire them within a period of two months from the date of appointment.

There is no regulatory requirement which mandates Directors to hold qualification shares. Considering the

same, it is proposed to amend the AOA of the Company by deleting Article 107 pertaining to qualification shares.

The amended draft AOA is available for inspection of the members in the manner specified in this Notice.

As per the provisions of the Act, alteration of the Articles of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution. The Board of Directors at its meeting held on May 8, 2024, has accorded its approval to the proposed alteration of the Articles of Association, subject to approval of the shareholders. Accordingly, approval of the shareholders is sought for amendment of the Articles of Association.

The Directors recommend this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 except to the extent of qualification shares held/to be acquired by Directors of the Company.

Item Nos. 9 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 ("Listing Regulations"), material related party transactions require approval of the shareholders through a resolution.

For this purpose, a Related Party Transaction will be 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, 2024 was ₹ 22,111.30 crore, the materiality threshold for seeking shareholders' approval is ₹ 1,000 crore.

Issuance of Parent Company Guarantees (PCGs) on behalf of Larsen Toubro Arabia LLC:

Larsen Toubro Arabia LLC (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, these bids have a condition which require issuance of PCGs for execution of the awarded projects. 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 remain valid till completion of all obligations under the awarded 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 had in the past provided similar PCGs in favour of various subsidiaries operating in the Middle East. However, post the amendment in the definition of material related party transactions, the aforesaid proposal now requires prior approval of the shareholders.

Based on the expected probability of winning the bid, the Company will be required to provide PCGs of value upto ₹ 12,500 crore or USD 1500 Mn, whichever is higher, in favour of LTA as per the requirements of the customers with respect to the projects.

Accordingly, an enabling approval of the shareholders is sought for issuance of PCGs on behalf of LTA upto ₹ 12,500 crore or USD 1500 Mn, whichever is higher.

The shareholders through a resolution passed by Postal Ballot on January 18, 2024, approved issuance of PCGs on behalf of LTA upto an amount not exceeding ₹ 12,500 crore or USD 1500 Mn, whichever is higher.

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.

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.

LTMRHL has raised debt in the form of Non-Convertible Debentures and Commercial Papers. LTMRHL 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. The Company will be required to issue Parent Corporate Guarantee(s) for the bank borrowing of LTMRHL.

Additionally, LTMRHL has availed facilities from banks. In the eventuality LTMRHL is unable to meet its obligations under the terms of its agreement with the banks, the

Company will be required to provide funding support by way of an Inter Corporate Deposit (ICD) to LTMRHL.

Further, the Company also proposes to avail/render services from/to LTMRHL and also lease property to/from LTMRHL in the ordinary course of business.

Accordingly, approval of the shareholders is sought for issuance of PCGs on behalf of LTMRHL, providing ICDs and entering into other transactions in the ordinary course of business, for an amount not exceeding ₹ 4,800 crore.

The shareholders through a resolution passed by Postal Ballot on January 18, 2024, approved a proposal for entering into material related party transactions upto an amount not exceeding ₹ 3,600 crore with LTMRHL. The Company is seeking renewal of approval as well as approval for certain additional transactions at this AGM to ensure continuity of business.

Transactions with Other 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-MHI Power Boilers Private Limited, L&T Special Steels and Heavy Forgings Private Limited, L&T Modular Fabrication Yard LLC and LTIMindtree Limited, subsidiaries of the Company ("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 quantum of transactions with the aforesaid related parties.

The shareholders of the Company at the previous AGM held on August 9, 2023 had approved a similar proposal for entering/continuing to enter into material related party transactions with these Related Parties, which is valid till this AGM.

The shareholders of the Company at the previous AGM held on August 9, 2023 had approved a similar proposal for entering/continuing to enter into material related party transaction(s) upto an amount not exceeding ₹ 3,000 crore with NPCIL which is valid till this AGM. The Company is seeking a renewal of the approval at this AGM to ensure continuity of business with NPCIL.

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Particulars	Resolution No. 9	Resolution No. 10	Resolution No. 11	Resolution No. 12	Resolution No. 13	Resolution No. 14	Resolution No. 15
	<p>The PCGs will be valid till the completion of all statutory obligations under the relevant Engineering, Procurement and Construction (EPC) contract which is generally 3-5 years from the date of issuance.</p> <p>The transaction is in the ordinary course of business since the Company has been issuing such PCGs for the past several years.</p>						
Transaction related to providing loan(s)/ advances(s) or securities for loan taken by a related party	Not Applicable	The Company may be required to give an Inter Corporate Deposit (ICD) upto ₹ 750 crore and Parent Company Guarantee upto an amount of ₹ 4,000 crore.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Details of the source of funds in connection with the proposed transaction	Not Applicable	Internal accruals	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
If any financial indebtedness is incurred to make or give such loans/ advances/ securities for loan and Nature of Indebtedness/ Cost of Funds/Tenure	Not Applicable as no indebtedness shall be incurred by the Company	NIL, since funding, if any, will be through internal accruals.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>The PCGs will be provided at an arm's length basis and a fee would be charged.</p> <p>The present charges are 0.30% per annum for Performance Guarantees, which is benchmarked with the Company's existing bank guarantee charges.</p>	<p>The tenure, interest rate, security and repayment schedule of the ICD will be determined based on the requirement of funds and will be done in compliance with the provisions of the Act.</p> <p>The PCGs will be provided on an arm's length basis and a fee would be charged which will be benchmarked with the Company's existing bank guarantee charges (presently the charges are 0.35% p.a. for Financial Guarantees). The PCGs will be valid till the maturity of the borrowings to be availed by LTMRL.</p>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Purpose for which funds will be utilised	Not Applicable	LTMRL has availed facilities from banks. In the eventuality LTMRL is unable to meet its obligations under the terms of its agreement with the banks, the Company will be required to provide funds to the subsidiary company.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Particulars	Resolution No. 9	Resolution No. 10	Resolution No. 11	Resolution No. 12	Resolution No. 13	Resolution No. 14	Resolution No. 15
Any advance paid or received for the transaction	NIL						
Percentage of the Company's annual consolidated turnover for the immediately preceding financial year (i.e FY 2023-24) that is represented by the value of the proposed transaction	5.65%	2.17%	1.94%	0.68%	0.54%	0.90%	1.27%
Details about valuation, arms length and ordinary course of business	<p>As the proposal relates to providing Parent Company Guarantees on behalf of LTA the question of valuation does not arise.</p> <p>The PCGs will be provided at an arm's length basis and a fee would be charged. The present charges are 0.30% per annum for Performance Guarantees, which is benchmarked with the Company's existing bank guarantee charges.</p>	<p>As the proposal relates to providing ICDs/Parent Company Guarantees on behalf of LTMRL the question of valuation does not arise.</p> <p>The ICD will be provided at an arm's length basis and interest will be charged in accordance with provisions of the Act.</p> <p>The PCGs will be provided at an arm's length basis and a fee would be charged. The present charges are 0.35% per annum for Financial Guarantees which is benchmarked with the Company's existing bank guarantee charges.</p>	<p>The Company is in the business of bidding for various EPC contracts in India as well as overseas. Most of the EPC projects involve use of customized fabricated structures as per the contract specifications. As far as Indian projects are concerned, the Company has its own fabrication facilities in India. In case of overseas projects, the Company generally uses such facilities outside India to save on logistics costs. Thus, availing fabrication services is an activity in the normal course of business. The Company obtains quotations from various parties for its fabrication activities and based on the price, quality, timelines, etc., the contract gets finalized.</p> <p>MFY also quotes for such contracts and gets selected only if the quote is competitive.</p>	<p>The Heavy Engineering business manufactures and supplies custom designed equipment & critical piping to process industries such as fertilizer, chemical, refinery, petrochemical, and oil & gas, as well as to sectors such as thermal & nuclear power and aerospace.</p> <p>The Precision Engineering & Systems business provides concept-to-design to-delivery customised solutions across chosen strategic segments with a focus on indigenous design and emphasis on creating Indian Intellectual Property (IP). The business is structured to provide direction to various segments of operations, as under:</p> <ol style="list-style-type: none"> Marine Platforms, Equipment, and Systems Land Platforms, Equipment, and Systems Aerospace Systems <p>Both these businesses require customized forging. Hence procurement of forgings is in the ordinary course of business of the Company.</p> <p>The businesses procure forgings from LTSSHF as well as external vendors and hence arm's length is decided based on comparable quotes. Factors such as timeliness and quality are also considered before deciding on the procurement.</p>	<p>The Power business of the Company is into construction and commissioning of power plants. Boilers are a critical component of the power plant and hence procurement of Boilers is in the ordinary course of business for the Company.</p> <p>LMB is a joint venture of the Company with Mitsubishi Heavy Industries Limited (MHI) and is part of the technical collaboration which is engaged in construction and commissioning of power plants.</p> <p>While bidding for a project, the technical qualifications of MHI adds to the pre-qualifications of the Company. The Company is charged a price comparable with what LMB charges to its other customers. Hence the transaction is at arm's length.</p> <p>The Company also avails infrastructure and business support services with respect to Boilers from LMB.</p> <p>LMB operates from common campuses across the country and expenses related to the same are apportioned by the Company to LMB.</p>	<p>LTIMindtree is a listed subsidiary of the Company engaged in the business of providing IT services. The Company, in the ordinary course of its business, generally procures various software and customized software solutions from LTIM.</p> <p>LTIM also provides the support required on the software subsequently.</p> <p>Buildings & Factories (B&F) business vertical of the Company is equipped with the domain knowledge, requisite expertise and wide-ranging experience to undertake Engineering, Procurement and Construction of all types of building and factory structures. It provides concept to commissioning solutions for IT parks, office spaces, high rise towers and green buildings, metro stations, etc.</p> <p>B&F vertical of the Company proposes to construct commercial buildings/IT Parks for the use of LTIM.</p>	<p>The nuclear business segment of the Heavy Civil Infrastructure vertical of the Company offers turnkey services, civil, mechanical, electrical, instrumentation and modular construction technology and also manufactures and supplies custom designed critical equipment for Nuclear Power Plants.</p> <p>The Heavy Engineering vertical of the Company manufactures and supplies custom designed critical equipment for Nuclear Power Plants.</p> <p>The Company has been carrying out similar activities for several years in the past for these sectors and hence these transactions are in the ordinary course of business.</p> <p>The transactions being executed by different verticals of the Company are arising out of contracts received by the Company from NPCIL through competitive bidding. The commercial terms of transaction(s) are in line with usual business practices. Thus, the transactions can be deemed to be at arm's length.</p>

Particulars	Resolution No. 9	Resolution No. 10	Resolution No. 11	Resolution No. 12	Resolution No. 13	Resolution No. 14	Resolution No. 15
				<p>The Company also has other transactions such as sale of plant and machinery, scrap material, charges for lease of fabrication yard area, etc. with LTSSHF.</p> <p>LTSSHF operates from a common campus in Hazira and expenses related to the same are apportioned by the Company to LTSSHF.</p>		<p>The contracts will be awarded on competitive bidding basis and hence the transaction is at arm's length and in the ordinary course of business of the Company.</p>	
Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	<p>The PCGs are an essential part of EPC contracts. LTA will not be awarded contracts without this requirement being fulfilled.</p> <p>Issuance of such PCGs enables LTA to bid for and execute more EPC contracts in its country of operations. This will benefit the group as a whole.</p>	<p>The ICD would enable LTMRL to service the interest component of the bank borrowings availed by LTMRL.</p> <p>The PCG is an essential part for enabling raising of funds by LTMRL. This will enable the subsidiary company to get the funds at competitive rates which will benefit the group as a whole.</p>	<p>The Energy & Hydrocarbon business of the Company bids for various EPC contracts. Customized fabrication activities are an essential part of execution of such contracts. Such activities are normally done through MFY which has the technical expertise, facilities and execution capabilities.</p>	<p>The Heavy Engineering and Precision Engineering & Systems business of the Company bids for various projects (including defence contracts of the Government).</p> <p>Some of these contracts require procurement of forgings. LTSSHF is a prequalified supplier for most of the clients</p>	<p>The Power business of the Company bids for execution of a power plant project after taking into consideration various costs involved.</p> <p>Procurement of Boilers is an integral part of the installation of a power plant.</p> <p>While bidding for the project, the Company states that the Boilers and other infrastructure support services will be procured from LMB which is pre-qualified as per the contractual conditions.</p>	<p>LTIM is an authorized supplier for various softwares and gets the benefit of bulk purchases. It also provides service support for such softwares. The Company is able to leverage these benefits for its business.</p> <p>With respect to construction of commercial buildings/ IT Park for LTIM, The Company will get the benefit of more business prospects and timely assured payments, while LTIM will be assured of timely completion of the project and superior quality of construction.</p>	<p>The Heavy Engineering and Heavy Civil Infrastructure verticals of the Company bid for various projects floated by NPCIL. Both these verticals have specific business segments that cater to the specialized needs of NPCIL.</p> <p>Considering that the Company has executed similar projects for NPCIL in the past, the technical qualification of the Company adds to the pre-qualification requirements stipulated by NPCIL for such projects.</p> <p>Execution of projects for NPCIL will broaden the revenue base of the Company and lead to effective utilization of the business resources that the Company has created to cater to the requirements of customers including NPCIL. This will ultimately lead to enhanced shareholder value creation.</p> <p>The transactions proposed with NPCIL is purely commercial in nature and approval is being sought on account of the change in definition of RPTs as stipulated under Listing Regulations.</p>
Any other information relevant or important for the shareholders to take an informed decision	<p>The Company is bound by confidentiality clause in the customer contract(s) and hence not in a position to disclose the exact particulars of the contracts including the name of the customers.</p>	<p>LTMRL requires working capital to fund its operations. It proposes to raise funds through bank borrowings. Considering its financial position, LTMRL may not be able to raise funds without the support of the Company. The amount of funds raised will depend on the requirement of LTMRL. Since the exact timing and amount of borrowing is not known at this point of time, an enabling approval is being sought from the shareholders.</p>	<p>The Company is expected to bid for various projects during the year.</p> <p>The above related party contracts/arrangements will materialize only if the Company succeeds in the tenders being participated.</p> <p>Since it is not possible to predict the exact amount of the contract(s), enabling approval of shareholders is being sought.</p>				

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 and was last revised on December 14, 2023. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

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

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, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

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 at Item Nos. 9 to 15 for approval of the Shareholders.

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. 9 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. 9 to 15.

Item No. 16**Ratification of remuneration payable to Cost Auditors for FY 2024-25:**

In accordance with the provisions of Section 148 of 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 2024-25, at a remuneration of ₹ 18 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, consent of the members is sought for the aforesaid purpose.

The Directors recommend this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 16.

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

SIVARAM NAIR A
COMPANY SECRETARY &
COMPLIANCE OFFICER
M.No – F3939

Mumbai, May 8, 2024

(ANNEXURE TO NOTICE DATED MAY 8, 2024)
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. R. Shankar Raman	Mr. Subramanian Sarma	Mr. Siddhartha Mohanty
Date of Birth	December 20, 1958	February 4, 1958	June 8, 1963
Date of Appointment on the Board	October 1, 2011	August 19, 2015	May 28, 2024
Qualifications	B. Com, ACA and ACMA	Masters' Degree in Chemical Engineering from IIT Bombay	Bachelor's degree in Law, Post Graduate in Political Science and Post Graduate Certification in Business Management.
Expertise	Vast experience in the Finance, Taxation, Risk Management, Legal and Investor Relations	Expertise in managing large business portfolios in energy sector.	Vast experience in Insurance sector in various positions in marketing, HR, Investment and Legal functions.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. LTIMindtree Limited 2. L&T Realty Developers Limited 3. L&T Seawoods Limited 4. L&T Finance Limited 5. L&T Metro Rail (Hyderabad) Limited 	<ol style="list-style-type: none"> 1. L&T Valves Limited 2. L&T Energy Green Tech Limited 3. L&T Electrolysers Limited 	<ol style="list-style-type: none"> 1. Life Insurance Corporation of India 2. LIC Card Services Limited 3. LIC Housing Finance Limited 4. LIC Mutual Fund Asset Management Limited 5. LIC Pension Fund Limited
Details of Listed entities from which he resigned during the last three years.	None	None	<ol style="list-style-type: none"> 1. The India Cements Limited 2. Mahindra & Mahindra Financial Services Limited <p>(Note: Mr. Siddhartha Mohanty resigned from the above companies pursuant to withdrawal of nomination by LIC.)</p>
Memberships/ Chairmanships of committees across all companies	Member: Audit Committee <ol style="list-style-type: none"> 1. L&T Finance Limited 2. L&T Metro Rail (Hyderabad) Limited 3. LTIMindtree Limited Nomination and Remuneration Committee <ol style="list-style-type: none"> 1. L&T Finance Limited CSR & Sustainability Committee <ol style="list-style-type: none"> 1. Larsen & Toubro Limited Risk Management Committee <ol style="list-style-type: none"> 1. L&T Finance Limited 	Member: Risk Management Committee <ol style="list-style-type: none"> 1. Larsen & Toubro Limited 	Member: Nomination & Remuneration Committee <ol style="list-style-type: none"> 1. Life Insurance Corporation of India Stakeholders Relationship Committee <ol style="list-style-type: none"> 1. Larsen & Toubro Limited (appointed effective from May 28, 2024)
Number of Meetings attended during the year	6 out of 6	6 out of 6	NA
Shareholding in the Company	Please refer to page no. 345 of this Integrated Annual Report.		NIL
Relationships between directors inter-se	None	None	None

INFORMATION AT A GLANCE:

Sr. no	Particulars	Details
1.	Day, Date and Time of AGM	Thursday, July 4, 2024, 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. Thursday, June 27, 2024 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. Thursday, June 27, 2024.
7.	Transcript	Will be made available post AGM at www.larsentoubro.com
8.	Dividend for FY 2023-24 recommended by the Board	Final Dividend of ₹ 28 per equity share of face value of ₹ 2 each Special Dividend for FY 2023-24 of ₹ 6 per equity share has been paid to the shareholders on August 14, 2023.
9.	Record Date	Thursday, June 20, 2024
10.	Dividend Payment Date	Tentatively on Tuesday, July 9, 2024
11.	Cut-off date for e-voting	Thursday, June 27, 2024
12.	Remote e-voting start time and date	Sunday, June 30, 2024, 09.00 A.M
13.	Remote e-voting end time and date	Wednesday, July 3, 2024, 05.00 P.M
14.	Remote e-voting website of NSDL	Shares held in Demat mode with NSDL: 1. Shareholders registered for NSDL IDeAS facility: https://eservices.nsdl.com 2. Others: www.evoting.nsdl.com Shares held in Demat mode with CDSL: 1. Shareholders who have opted for Easi facility of CDSL: https://web.cdslindia.com/myeasitoken/home/login 2. 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 Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 Tel No: 1800-425-8998/1800-345-4001 Email: einward.ris@KFintech.com 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 Email: evoting@nsdl.com
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 KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032. Members may also email the duly filled forms to einward.ris@kfintech.com .

Board Report

Dear Members,

The Directors have pleasure in presenting their 79th Integrated Annual Report and Audited Financial Statements of Larsen & Toubro Limited for the year ended March 31, 2024.

FINANCIAL RESULTS:

The Company's financial performance for the year ended March 31, 2024 is summarised below:

	₹ crore	
Particulars	2023-24	2022-23
Profit before depreciation, exceptional items & tax	12619.33	11204.34
Less: Depreciation, amortization, impairment, and obsolescence	1751.01	1371.64
Profit before exceptional items and tax	10868.32	9832.70
Add: Exceptional Items	586.47	–
Profit before tax	11454.79	9832.70
Less: Provision for tax (including tax on exceptional items)	2150.46	1983.73
Net profit after tax	9304.33	7848.97
Add: Balance brought forward from the previous year	35863.32	31131.14
Less: Dividend paid for the previous year	3373.56	3091.42
Less: Special dividend paid	843.39	–
Add/(Less): Gain/(loss) on remeasurement of the net defined benefits plans	10.43	(25.37)
Balance to be carried forward	40961.13	35863.32

PERFORMANCE OF THE COMPANY:

The total income for the financial year under review was ₹ 131576.45 crore as against ₹ 114535.93 crore for the previous financial year, registering an increase of 14.88%. The Profit before exceptional items and tax was ₹ 10868.32 crore for the financial year under review as against ₹ 9832.70 crore for the previous financial year. The profit after tax was ₹ 9304.33 crore for the financial year under review as against ₹ 7848.97 crore for the previous financial year, registering an increase of 18.54%.

BUYBACK OF SHARES:

The Company completed its maiden buyback during FY 2023-24. The Board of Directors at its meeting held on July 25, 2023, approved the buyback of equity shares through the Tender Offer route through stock exchange mechanism, amounting to ₹ 10000 crore (excluding tax and transaction costs). After seeking shareholders' approval through postal ballot, the Company bought back 3,12,50,000 equity shares representing 2.22% of the total issued and paid-up equity share capital of the Company as on March 31, 2023, at a price of ₹ 3200 per share. The buyback was offered to all eligible equity shareholders of the Company. Tendering period for the said buyback commenced on September 18, 2023 and concluded on

September 25, 2023 and the payment was made on September 28, 2023.

AMOUNT TO BE CARRIED TO GENERAL RESERVE:

The Company has not transferred any amount from profit and loss to general reserve during FY 2023-24.

GREAT PLACE TO WORK®

The Company has been certified by Great Place to Work® Institute, as a "Great Place to Work® in India", for the second year running. This prestigious recognition, valued by employees and employers globally, reflects the Company's unwavering commitment to fostering a culture of trust and care. Building on last year's employee survey, each business unit held in-depth action planning workshops led by senior leaders. These collaborative sessions identified key areas for improvement, resulting in well-defined action plans to strengthen our workplace. The leadership team in the businesses led the action plan based on the last year's survey results to connect and engage with employees, underscoring the Company's dedication to creating a truly exceptional work environment. This recognition is a testament to the Company's 8-decade legacy of prioritizing a positive work experience, a source of immense pride for the L&T family.

DIVIDEND:

During FY 2023-24, the Company paid special dividend of ₹ 6/- (300%) per equity share amounting to ₹ 843.39 crore.

The Directors recommend payment of final dividend of ₹ 28 per equity share of ₹ 2/- each on the share capital amounting to ₹ 3849.07 crore, working out to a payout ratio of 41.37%. Dividend is subject to approval of members at the ensuing Annual General Meeting and deduction of income tax at source. The final dividend, if approved by the members, would be paid to those members whose name appear in the Register of Members as on the Record Date mentioned in the Notice convening the AGM.

The Dividend payment is based upon the parameters mentioned in the Dividend Distribution Policy approved by the Board of Directors of the Company which is in line with regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Policy is uploaded on the Company's website at <https://www.larsentoubro.com/corporate/about-lt-group/corporate-policies/>.

CAPITAL & FINANCE:

During FY 2023-24, the Company allotted 4,36,429 equity shares of ₹ 2/- each upon exercise of vested stock options by the eligible employees under the Employee Stock Option Schemes.

During FY 2023-24, the Company repaid Non-convertible Debentures amounting to ₹ 4800 crore as per the repayment schedule.

The Company has issued and allotted on private placement basis, Unsecured, Rated, Listed, Redeemable Non-convertible Debentures (NCDs) aggregating ₹ 7000 crore during FY 2023-24. These NCDs are listed on the Wholesale Debt Market Segment of National Stock Exchange of India Limited. During FY 2023-24, the Company also received ₹ 450 crore (₹ 2.5 lakh each on 18,000 Debentures) towards the third and final call on partly paid-up Debentures issued by the Company in FY 2020-21. The funds raised through issuance of NCDs were utilized as per the objects stated in the Information Memorandum of the respective NCDs. The Company has been regular in making payments of principal and interest on the NCDs.

The Company has issued Commercial Papers amounting to ₹ 46975 crore during FY 2023-24. As on March 31, 2024,

the outstanding amount of Commercial Papers is ₹ 2700 crore. These Commercial Papers are listed on the Wholesale Debt Market Segment of BSE Limited.

The Company has not defaulted on payment of any dues to the financial lenders.

The Company's borrowing programmes have received the highest credit ratings from CRISIL Ratings Limited, ICRA Limited and India Ratings and Research Private Limited. The details of the same are given on page 355 in Annexure 'B' – Report on Corporate Governance forming part of this Board Report and is also available on the website of the Company.

CAPITAL EXPENDITURE:

As at March 31, 2024, the gross value of property, plant and equipment, investment property and other intangible assets, including leased assets, were at ₹ 21993.62 crore and the net value of property, plant and equipment, investment property and other intangible assets, including leased assets, were at ₹ 12463.33 crore. Capital Expenditure during FY 2023-24 amounted to ₹ 2916.46 crore.

DEPOSITS:

During the year under review, the Company has not accepted any deposits falling within the ambit of section 73 of the Companies Act, 2013 and the rules framed thereunder. The requisite return for FY 2022-23 with respect to amount(s) not considered as deposits has been filed. The Company does not have any unclaimed deposits as of date.

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANIES:

A statement containing the salient features of the financial statement of subsidiary / associate / joint venture companies and their contribution to the overall performance of the Company is provided on pages 648 to 659 of this Integrated Annual Report.

The Company has formulated a policy on identification of material subsidiaries in accordance with Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is placed on the Company's website at <https://www.larsentoubro.com/corporate/about-lt-group/corporate-policies/>. The Company did not have any material subsidiary during FY 2023-24.

During the year under review, the Company subscribed to / acquired equity shares in various subsidiary / associate / joint venture companies. The details of investments / divestments in subsidiary / associate / joint venture companies during the year are as under:

A) Shares subscribed/ acquired during the year:

Name of the Company	Type of Shares	No. of shares
L&T Semiconductor Technologies Limited	Equity	95,50,000
L&T Offshore Private Limited	Equity	4,000
L&T Energy Green Tech Limited	Equity	5,10,00,007
GH4India Private Limited	Equity	10,00,000
Corporate Park (Powai) Private Limited	Equity	20,50,000
Business Park (Powai) Private Limited	Equity	20,50,000
L&T Finance Limited	Equity	205
L&T Electrolysers Limited	Equity	50,000
L&T Metro Rail (Hyderabad) Limited	Equity	2,77,40,00,000

Amalgamation of L&T Innovation Campus (Chennai) Limited ("LTICCL") with L&T Seawoods Limited ("LTSL"):

The Board of Directors of LTICCL and LTSL approved the Scheme of Arrangement for merger of LTICCL with LTSL (wholly owned subsidiaries of the Company). The Scheme of Amalgamation was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench and became effective from March 22, 2024. The Appointed date for the Scheme was April 1, 2023. The Company was allotted 74,38,796 equity shares of LTSL as consideration pursuant to the aforesaid Scheme.

B) Companies Struck off/liquidated:

During the year under review, Kesun Iron and Steel Company Private Limited was struck off by the Registrar of Companies on August 16, 2023. L&T Hydrocarbon Caspian LLC, a Joint Venture of the Company based in Azerbaijan was liquidated on October 5, 2023.

C) Equity shares sold / transferred / reduced during the year:

a. Sale of stake in L&T Infrastructure Engineering Limited

During the year, the Company has completed the sale of its entire stake in L&T Infrastructure Engineering Limited to STUP Consultants Private Limited, a subsidiary of Assystem SA of France consequent to completion of customary

conditions precedent, agreed under the Share Purchase Agreement dated November 2, 2023.

b. Sale of stake in L&T Infrastructure Development Projects Limited

The Company has concluded sale of its entire equity stake in L&T Infrastructure Development Projects Limited ('LTIDPL') to Epic Concesiones Private Limited on April 10, 2024. LTIDPL was a joint venture between Larsen & Toubro Limited and Canada Pension Plan Investment Board (CPP Investments) holding 51% and 49% shares respectively. LTIDPL and all its subsidiaries have ceased to be subsidiaries of the Company.

SCHEME OF AMALGAMATION OF L&T ENERGY HYDROCARBON ENGINEERING LIMITED (LTEHE) AND L&T OFFSHORE PRIVATE LIMITED (LTOPL) WITH THE COMPANY ("THE SCHEME"):

During the year under review, the Board of Directors of the Company approved a Scheme of Amalgamation of LTEHE and LTOPL with the Company. The said Scheme is subject to the approval of the Hon'ble National Company Law Tribunals having jurisdiction over these subsidiary companies. The rationale for the Scheme is to improve synergies and optimize administrative and other operational costs. Upon the Scheme becoming effective all shares held by the Company in LTEHE and LTOPL shall stand cancelled.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY:

The Company has disclosed the full particulars of the loans given, investments made or guarantees given or security provided during the year, as required under section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in Note 57 forming part of the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Related Party Transactions Policy with clear threshold limits for related party transactions. During the year under review, the policy was reviewed by the Audit Committee and the Board and the thresholds for related party transactions were revised.

The updated Related Party Transactions Policy has been uploaded on the Company's website <https://www.larsentoubro.com/corporate/about-lt-group/corporate-policies/>.

The Company has a process in place to periodically review and monitor Related Party Transactions.

All related party transactions entered into during FY 2023-24 were in the ordinary course of business and at arm's length. The Audit Committee has approved the related party transactions for FY 2023-24 and the estimated related party transactions for FY 2024-25.

There were no Related Party Transactions that have conflict of interest with the Company.

The Company is seeking an enabling approval for certain material related party transactions at the ensuing Annual General Meeting (AGM). Shareholders are requested to refer to the AGM notice at pages 295 to 317 of this Integrated Annual Report, for details of the proposed related party transactions.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:

Other than stated elsewhere in this report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required to be given under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in Annexure 'A' forming part of this Board Report.

DETAILS OF CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. A. M. Naik stepped down as Non- Executive Chairman of the Company with effect from September 30, 2023. He has been conferred the status of "Chairman Emeritus" by the Board.

Mr. M. V. Satish ceased to be a Whole-time Director of the Company with effect from April 7, 2024, on account of superannuation from the services of the Company.

Mr. M. M. Chitale, Mr. M. Damodaran and Mr. Vikram Singh Mehta ceased to be the Independent Directors of the Company on completion of their tenure on March 31, 2024.

The Board places on record its appreciation towards valuable contribution made by them during their tenure as Directors of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), Mr. S.N Subrahmanyam was appointed as Chairman and designated as Chairman & Managing Director of the Company with effect from October 1, 2023.

During the FY 2023-24, based on the recommendation of the NRC and the Board, the shareholders have approved the appointment of Mr. Ajay Tyagi and Mr. P. R. Ramesh as Independent Directors of the Company for a term of 5 years with effect from October 31, 2023 upto October 30, 2028. The NRC considered the appointment of Mr. Ajay Tyagi and Mr. P. R. Ramesh as Independent Directors after evaluating the skills, knowledge and experience required on the Board as per the approved skill matrix.

Mr. R. Shankar Raman and Mr. Subramanian Sarma retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offer themselves for re-appointment. The notice convening the AGM includes the proposal for re-appointment of Directors.

The terms and conditions of appointment of the Independent Directors are in compliance with the provisions of the Companies Act, 2013 and are placed on the website of the Company <https://investors.larsentoubro.com/Listing-Compliance.aspx>.

The Company has also disclosed on its website <https://investors.larsentoubro.com/Listing-Compliance.aspx> details of the familiarization programs to educate the Independent Directors regarding their roles, rights and responsibilities in the Company and the nature of the industry in which the Company operates, the business model of the Company, etc.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

This information is given in Annexure 'B' - Report on Corporate Governance forming part of this Report. Members are requested to refer to page no. 334 of this Integrated Annual Report.

AUDIT COMMITTEE:

The Company has constituted an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in Annexure 'B' - Report on Corporate Governance forming part of this Board Report. Members are requested to refer to pages 338 to 341 of this Integrated Annual Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company has constituted a Stakeholders Relationship Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in Annexure 'B' - Report on Corporate Governance forming part of this Board Report. Members are requested to refer to pages 345 and 346 of this Integrated Annual Report.

NOMINATION AND REMUNERATION COMMITTEE:

The Company has constituted a Nomination and Remuneration Committee in accordance with the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in Annexure 'B' - Report on Corporate Governance forming part of this Board Report. Members are requested to refer to pages 341 to 345 of this Integrated Annual Report.

RISK MANAGEMENT COMMITTEE:

The Company has constituted a Board Risk Management Committee in terms of the requirements of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any. The details relating to the same are given in Annexure 'B' - Report on Corporate Governance forming part of this Board Report. Members are requested to refer to pages 347 and 348 of this Integrated Annual Report.

CSR & SUSTAINABILITY COMMITTEE:

The Company has in place a CSR & Sustainability (CSR) Committee in terms of the requirements of section 135 of the Companies Act, 2013 read with the rules made thereunder.

The CSR policy framework is available on the Company's website at <https://www.larsentoubro.com/corporate/about-lt-group/corporate-policies/> and the Annual Action Plan is available on the Company's website at <https://investors.larsentoubro.com/listing-compliance-disclosuresunderstatutes.aspx>

A brief note regarding the Company's initiatives with respect to CSR and the composition of the CSR Committee is given in Annexure 'B' - Report on Corporate Governance forming part of this Board Report. Please refer to pages 346 and 347 of this Integrated Annual Report.

The disclosures required to be given under section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in Annexure 'C' forming part of this Board Report.

The Chief Financial Officer of the Company has certified that CSR funds so disbursed for the projects have been utilized for the purposes and in the manner as approved by the Board.

COMPANY POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The NRC has formulated a policy on Directors' appointment and remuneration including recommendation of remuneration of the key managerial personnel and senior management personnel, and the criteria for determining qualifications, positive attributes, and independence of a Director. Nomination and Remuneration Policy is provided as Annexure 'F' forming part of this Board Report and also disclosed on the Company's website at <https://investors.larsentoubro.com/Listing-Compliance.aspx>. The NRC has also formulated a separate policy on Board Diversity.

DECLARATION OF INDEPENDENCE:

The Company has received Declaration of Independence as stipulated under section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from Independent Directors confirming that he/she is not disqualified from being appointed/re-appointed/continue as an Independent Director as per the criteria laid down in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same are also displayed on the website of the Company <https://investors.larsentoubro.com/Listing-Compliance.aspx>. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The Independent Directors of the Company have registered themselves with the data bank maintained by Indian Institute of Corporate Affairs (IICA). In terms of section 150 of the Companies Act, 2013 read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, all Independent Directors are exempted from undertaking the online proficiency self-assessment test conducted by the IICA.

PERFORMANCE EVALUATION:

The Nomination and Remuneration Committee and the Board have laid down the manner in which formal annual evaluation of the performance of the Board, Committees, Individual Directors and the Chairman & Managing Director has to be made. All Directors responded through a structured questionnaire giving feedback about the performance of the Board, its Committees, Individual Directors and the Chairman & Managing Director.

As in the previous years, an external consultant was engaged to receive the responses of the Directors and consolidate/ analyze the responses. The same external consultant's IT platform was used from initiation till conclusion of the entire board evaluation process. This ensured that the process was transparent and independent of involvement of the Management or the Company's IT system. This has enabled unbiased feedback.

The Board Performance Evaluation inputs, including areas of improvement for the Directors, Board processes and related issues for enhanced Board effectiveness were discussed in the meetings of the Nomination and Remuneration Committee and the Board of Directors held on May 8, 2024.

DISCLOSURE OF REMUNERATION:

The details of remuneration as required to be disclosed under the Companies Act, 2013 and the rules made thereunder, are given in Annexure 'D' forming part of this Board report.

The information in respect of employees of the Company pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is provided in Annexure 'G' forming part of this report. In terms of section 136(1) of the Companies Act, 2013 and the rules made thereunder, the Report and Accounts are being sent to the shareholders excluding the aforesaid Annexure. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to any material departures;

- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have laid down an adequate system of Internal Financial Controls to be followed by the Company and such Internal Financial Controls are adequate and operating efficiently;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2024, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weakness exists. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

DEPOSITORY SYSTEM:

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2024, 99.14% of the Company's total paid up capital representing 136,28,46,427 shares are in dematerialized form.

Pursuant to amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities in physical form, shall not be processed by the Company and all requests for transmission, transposition, issue of duplicate share

certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/split of securities certificate and consolidation of securities certificates/folios need to be processed only in dematerialized form. In such cases, the Company will issue a letter of confirmation, which needs to be submitted to Depository Participant(s) to get credit of the securities in dematerialized form. Shareholders desirous of availing these services are requested to refer to the detailed procedure for availing these services provided on the website of the Company at <https://investors.larsentoubro.com/InvestorKit.aspx>.

The Company has availed a special contingency insurance policy towards the risks arising out of the requirements of relating to issuance of duplicate securities, pursuant to SEBI Circular dated May 25, 2022, which is renewed yearly.

In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical form are advised to avail of the facility of dematerialization from either of the Depositories.

In adherence to SEBI's circular to enhance the due diligence for dematerialization of the physical shares, the Company has provided the static database of the shareholders holding shares in physical form to the depositories which would augment the integrity of its existing systems and enable the depositories to validate any dematerialization request.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company has been regularly sending communications to members whose dividends are unclaimed requesting them to provide/update bank details with Registrar and Transfer Agents (RTA)/Company, so that dividends paid by the Company are credited to the investor's account on time. Efforts are also made by the Company in co-ordination with the RTA to locate the shareholders who have not claimed their dues.

Despite these efforts, an amount of ₹ 12.47 crore towards dividend and bonus fractional entitlement which were due and payable and remained unclaimed and unpaid for a period of seven years, were transferred to Investor Education and Protection Fund (IEPF) as provided in section 125 of the Companies Act, 2013 and the rules made thereunder.

Cumulatively, the amount transferred to the said fund was ₹ 70.11 crore as on March 31, 2024.

In accordance with the provisions of the section 124(6) of the Companies Act, 2013 and Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the Company has transferred 4,04,158 equity shares of ₹ 2 each (0.03% of total number of shares) held by 2,749 shareholders (0.18% of total shareholders) to IEPF. The said shares correspond to the dividend which had remained unclaimed for a period of seven consecutive years from the financial year 2015-16. Subsequent to the transfer, the concerned shareholders can claim the said shares along with the dividend(s) by making an application to IEPF Authority in accordance with the procedure available on www.iepf.gov.in and on submission of such documents as prescribed under the IEPF Rules. The detailed procedure for claiming shares/dividend transferred to IEPF is made available on the Company's website at <https://investors.larsentoubro.com/Investor-FAQ.aspx>.

The Company sends specific advance communication to the concerned shareholders at their address registered with the Company and also publishes notice in newspapers providing the details of the shares due for transfer to enable them to take appropriate action. All corporate benefits accruing on such shares viz. bonus shares, etc. including dividend except rights shares shall be credited to IEPF.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

The Company has complied with Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

PROTECTION OF WOMEN AT WORKPLACE:

The Company believes that all the women employees should have the opportunity to work in an environment free from any conduct which can be considered as Sexual Harassment.

The Company is committed to treating every employee with dignity and respect. The Company has formulated a policy on 'Protection of Women's Rights at Workplace' as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules thereunder ('POSH Act & Rules'). The policy is applicable to all L&T establishments located in India. The policy has been widely disseminated. The Company has constituted Internal Complaints Committees to ensure implementation and compliance with the provisions of the aforesaid Act and the Rules.

This Policy encompasses the following objectives:

- To define Sexual Harassment;
- To lay down the guidelines for reporting acts of Sexual Harassment at the workplace; and
- To provide the procedure for the resolution and redressal of complaints of Sexual Harassment.

A detailed procedure for making a Complaint, initiating an enquiry, redressal process and preparation of report within a stipulated timeline is laid out in the Policy document.

The Policy also covers Disciplinary Action for Sexual Harassment. The Policy is uploaded on the Company's website at <https://www.larsentoubro.com/corporate/about-lt-group/corporate-policies/>.

Training programs and workshops for employees are organised throughout the year. The orientation programs for new recruits include awareness sessions on prevention of sexual harassment and upholding the dignity of employees. Specific programs have been created on the digital platform to sensitize employees to uphold the dignity of their colleagues and prevention of sexual harassment. During FY 2023-24, about 17,426 employees have undergone training through the programs/ workshops including the awareness sessions held on digital platform.

There were 3 complaints received during FY 2023-24. One complaint has been redressed as per provision of POSH Act and Rules. The balance two complaints received during Q4 of FY 2023-24 are under inquiry. These complaints are being redressed within the timelines prescribed in POSH Act and Rules.

OTHER DISCLOSURES:

- **ESOP Disclosures:** There has been no material change in the Employee Stock Option Schemes (ESOP schemes) during the current financial year.

The disclosure relating to ESOPs required to be made under the provisions of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (SBEB Regulations) is provided on the website of the Company <https://investors.larsentoubro.com/listing-compliance-agm.aspx>.

A certificate obtained from the Secretarial Auditors, confirming that the ESOP Schemes of the Company are in compliance with the SBEB Regulations and that the Company has complied with the provisions of the Companies Act, 2013 is also provided in Annexure 'B' forming part of this Report.

- **Corporate Governance:** Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance and a certificate obtained from the Statutory Auditors confirming compliance with Corporate Governance requirements provided in the aforesaid Regulations, are provided in Annexure 'B' forming part of this Report.
- **Business Responsibility and Sustainability Reporting:** As per Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate section on Business Responsibility and Sustainability Reporting forms a part of this Integrated Annual Report (refer pages 242 to 294).
- **Integrated Reporting:** The Company is complying with the applicable requirements of the Integrated Reporting Framework. The Integrated Report tracks the sustainability performance of the organization and its interconnectedness with the financial performance, showcasing how the Company is adding value to its stakeholders. The Integrated Report forms a part of this Integrated Annual report.
- **Annual Return:** The Annual Return of the Company for the FY 2023-24 is available on our website <https://investors.larsentoubro.com/listing-compliance-agm.aspx>.
- **Statutory Compliance:** The Company has adequate systems and processes in place to comply with all applicable laws and regulations, pay applicable taxes on time, and ensures statutory CSR spend .
- **MSME:** The Company has registered itself on Trade Receivables Discounting System platform (TReDS) through the service providers Receivables Exchange of India Limited. The Company complies with the requirement of submitting a half yearly return to the Ministry of Corporate Affairs within the prescribed timelines.
- **Insolvency and Bankruptcy Code (IBC):** There are no proceedings admitted against the Company under the Insolvency and Bankruptcy Code, 2016.
- **KYC registration for holders of physical shares:** All shareholders of the Company holding shares in physical form are requested to update their PAN, Address, Email ID, Bank account details (KYC details) and Nomination details with the Company's Registrar and Share Transfer Agent (RTA) at the earliest, in case the same are not updated.

The relevant forms for updating the KYC information and Nomination details are provided on the website

of the Company at <https://investors.larsentoubro.com/DownloadableForms.aspx>

- **Reporting of fraud:** There were no frauds committed against the Company during FY 2023-24 by its officers or employees which are required to be disclosed as per Section 143(12) of the Companies Act, 2013.

VIGIL MECHANISM:

The Company has a Whistle-blower Policy in place since 2004. The Policy has been modified to meet the requirements of Vigil Mechanism under the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Whistle Blower Policy is available on the Company's website <https://www.larsentoubro.com/corporate/about-lt-group/corporate-policies/>.

Also see page 348 and 349 forming part of Annexure 'B' of this Board Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

CONSOLIDATED FINANCIAL STATEMENTS:

Your Directors are pleased to attach the Consolidated Financial Statements pursuant to section 129(3) of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS).

AUDIT REPORT:

The Auditors' report to the shareholders does not contain any qualification, observation or comment or adverse remark.

SECRETARIAL AUDIT REPORT:

The Secretarial Audit Report issued by M/s. S. N. Ananthasubramanian & Co., Company Secretaries is attached as Annexure 'E' forming part of this Board Report. The Secretarial Audit Report does not contain any qualification, reservation or disclaimer or adverse remark.

AUDITORS:

M/s. Deloitte Haskins & Sells LLP are the Statutory Auditors of the Company and shall hold office till the conclusion of 80th Annual General Meeting of the Company.

In view of the mandatory requirement of rotation of auditors, the Board of Directors in its meeting held on March 26, 2024, appointed M/s. MSKA & Associates ("MSKA") as the Statutory Auditors of the Company for a term of 5 years i.e. from the conclusion of 79th Annual General Meeting till the conclusion of 84th AGM of the Company, subject to approval of the shareholders. A proposal for their appointment from the conclusion of the 79th AGM till the conclusion of the 84th AGM has been included in the Notice of the ensuing AGM.

In order to ensure a smooth transition, both the Auditors would jointly conduct the audit from the conclusion of 79th AGM of the Company till the conclusion of the 80th AGM.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit process.

The Auditors attend the Annual General Meeting of the Company. Also see pages 349 and 350 forming part of Annexure 'B' of this Board Report.

COST AUDITORS:

The provisions of section 148(1) of the Companies Act, 2013 are applicable to the Company and accordingly the Company has maintained cost accounts and records in respect of the applicable products for the year ended March 31, 2024.

Pursuant to the provisions of section 148 of the Companies Act, 2013 and as per the Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, the Board, on the recommendation of the Audit Committee, at its meeting held on May 8, 2024, has approved the appointment of M/s R. Nanabhoy & Co., Cost Accountants, as the Cost Auditors for the Company for the financial year ending March 31, 2025 at a remuneration of ₹ 18 lakhs plus taxes and out of pocket expenses.

A proposal for ratification of remuneration of the Cost Auditor for the FY 2024-25 is placed before the Shareholders for approval in the ensuing Annual General Meeting.

The Report of the Cost Auditors for the financial year ended March 31, 2024 is under finalization and shall be filed with the Ministry of Corporate Affairs within the prescribed period.

ACKNOWLEDGEMENT:

The Directors take this opportunity to thank the Members, Customers, Supply Chain Partners, Employees, Financial Institutions, Banks, Central and State Government authorities, Regulatory Authorities, Stock Exchanges and

various other stakeholders for their continued co-operation and support to the Company. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Joint Venture Partners and Associates.

For and on behalf of the Board

S. N. SUBRAHMANYAN

*Chairman & Managing Director
(DIN:02255382)*

Date : May 8, 2024

Place : Mumbai

Annexure 'A' to the Board Report

Information as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

[A] CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy:

(a) Upgradation of Electrical Equipment:

Upgrading and modernizing electrical equipment and appliances to enhance energy efficiency, which includes converting and retrofitting ceiling fans; updating Flux baking and holding ovens as well as Computer Numerical Control (CNC) machines.

Replacing conventional Air Conditioner (AC) units with inverter-type energy-efficient ACs and substituting old motors with energy-efficient models.

(b) Use of LED lights and energy efficient fans:

Usage of LED Lights as a replacement of conventional lighting systems complemented by adoption of energy efficient fans with Variable Frequency Drives (VFD) has reduced the energy consumption significantly.

(c) Motion sensors:

Strategic Integration of advanced motion sensors at project sites to ensure adequate consumption of electricity, leading to substantial energy savings.

Installation of timers at over 2000 streetlights to curtail their operational hours resulting in reduced energy consumption.

(d) Natural lighting integration:

Installed translucent roofing panels and sheets at project sites to capitalize natural daylight as energy resource to illuminate store areas and sheds.

(e) Process redesign:

Optimized energy efficiency by adopting inverter-based power sources and installing magnetic resonators in all furnaces.

Enhancement of system integrity by identifying and addressing air leakages in flow lines using the ultrasonic detection method.

(f) Variable frequency drives (VFD):

Implementation of VFD in rolling machines and upgradation of Electric Overhead Traveling (EOT)

Cranes with Variable Voltage Variable Frequency (VVVF) Drive technology at few Manufacturing Facilities has resulted in considerable reduction in energy usage.

(g) Awareness campaigns:

Our organization actively promotes environmental stewardship through campaigns and training focused on energy saving and water conservation, complemented by the celebration of Earth Day and Environment Day to heighten awareness and commitment to energy conservation among our stakeholders.

(h) Digital initiatives:

Investment in digital solutions to enhance energy management across major projects, utilizing digitally enabled fuel browsers and smart meters for precise tracking and optimization of fuel and electrical consumption.

Deployment of IoT technologies for monitoring High Speed Diesel (HSD) consumption and digital fuel sensors on plant and machinery equipment ensured effective utilization and conservation of resources.

(i) Improvements in equipment efficiency and energy savings:

Upgrading industrial processes by enhancing furnace insulation, transitioning to induction and electric plate heating instead of gas preheating, and installing energy-efficient column-mounted boards.

Streamlining welding operations by shifting to inverter-based machines and replacing conventional transformers, thereby reducing emissions, and improving energy utilization.

(j) Fuel consumption reduction and conversion to electrically operated equipment:

Significant fuel savings with productivity improvement in DG sets and concrete chain.

Converting air compressors and concrete pumps to electrically operated equipment compared to traditionally fossil fuel based equipment.

(ii) Steps taken by the Company for utilizing alternate sources of energy:

(a) Renewable Energy Adoption:

Installation of solar panels at multiple Project sites and use of solar electric vehicles lead to a

reduction in reliance on grid and Diesel Generator (DG) set electricity and reduction in greenhouse gas emissions.

Replacement of traditional DG light masts with Hybrid Solar light masts at project sites helped to reduce carbon emissions.

Heavy Engineering business of the Company entered into a hybrid power purchase agreement for renewable energy and installed solar rooftop plants.

The strategic use of solar lighting around compound walls of Kanchipuram manufacturing facility of Rubber Processing Machinery (RPM) business of the Company lead to significant energy savings.

(b) Wind energy:

During the FY 2023-24, Wind energy has been utilized at various project sites of the Company, contributing to reduced reliance on traditional energy sources.

(c) Use of alternate fuels:

Usage of Compressed Biogas (CBG) in place of Liquefied Petroleum Gas (LPG) for Galvanizing Furnace in Tower parts manufacturing plant resulted in reduced emissions.

Usage of Piped Natural Gas (PNG) and cleaner energy source at few projects to power the Hot Mix Plants.

Replacing Fossil fuel-based burners with Pallet burners at multiple project sites helped reduce Greenhouse Gas emissions.

Usage of renewable biological resources based Biofuel for few project as an alternative to conventional fossil fuels.

Usage of CNG based vehicles and water tankers at various project sites of Transportation Infrastructure business of the Company.

(d) Green energy:

Usage of natural skylight polycarbonate sheets on the roofs for augmenting lighting in manufacturing plants leading to reduced electricity consumption during daytime.

Adoption of Green Energy Tariff is helping us reduce Scope-2 emissions at project sites of the Company.

Integration of a green hydrogen plant for furnace operations in shop areas and secured Green Power Purchase Agreements to ensure eco-friendly power consumption.

Power Purchase Agreement for establishing 2.5 Megawatt Peak (MWp) Solar Plant to replace 45% of energy usage with renewable energy at Kansbahal Works. The initiative is poised to reduce 3200 MT Co₂ emissions per year by lower thermal power consumption.

Additionally, Talegaon unit of Precision Engineering Systems (PES) business has signed an agreement to establish a 500 KWp onsite Solar plant.

(iii) Capital investment on energy conservation equipment:

- During FY 2023-24, Heavy Engineering business of the Company has made a Capex investment of ₹ 4 Crore on energy conservation and renewable energy.
- Capital investment of ₹ 0.23 Crore on Solar Installations, Pallet Burners, Solar Electric Vehicles and Hybrid Solar light masts by the Transportation Infrastructure business of the Company.
- Energy - Power business of the Company has installed 450TR (Ton of Refrigeration) energy efficient water cooler chiller at a cost of ₹ 1.35 Crore.
- Installation of VFD based cranes, Inverter based ACs and energy efficient water coolers at a cost of ₹ 0.70 crore at Hazira based Manufacturing facility of Energy- Hydrocarbon business of the Company.

[B] TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption:

- Development of technology for design and supply of Cryogenic Vaporiser for petrochemical industry.
- Development of Chemical process technology in the area of Aqueous Phase Reforming, residue up-gradation (Petroleum Refining) and Coal/ Petcoke Gasification.
- Design development for Multi-tubular Reactor Systems and slug catcher.
- Usage of advanced manufacturing simulation technology for optimisation of heat input and distortion reduction through selection of appropriate number of welding guns for site repair.

- Utilization of 3D concrete printing technology for the construction of the post office building in Bengaluru and other buildings in Tamil Nadu.
- Development of VFD (Variable Frequency Drive) concrete pump, aiming to reduce diesel consumption and carbon emissions while improving energy efficiency in concrete pumping operations.
- Usage of magnetic wire rope tester to detect potential faults in tower crane wire ropes, ensuring safety and reliability.
- Introduction of in-house developed Electric Vehicle (EV) trolley for transporting finishing materials like gypsum and sandbags.
- Development of Pie Arm Erector with lifting capacity of upto 55 Metric Ton (MT) for Elevated Metros in order to find an alternative to the portal frame arrangement.
- Implementation of the Tunnel Segment Monitoring System (TSMS) enabling end-to-end tracking and digital documentation of precast segments, enhancing quality control, and streamlining the supply chain process for efficient production and delivery to the construction site.
- Implementation of AI-based vision analytics across few projects focusing on ensuring data privacy and security, addressing ethical considerations, and enhancing algorithm robustness to optimize safety monitoring and surveillance.
- Development of bladder type T-ring for 2-wheeler tyre building machines for continental tyres.
- Development of an algorithm to calculate the winding coordinates automatically to wind the steel around various drum profiles in 2-wheeler tyre building Machine.
- Attached Batch Growth Bio-Reactor (AGBR) technology developed by Water & Effluent Treatment (WET) business of the Company in collaboration with CES - Anna University, Chennai, combines attached and suspended growth processes with zonal separation for enhanced organics and nutrients removal. It utilizes specially customized polymeric material with high surface area, reducing footprint and achieving lower sludge production and power consumption.
- Development of "Hybrid Tandem Tippler" and "Long Arm Side Arm Charger" for one of the

projects for Metallurgical & Material Handling business, capable of unloading both bottom discharge wagons and top open wagons. This machine features unique tailor-made capabilities, allowing it to unload 50 wagons within one hour.

- Development of straddle carrier, launching Girder controlling algorithms and data dashboards for the purpose of better monitoring and improving machine performance.
- Improvement in Drum Cooler design for better life and reliability.
- Capability development in new energy transition technologies viz. Blue/Green Ammonia, Sustainable Aviation Fuels, Ammonia Cracking, Biomass Gasification, Atmospheric Carbon Capture.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

- Increased self-reliance and savings in Foreign Exchange in process plant and refinery equipment sector.
- Reduction in production cycle time, cost, and rework due to implementation of advanced manufacturing simulation technology.
- Enhanced and refined on-site fabrication capabilities through continuous improvement initiatives.
- Implementation of erectors has improved pier arm segment erection, reducing the cycle time from 50 days to 23 days and enhancing safety.
- Implementation of the Tunnel Segment Monitoring System (TSMS) has led to considerable time savings and reduced reliance on third-party applications, resulting in improved operational efficiency and cost savings.
- Engineering optimization by implementing concept of combined building for Wet Ball mill and Gypsum Dewatering system enabling reduction in overall footprint and concrete quantity.
- Redefining operation of Flue-gas desulfurization (FGD) systems to suit Indian conditions and thereby facilitate achieving performance of FGD.

- Usage of AGBR Technology offers advantages wherein technical and environmental sustainability is intertwined viz. power savings and footprint reduction, lesser sludge production and assured removal of Nitrogen and Phosphorus in sewage nutrient removal process.

(iii) Information regarding technology imported during the last 3 years:

Sr. No.	Technology Imported	Year of Import	Status of absorption & reasons for non-absorption, if any
1	Full Span Construction Methodology	2021-22	Fully absorbed
2	Straddle carrier	2021-22	Fully absorbed

(iv) Expenditure incurred on Research & Development:

	₹ crore
	2023-24
Capital	5.86
Recurring	163.15
Total	169.01
Total R&D expenditure as a percentage of total turnover	0.13%

[C] FOREIGN EXCHANGE EARNINGS AND OUTGO:

	₹ crore
	2023-24
Foreign Exchange earned	16131.44
Foreign Exchange saved / deemed exports	2491.72
Total	18623.16
Foreign Exchange used	18448.48

Annexure 'B' to the Board Report

A. CORPORATE GOVERNANCE

Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

The Company believes that sound Corporate Governance is critical for enhancing and retaining stakeholder trust and always seeks to ensure that its performance goals are met accordingly. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value. The Company had adopted many ethical and transparent governance practices even before they were mandated by law. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance.

B. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the Company continuously endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the Company forward.

The Company strives to adopt policies and practices that meet the highest ethical standards. Commitment to good governance has a distinctive competitive advantage, enhances trust and creates long-term sustainability. The Company has been guided by the belief that the strong relationship between culture and strategy will consistently produce improved financial performance, better employee engagement, ethical behaviour and stakeholder satisfaction.

C. THE GOVERNANCE STRUCTURE

The Company has four tiers of Corporate Governance structure, viz.:

- (i) **Strategic Supervision** – by the Board of Directors comprising the Executive Directors, Non-Executive Directors and Independent Directors.
- (ii) **Executive Management** – by the Executive Committee (ECom) comprising the Chairman & Managing Director, all Executive Directors and senior leaders.
- (iii) **Strategy & Operational Management** – by the Independent Company Boards of each Independent Company (IC) (not legal entities) comprising representatives from the Company's Board, Senior Executives from the IC and independent members.
- (iv) **Operational Management** – by the Business Unit (BU) Heads.

The four-tier governance structure, besides ensuring greater management accountability and credibility, facilitates increased autonomy to the businesses, performance discipline and development of business leaders, leading to increased public confidence.

D. ROLES OF VARIOUS CONSTITUENTS OF CORPORATE GOVERNANCE IN THE COMPANY

a. Board of Directors (the Board):

The Directors of the Company are in a fiduciary position, empowered to oversee the management functions with a view to ensuring its effectiveness and enhancement of shareholder value. The Board also provides strategic direction, reviews and approves management's business objectives, plans and oversees risk management.

b. Executive Committee (ECom):

The ECom provides a companywide operations review and plays a key role in strengthening linkages between the ICs and the Company's Board, as well as in rapidly realizing inter-IC synergies. In addition, the ECom deliberates upon strategic and tactical issues that cut across ICs and Corporate. The agenda includes:

- Review of major order prospects (Standalone/ Group) / "Integrated offerings"

- Review of consolidated financials including working capital, cash flow, capital structure, etc.
- Review of Monthly / Quarterly / Yearly financial performance
- Review of Revenue, Capital & Manpower Budget and performance thereagainst
- Review and discuss strategic issues which impact the entire organization, viz.,
 - (i) International business expansion
 - (ii) IC synergies
 - (iii) HR Update/ Talent Management / Service contract extensions for senior management personnel / Leadership development and succession planning
 - (iv) Digitalization & Analytics initiatives
 - (v) ESG Matters
- Approval of Company policies
- Strategic plans and business portfolio reviews
- Sharing of best practices, etc.

c. The Chairman & Managing Director (CMD):

The CMD is fully accountable to the Board for the Company's business development, operational excellence, business results, leadership development and other related responsibilities.

d. Executive Directors / Senior Management Personnel:

The Executive Directors, as members of the Board, along with the Senior Management Personnel in the Executive Committee, contribute to the strategic management of the Company's businesses within Board approved direction and framework. They assume overall responsibility for strategic management of business and corporate functions including its governance processes and top management effectiveness.

The profiles and expertise of all Executive Directors who are responsible for various business of the Company are available on the Company's website at <https://larsentoubro.com/corporate/about-lt-group/leadership/>.

Senior Management Personnel means all members of management one level below the Executive Directors including the Chief Financial Officer and Company Secretary. Presently, persons in Sr. Vice President grade and F&A heads of Independent Companies reporting to Whole-time Directors are covered as Senior Management Personnel. During the year, Mr. Sthaladipti Saha was elevated as Senior Vice President & IC Head (designate), Buildings & Factories IC with effect from April 7, 2023, Mr. Shrinath Rao was elevated as Senior Vice President & IC Head Transportation Infrastructure IC with effect from July 17, 2023 and Mr. E. P. Sajit was elevated as Senior Vice President & Head, Water & Effluent Treatment IC with effect from October 2, 2023.

e. Non-Executive Directors / Independent Directors:

The Non-Executive Directors / Independent Directors play a critical role in enhancing balance to the Board processes with their independent judgment on issues of strategy, performance, resources, standards of conduct, safety, etc., besides providing the Board with valuable inputs.

The profiles and expertise of all Independent Directors/Non-executive Directors of the Company are available on the Company's website at <https://larsentoubro.com/corporate/about-lt-group/leadership/>.

f. Independent Company Board (IC Board):

The Company has a Hybrid Holdco Structure comprising 'Independent Companies' (ICs) (not legal entities).

Each IC is governed by an IC Board comprising 2 to 3 Independent Members akin to Independent Directors and senior executive members. The IC Board, *inter alia*, oversees:

- Implementation of Lakshya i.e. the Company's strategic plan
- Leadership pipeline/ succession planning
- Revenue, capital & manpower Budget
- ESG matters and Risk assessments as necessary
- Assist in solving problems pertaining to specific issues.

E. BOARD OF DIRECTORS

a. Composition of the Board:

The Company's policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors. As on March 31, 2024, the Board comprised the CMD, 6 Executive Directors, 1 Non-Executive Director (representing a financial institution) and 9 Independent Directors, including one Independent Woman Director. This excludes 3 Independent Directors who completed their tenure on March 31, 2024. The composition of the Board, as on March 31, 2024, is in conformity with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations').

Details of changes in composition of the Board forms part of Board Report.

b. Meetings of the Board:

The Meetings of the Board are generally held at the Registered Office of the Company at L&T House, Ballard Estate, Mumbai 400 001 and whenever necessary, in locations, where the Company operates. During the year under review, 6 meetings were held on May 10, 2023, July 25, 2023, September 30, 2023, October 31, 2023, January 30, 2024 and March 26, 2024.

The Independent Directors met on May 9, 2023, July 24, 2023 and September 30, 2023 to discuss, *inter alia*, the performance evaluation of the Board as a whole, succession planning and assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors further met on May 8, 2024 and discussed *inter alia* the Board Evaluation Report for FY 2023-24. The topics, *inter alia*, discussed were with regard to need for making presentation on Human Resource Strategy and detailed discussions on new businesses of the Company.

The Company Secretary prepares the agenda and the explanatory notes, in consultation with the CMD and circulates the same in advance to the Directors. Every Director is free to suggest inclusion of items on the agenda. The Board meets at least once every quarter, *inter alia*, to review the quarterly results. Additional meetings are held, whenever necessary. Presentations are made on business operations to the Board by Independent Companies/ Business Units. Senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when necessary. The respective Chairperson of the Board Committees apprise the Board Members of the important issues and discussions in the Committee Meetings. Minutes of Committee meetings are also circulated to the Board.

The Minutes of the proceedings of the Meetings of the Board of Directors are approved and the draft minutes are circulated amongst the Members of the Board for their perusal. Comments, if any, received from the Directors are also incorporated in the Minutes, in consultation with the Chairman. The minutes are approved and entered in the minutes book within 30 days of the Board meeting. Thereafter, the minutes are signed and dated by the Chairman of the Board at the next meeting.

The following is the composition of the Board of Directors as on March 31, 2024. Their attendance at Board Meetings during the year and at the previous Annual General Meeting is as under:

Name of Director	Category	Meetings held during the year	No. of Board Meetings attended	Attendance at previous AGM
Mr. S. N. Subrahmanyam	CMD	6	6	Yes
Mr. R. Shankar Raman	ED & CFO	6	6	Yes
Mr. M. V. Satish ^{&}	ED	6	6	Yes
Mr. Subramanian Sarma	ED	6	6	Yes
Mr. S. V. Desai	ED	6	6	Yes
Mr. T. Madhava Das	ED	6	6	Yes
Mr. Anil V Parab	ED	6	6	Yes
Mr. M. M. Chitale [§]	ID	6	6	Yes
Mr. M. Damodaran [§]	ID	6	6	Yes
Mr. Vikram Singh Mehta [§]	ID	6	6	Yes
Mr. Adil Zainulbhai	ID	6	5	Yes
Mr. Sanjeev Aga	ID	6	6	Yes
Mr. Narayanan Kumar	ID	6	5	Yes
Mr. Hemant Bhargava (Note 1)	NED	6	6	No
Mrs. Preetha Reddy	ID	6	5	Yes
Mr. Pramit Jhaveri	ID	6	6	Yes
Mr. Rajnish Kumar [^]	ID	5	5	Yes
Mr. Jyoti Sagar [^]	ID	5	5	Yes
Mr. Ajay Tyagi [*]	ID	3	3	–
Mr. P. R. Ramesh [*]	ID	3	3	–

Meetings held during the year are expressed as number of meetings eligible to attend.

[&] Ceased as Executive Director of the Company w.e.f. April 7, 2024.

[§] Ceased as Independent Director of the Company w.e.f. March 31, 2024.

[^]Appointed as an Independent Director of the Company w.e.f. May 10, 2023.

^{*}Appointed as an Independent Director of the Company w.e.f. October 31, 2023.

Note 1: Representing equity interest of Life Insurance Corporation of India.

CMD - Chairman & Managing Director

ED - Executive Director

NED - Non-Executive Director

ID - Independent Director

ED & CFO - Executive Director and Chief Financial Officer

- None of the above Directors are related inter-se.
- None of the Directors hold the office of director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 17A of the SEBI LODR Regulations.

As on March 31, 2024, the number of other directorships and the number of positions held as Member/Chairperson of Committees of the Board of Directors along with the names of the listed entities (whose equity shares are listed) wherein the Director holds directorships are as follows:

Name of Director	No. of other company Directorships	No. of Committee Membership	No. of Committee Chairpersonships	Names of other Equity Listed entities where he/she holds Directorship	Category of Directorship
Mr. S. N. Subrahmanyam	6	0	0	LTIMindtree Limited	Non- Executive Vice- Chairman
				L&T Technology Services Limited	Non- Executive Vice- Chairman
				L&T Finance Limited (Formerly L&T Finance Holdings Limited)	Non-Executive Chairman
Mr. R. Shankar Raman	6	4	0	LTIMindtree Limited	Non-Executive Director
				L&T Finance Limited (Formerly L&T Finance Holdings Limited)	Non-Executive Director

Name of Director	No. of other company Directorships	No. of Committee Membership	No. of Committee Chairpersonships	Names of other Equity Listed entities where he/ she holds Directorship	Category of Directorship
Mr. M. V. Satish	1	0	0	None	
Mr. Subramanian Sarma	3	0	0	None	
Mr. S. V. Desai	2	0	0	None	
Mr. T. Madhava Das	0	1	0	None	
Mr. Anil V Parab	2	1	0	None	
Mr. Adil Zainulbhai	7	2	5	Network18 Media & Investment Limited	Chairman and Independent Director
				Cipla Limited	Independent Director
				TV18 Broadcast Limited	Chairman and Independent Director
Mr. Sanjeev Aga	3	2	2	LTIMindtree Limited	Independent Director
				Pidilite Industries Limited	Independent Director
				Mahindra Holidays & Resorts India Limited	Independent Director
Mr. Narayanan Kumar	3	1	2	L&T Technology Services Limited	Independent Director
				Entertainment Network (India) Limited	Independent Director
Mr. Hemant Bhargava	3	3	1	UGRO Capital Limited	Independent Director
				ITC Limited	Independent Director
				SMC Global Securities Limited	Independent Director
Mrs. Preetha Reddy	8	2	0	Apollo Hospitals Enterprise Limited	Whole-time Director
Mr. Pramit Jhaveri	2	2	0	Bajaj Finance Limited	Independent Director
				Bajaj Finserv Limited	Independent Director
Mr. Rajnish Kumar	3	0	1	Ambuja Cements Limited	Independent Director
				Hero Motocorp Limited	Independent Director
Mr. Jyoti Sagar	0	0	0	–	–
Mr. Ajay Tyagi	1	0	1	–	–
Mr. P. R. Ramesh	8	3	4	Nestle India Limited	Independent Director
				Crompton Greaves Consumer Electricals Limited	Independent Director
				Tejas Networks Limited	Independent Director
				Cipla Limited	Independent Director

- Other Company Directorships includes directorships in all public limited companies and excludes private limited companies, foreign companies and Section 8 companies.
- The details of positions held as Member/Chairperson of Committees are disclosed as per Regulation 26 of the SEBI LODR Regulations and covers only Stakeholders' Relationship Committee and Audit Committee of public companies.

c. Information to the Board:

The Board of Directors are provided information relating to the Company, which *inter alia* includes -

- Annual revenue budgets and capital expenditure plans
- Quarterly results and results of operations of ICs and business segments
- Financing plans of the Company
- Minutes of meetings of Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Board Risk Management Committee and CSR & Sustainability Committee
- Details of any joint venture, acquisitions of companies or collaboration agreement or sale of investments, subsidiaries, assets and quarterly report on fatal or serious accidents or dangerous occurrences

- Any materially relevant default, if any, in financial obligations to and by the Company or substantial non-payment for goods sold or services rendered, if any
- Any issue, which involves possible public or product liability claims of substantial nature, including any Judgment or Order, if any, which may have strictures on the conduct of the Company
- Developments in respect of human resources/industrial relations
- Compliance or Non-compliance of any regulatory, statutory nature or listing requirements and investor service such as non-payment of dividend, delay in share transfer, etc., if any

d. Post-meeting internal communication system:

The important decisions taken at the Board/Committee meetings are communicated to the concerned departments/ICs promptly. An Action Taken Report is regularly presented to the Board.

e. Board Skill Matrix:

The matrix setting out the skills/expertise/competence of the Board of Directors, as identified by the Board of Directors in the context of the Company's businesses, is given below:

Sr. No	Experience / Expertise / Attribute	Comments
1	Leadership	Ability to envision the future and prescribe a strategic goal for the Company, help the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction. Be a thought leader for the Company and be a role model in good governance and ethical conduct of business, while encouraging the organization to maximize shareholder value. Should have had hands on experience of leading an entity at the highest level of management practices.
2	Industry knowledge and experience	Should possess domain knowledge in businesses in which the Group participates viz. Infrastructure, Power, Heavy Engineering, Precision Engineering, Hydrocarbon, Financial Services, Information Technology and Technology Services. Must have the ability to leverage the developments in the areas of engineering and technology and other areas as appropriate for betterment of Company's business.
3	Experience and Exposure in policy shaping and industry advocacy	Should possess ability to develop professional relationship with the Policy makers and Regulators for contributing to the shaping of Government policies in the areas of Company business.
4	Governance including legal compliance	Commitment, belief and experience in setting corporate governance practices to support the Company's robust legal compliance systems and governance policies/practices.
5	Expertise/Experience in Finance & Accounts / Audit / Risk Management areas	Ability to understand financial policies, accounting statements and disclosure practices and contribute to the financial/risk management policies/ practices of the Company across its business lines and geography of operations.
6	Global Experience / International Exposure	Ability to have access and understand business models of global corporations, relate to the developments with respect to leading global corporations and assist the Company to adapt to the local environment, understand the geo political dynamics and its relations to the Company's strategies and business prospects and have a network of contacts in global corporations and industry worldwide.

The mapping of the Skill Matrix for all Directors is as follows:

Sr. No	Name of the Director	Skill Attribute					
		Leadership	Industry knowledge and experience	Experience and Exposure in policy shaping and industry advocacy	Governance including legal compliance	Expertise/ Experience in Finance and Accounts/ Audit /Risk Management areas	Global Experience / International Exposure
1.	Mr. S. N. Subrahmanyam	✓	✓	✓	✓	✓	✓
2.	Mr. R. Shankar Raman	✓	✓	✓	✓	✓	X
3.	Mr. Subramanian Sarma	✓	✓	✓	✓	X	✓
4.	Mr. M. V. Satish #	✓	✓	X	✓	X	✓
5.	Mr. S. V. Desai	✓	✓	X	✓	X	✓
6.	Mr. T. Madhava Das	✓	✓	X	✓	X	✓
7.	Mr. Anil V Parab	✓	✓	X	✓	X	✓

Sr. No	Name of the Director	Skill Attribute					
		Leadership	Industry knowledge and experience	Experience and Exposure in policy shaping and industry advocacy	Governance including legal compliance	Expertise/ Experience in Finance and Accounts/ Audit /Risk Management areas	Global Experience / International Exposure
8.	Mr. Adil Zainulbhai	✓	X	✓	✓	X	✓
9.	Mr. Sanjeev Aga	✓	X	✓	✓	✓	X
10.	Mr. Narayanan Kumar	✓	✓	✓	✓	✓	X
11.	Mr. Hemant Bhargava	✓	X	✓	✓	✓	X
12.	Mrs. Preetha Reddy	✓	X	✓	✓	X	✓
13.	Mr. Pramit Jhaveri	✓	X	X	✓	✓	✓
14.	Mr. Rajnish Kumar*	✓	X	✓	✓	✓	✓
15.	Mr. Jyoti Sagar*	✓	X	✓	✓	X	✓
16.	Mr. Ajay Tyagi^	✓	X	✓	✓	✓	✓
17.	Mr. P. R. Ramesh^	✓	X	✓	✓	✓	✓

Ceased to be a Director with effect from April 7, 2024.

* Appointed as an Independent Director with effect from May 10, 2023.

^ Appointed as an Independent Director with effect from October 31, 2023.

Note: Absence of any skill does not necessarily mean that the Director does not possess the skill.

F. BOARD COMMITTEES

The Board currently has 5 Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders' Relationship Committee, 4) CSR & Sustainability Committee and 5) Board Risk Management Committee. The terms of reference of the Board Committees are in compliance with the provisions of the Companies Act, 2013, SEBI LODR Regulations and are also reviewed by the Board from time to time. The Board is responsible for constituting, assigning and co-opting the members of the Committees. The meetings of each Board Committee are convened by the Company Secretary in consultation with the respective Committee Chairperson. The role and composition of these Committees including the number of meetings held during the financial year and the related attendance are provided in the subsequent paragraphs.

1) Audit Committee

The Company constituted the Audit Committee in 1986, well before it was mandated by law.

i) Terms of reference:

The role of the Audit Committee includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure

that the financial statement is correct, sufficient and credible.

- Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and fixation of remuneration of statutory auditors.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing, with the management, the annual financial statements and the audit report before submission to the Board for approval, with particular reference to:
 1. Matters required to be included in the Directors' Responsibility Statement to be included in the Board report in terms of sub-section (5) of section 134 of the Companies Act, 2013

2. Changes, if any, in accounting policies and practices and reasons for the same
 3. Major accounting entries involving estimates based on the exercise of judgment by management
 4. Significant adjustments made in the financial statements arising out of audit findings
 5. Compliance with listing and other legal requirements relating to financial statements
 6. Disclosure of any related party transactions
 7. Modified Opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the agency monitoring the utilisation of proceeds of public or rights issue or Qualified Institutional Placement, and making appropriate recommendations to the Board to take up steps in this matter, if any.
 - Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors about any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower mechanism.
 - Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate, if any.
 - The recommendation for appointment, remuneration and terms of appointment of cost auditors of the Company.
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - Review the management discussion and analysis of financial condition and results of operations.
 - Approval or any subsequent material modification of transactions of the Company with related parties.
 - Reviewing the utilization of loans and/ or advances from/investment in the subsidiary companies exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments.
 - Valuation of undertakings or assets of the company, wherever it is necessary.
 - Evaluation of internal financial controls and risk management systems.
 - Monitoring the end use of funds raised through public offers and related matters.
 - Consider and comment on rationale, cost benefit and impact of Schemes involving mergers, demerger, amalgamation etc. on the entity and its shareholders.
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Apart from the quarterly meetings for discussing the financial results, additional Audit Committee meetings are held wherein matters like Internal Audit findings, Internal Audit plan, Statutory Audit plan, treasury framework, material vendor complaints, Insider trading compliances, major litigations, related party transactions, cost audit, etc are discussed. The Audit Committee also reviews and approves the permitted non-audit services proposed to be availed by the Company or its subsidiaries from the statutory auditors.

ii) Composition:

As on March 31, 2024, the Audit Committee comprised of four Independent Directors.

iii) Meetings:

During the year ended March 31, 2024, 8 meetings of the Audit Committee were held on April 18, 2023, May 9, 2023, July 24, 2023, August 23, 2023, October 30, 2023, November 29, 2023, January 29, 2024 and March 11, 2024.

The attendance of Members at the Meetings was as follows:

Name	Status	No. of meetings eligible to attend during the year	No. of Meetings Attended
Mr. M. M. Chitale [§]	Chairman	8	8
Mr. M. Damodaran [§]	Member	8	8
Mr. Sanjeev Aga	Member	8	8
Mr. Vikram Singh Mehta [§]	Member	8	8

[§] Ceased to Member of the Committee with effect from March 31, 2024.

Effective from April 1, 2024, Mr. P. R. Ramesh, Independent Director, has been appointed as Chairman of the Audit Committee and Mr. Rajnish Kumar, Independent Director has been appointed as member of the Committee.

Majority of the members of the Audit Committee are financially literate and have accounting or related financial management expertise.

The Whole-time Director & Chief Financial Officer and Head - Corporate Audit Services are permanent invitees to the Meetings of the Audit Committee. The Company Secretary is the Secretary to the Committee.

iv) Internal Audit:

The Company has an internal corporate audit team consisting of Chartered Accountants, Certified Internal Auditors and Engineers from various disciplines. Over a period, the Corporate Audit Services department ("CAS") has acquired in-depth knowledge about the Company, its businesses, its systems & procedures, the knowledge of which is now institutionalized. The Company's Internal Audit function is ISO 9001:2015 certified. The Head of CAS reports to the Audit Committee. The staff of CAS are rotated periodically to have a holistic view of the entire operations and share the findings and good practices.

The CAS team while drawing out their Audit Plan for the year, also plans for some theme-based audits (Revenue recognition, HR, Treasury, Insurance etc.) which is incorporated in the overall audit programme and also performs certain joint audits with other corporate departments for specific functions. The Company being predominantly a project-oriented Company, CAS emphasizes a risk-based focus areas in project audits. It encourages its team members to obtain globally renowned Certified Information Systems Auditor (CISA), Certified Internal Auditor (CIA) and Certified Fraud Examiner (CFE) Certification, etc., which will add strength to the Department. Every year, CAS reviews the Audit Universe which is an exhaustive list of businesses, functions, activities and locations across the Company. The yearly plan details out the scope and coverage of audits proposed for the year and it is ensured that, on an average, all operations in the Audit Universe gets into an audit coverage, at least once in 2 years. The CAS team has its offices at Mumbai and Chennai and all overseas audits are shared between these two teams.

From time to time, the Company's systems of internal controls covering financial, operational, compliance, IT applications, etc. are also reviewed by external experts. Presentations are made to the Audit Committee, on the findings of such reviews.

The CAS team of the Company also covers the internal audit of all ICs and Subsidiary Companies. An in-depth audit is conducted by the team. The major deviations are

highlighted and discussed with the concerned IC and / or subsidiary company Board and significant observations are also placed before the Audit Committee of the Company once in every quarter. Internal Audits of few subsidiaries and few other service functions have been out sourced to external firms.

2) Nomination & Remuneration Committee (NRC)

The Nomination & Remuneration Committee was constituted in 1999 even before it was mandated by law.

i) Terms of reference:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
- Recommend to the Board appointment and removal of such persons or extension of term of Independent Directors;
- Formulate criteria for determining qualifications, positive attributes and independence of a director;
- Devise a policy on Board diversity;
- Formulation of criteria for evaluation of directors, Board and the Board Committees;
- Carry out evaluation of the Board, its Committees , individual Directors and the CMD;
- Recommend to the Board a policy, relating to remuneration for the Directors, Key Managerial Personnel (KMP) and senior management;
- Administration of Employee Stock Option Scheme (ESOS).

ii) Composition:

As at March 31, 2024, the Committee comprised 3 Independent Directors and the Chairman & Managing Director.

iii) Meetings:

During the year ended March 31, 2024, 4 meetings of the Nomination & Remuneration Committee were held on May 10, 2023, July 25, 2023, October 31, 2023 and January 30, 2024.

The attendance of Members at the Meetings was as follows:

Name	Status	No. of meetings eligible to attend during the year	No. of Meetings Attended
Mr. Adil Zainulbhai	Chairman	4	3
Mr. A. M. Naik [^]	Member	2	2
Mr. Narayanan Kumar	Member	4	4
Mr. Pramit Jhaveri	Member	4	4
Mr. S. N. Subrahmanyam*	Member	2	2

[^] Ceased to be a member of the Committee with effect from September 30, 2023

*Appointed as a member of the Committee with effect from October 1, 2023.

iv) Board Membership Criteria:

While screening, selecting and recommending to the Board new members, the Committee ensures that the Board is objective, there is no conflict of interest, availability of diverse perspectives, business experience, legal, financial and other expertise, integrity, leadership and managerial qualities, practical wisdom, ability to read and understand financial statements, commitment to ethical standards and values of the Company.

While appointing/re-appointing any Independent Director/Non- Executive Director on the Board, the NRC considers the criteria as laid down in the Companies Act, 2013 and the SEBI LODR Regulations.

While evaluating the suitability of a Director for re-appointment, besides the above criteria, the NRC considers Board evaluation results, attendance and participation in and contribution to the activities of the Board by the Director.

The Independent Directors satisfy and fulfill the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and all the applicable provisions of the SEBI LODR Regulations.

Each Independent Director gives a certificate confirming that they meet the "independence criteria" as mentioned in section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations.

The Board has taken on record the declaration and confirmation submitted by the Independent Directors and after assessing the veracity of the same, the Board is of the opinion that the Independent Directors fulfill the conditions specified in the SEBI LODR Regulations and are independent of the management.

These certificates have been placed on the website of the Company <http://investors.larsentoubro.com/corporategovernance.aspx>

The role, responsibilities and duties of Independent Directors are set out in the letter of appointment issued to them. Copy of the draft letter of appointment issued to Independent Directors is available on the Company's website at <https://investors.larsentoubro.com/listing-compliance-disclosuresunderstatutes.aspx>

v) Remuneration Policy:

The remuneration of the Board members is based on the Company's size and global presence, its economic and financial position, industrial trends, compensation paid by the peer companies, etc. Compensation reflects each Board member's performance and accountability. The level of compensation to Executive Directors is competitive and matches industry standards.

The Company pays remuneration to Executive Directors by way of salary, perquisites and retirement benefits (fixed components) and commission (variable component), stock options based on recommendation of the NRC, approval of the Board and the shareholders. The commission payable is based on the overall performance of the Company, performance of the business / function as well as qualitative factors. The commission is calculated with reference to net profits of the Company in the financial year subject to overall ceilings stipulated under section 197 of the Companies Act, 2013.

The Independent Directors / Non-Executive Directors are paid remuneration by way of commission and sitting fees. The Company paid sitting fees of ₹ 1,00,000/- per meeting of the Board and ₹ 50,000/- for Audit Committee (AC), Nomination and

Remuneration Committee (NRC) and Board Risk Management Committee (BRMC) meetings and ₹ 35,000/- for Stakeholders Relationship Committee (SRC) and CSR & Sustainability (CSR) Committee meetings, till June 30, 2023, to the Independent Directors/ Non-Executive Directors. Effective July 1, 2023, the sitting fees have been revised to ₹ 75,000 for AC, NRC and BRMC meetings and ₹ 50,000 for SRC and CSR Committee meetings. The Board meeting sitting fee remains the same at ₹ 1,00,000 per meeting. The commission is paid in accordance with the provisions of section 197 of the Companies Act, 2013.

The commission to the Independent Directors / Non-Executive Directors is distributed broadly on the basis of their attendance, contribution at the Board, the Committee meetings, Chairmanship of Committees and participation in IC meetings.

In the case of nominees of Financial Institutions, the commission is paid to the Financial Institutions.

As required by the provisions of Regulation 46 of the SEBI LODR Regulations, the criteria for payment to Independent Directors / Non-Executive Directors is made available on the investor page of our Company's website <https://investors.larsentoubro.com/listing-compliance-disclosuresunderstatutes.aspx>

Performance Evaluation Criteria for Independent Directors:

The performance evaluation questionnaire covers qualitative/ subjective criteria with respect to the structure, culture, Board processes and selection, effectiveness of the Board and Committees, strategic decision making, functioning of the Board and Committees, Committee composition, information availability, remuneration framework, succession planning, adequate participation, assessment of their independence, etc. It also contains specific criteria for evaluating the CMD and individual Directors. An external consultant is engaged to receive the responses of the Directors and consolidate/analyze the responses. This is done through a software platform of the external consultant.

The Chairman of the NRC discusses the performance evaluation results with the CMD of the Company and the CMD of the Company interacts with all the Non-Executive Directors and Independent Directors. The NRC Chairman interacts with the Executive Directors.

Key suggestions made by the Directors as part of the Board evaluation exercise of FY 2022-23 included holding Board meeting at / visits to places where the Company has operations, assessment of board composition, optimisation of time involvement between mandatory board requirements and strategic directional involvement and compensation benchmarking of Independent Directors. The Company has taken necessary actions on the suggestions given by the Board members viz. Board visits were arranged to Varanasi & Ayodhya during FY 2023-24, strategic sessions were part of board meetings held in March & May 2024 and the compensation of Independent Directors was benchmarked with the industry during FY 2023-24.

Members are also requested to refer to page 323 of the Board Report.

vi) Training & Succession Planning:

The company places significant emphasis on the continuous growth of its workforce. It is committed to developing internal talent and capable leaders. To achieve this, the Company has established robust processes for creating and sustaining a leadership and talent pipeline through Development Centres, its Leadership Development initiatives, and Talent Review Process.

The Development Centres, pivotal to the Company's core philosophy of grooming internal talent, ensure the right leadership talent is identified through an objective selection process. The Development Centres supports the development of company's high performing talent by seamlessly conducting an objective assessment through a structured process. This process is followed up with the creation of individualised development plans as a map to enable talent to navigate their unique development journey.

The company's Leadership Development initiatives are designed to cater development needs of its talent at three stages. The

company enhances managerial capabilities at all levels through Management Development Programs, nurtures potential of its high performers through Leadership Competency Development Programs, and prepares its talent with proven track record & recognized potential through its signature Seven-Step Leadership Pipeline Programs.

The Company's Seven-Step Leadership Pipeline Programs is an established best practice in talent development which serves to provide leadership inputs to high potential employees. These programs are carefully curated in association with prominent International & Indian institutions such as Harvard Business School, London Business School, INSEAD, Ross School of Business, and IIM Ahmedabad. These programs are regularly reviewed and aligned with the evolving landscape of business. The leaders who move up the Seven-Step Leadership Pipeline Program are mentored by the Chairman Emeritus and Chairman and MD of the Company.

The company has initiated Leadership Competency Development Programs for senior managers with the Great Lakes Institute of Management, Chennai, and launched similar programs for early and middle managers in collaboration with IIM Vishakhapatnam and KREA University, conducted at their Leadership Development Academy in Lonavala.

The Company also conducts its Management Development programs in tie-up with reputed Indian B-Schools like Narsee Monjee, IIM Mumbai, XLRI and IIM-Bangalore to provide inputs to our current and potential leaders and in the process builds a strong pipeline of managers at every level.

The Company, recognizing the importance of increasing visibility of its top talent for continuous development and succession planning, has established a Talent Review Process. This process enables the businesses to identify, deliberate, and plan the development and deployment of its top talent in strategic roles. To ensure the success of this initiative, a Talent Management Council led by Business & HR heads has been established dovetailing the Talent Review discussions with annual appraisal process.

In the fiscal year 2023-24, the Company's commitment to its workforce was recognized by Great Place to Work for the second consecutive year. The company recognizes the shifts taking place in the workforce due to changing macro-economic conditions, talent demographics & aspiration, and emphasis on Diversity, Equity & Inclusion. These changes require a renewed form of leadership that can integrate high-performance with changing talent needs. To address this need, the Company has launched its own People Leadership Excellence Framework. This is a five-dimension framework which will guide several initiatives for assessing and nurturing people leadership capabilities across the Company.

The Company's own HR Excellence Model ensures that the above practices are continuously evaluated and kept in alignment with contemporary people dimensions, thus enhancing people strategy and practices aiding organizational performance.

Moving to the Company's digital initiatives in the learning space, the Company has taken further strides in its digitalization by launching a new Learning Management System (LMS) on SAP Success Factors platform. The LMS hosts an extensive array of training programmes and integrates external resources from platforms like Coursera, Percipio, and Harvard Manage Mentor offering a rich & adaptable learning environment for all employees, thus, making learning democratised and learner centric.

Additionally, the Company has established niche learning academies, such as the Academy of Digital Transformation and Academy of GenAI, to address domain-specific needs. The Company's digital learning solutions provide role-specific and skill-focused learning, using platform-based skill benchmarking. In 2023-24, the Company logged 5.20 lakh training hours from 38,500 L&T employees via digital learning modes.

The Nomination and Remuneration Committee discussed matters relating to succession planning of Directors and senior officials of the Company.

For more details on training and succession planning, please refer to the Human Capital section of the Integrated Report.

vii) Details of remuneration paid / payable to Directors for the year ended March 31, 2024:

(a) Executive Directors:

The details of remuneration paid / payable to the Executive Directors for FY 2024 is as follows:

₹ crore						
Names	Salary	Perquisites	Perquisites related to ESOP*	Retirement Benefits	Commission	Total
Mr. S. N. Subrahmanyam [^]	3.60	1.67	–	10.50	35.28	51.05
Mr. R. Shankar Raman	2.25	1.08	–	6.50	21.83	31.66
Mr. D. K. Sen @	0.03	0.46	–	22.26	0.18	22.93
Mr. M. V. Satish\$	1.71	0.74	–	2.78	8.57	13.80
Mr. Subramanian Sarma	2.07	0.84	9.99	5.57	18.56	37.03
S. V. Desai	1.23	0.62	–	3.95	13.41	19.21
T. Madhava Das	1.23	0.59	–	3.86	13.06	18.74
Mr. Anil V Parab	1.05	0.24	–	2.61	8.62	12.52

[^] Appointed as Chairman & Managing Director with effect from October 1, 2023

@ Ceased to be Whole-time Director with effect from April 7, 2023.

\$ Ceased to be Whole-time Director with effect from April 7, 2024.

*Represents perquisite value related to ESOPs exercised during the year in respect of stock options granted over the past several years by the Company and includes tax on ESOPs borne by the Company wherever applicable.

- Notice period for termination of appointment of Chairman & Managing Director and other Whole-time Directors is six months on either side.
- No severance pay is payable on termination of appointment.
- Details of Options granted under Employee Stock Option Schemes are provided on the website of the Company <https://investors.larsentoubro.com/listing-compliance-agm.aspx>.
- Mr. Subramanian Sarma has exercised 25,000 stock options in the Company vested during the year. The perquisite amount on exercise of these options is considered as a part of his remuneration.

(b) Non-Executive Directors:

The details of remuneration paid / payable to the Non-Executive Directors for FY 2023-24 is as follows:

₹ crore				
Names	Sitting Fees for Board Meeting	Sitting Fees for Committee Meetings	Commission	Total
Mr. A. M. Naik [^]	0.03	0.01	1.65	1.69
Mr. M. M. Chitale [^]	0.06	0.07	0.59	0.72

₹ crore

Names	Sitting Fees for Board Meeting	Sitting Fees for Committee Meetings	Commission	Total
Mr. M. Damodaran [§]	0.06	0.06	0.53	0.65
Mr. Vikram Singh Mehta [§]	0.06	0.06	0.45	0.57
Mr. Adil Zainulbhai	0.05	0.03	0.50	0.58
Mr. Sanjeev Aga	0.06	0.07	0.40	0.53
Mr. Narayanan Kumar	0.05	0.04	0.44	0.53
Mr. Hemant Bhargava [#]	0.06	0.01	0.22	0.29
Mrs. Preetha Reddy	0.05	–	0.17	0.22
Mr. Pramit Jhaveri	0.06	0.03	0.28	0.37
Mr. Rajnish Kumar [@]	0.05	–	0.17	0.22
Mr. Jyoti Sagar [@]	0.05	–	0.17	0.22
Mr. Ajay Tyagi [*]	0.03	–	0.10	0.13
Mr. P. R. Ramesh [*]	0.03	–	0.10	0.13

Note – Remuneration of Mr. A. M. Naik excludes ₹ 1.5 crore paid to him during the financial year towards pension.

[#] Payable to the Institution he represents.

[^] Ceased to be a Director of the Company with effect from September 30, 2023

[@] Appointed as an Independent Director of the Company with effect from May 10, 2023.

^{*} Appointed as an Independent Director of the Company with effect from October 31, 2023.

[§] Ceased to be an Independent Director with effect from March 31, 2024.

Details of shares of the Company held by the Directors and Key Managerial Personnel, as on March 31, 2024, are as follows:

Name	No. of Shares	Shareholding Percentage
Mr. S. N. Subrahmanyam	2,65,584	0.02
Mr. R. Shankar Raman	2,96,616	0.02
Mr. M. V. Satish	46,457	0.00
Mr. Subramanian Sarma	1,84,053	0.01
Mr. S. V. Desai	25,810	0.00
Mr. T. Madhava Das	16,265	0.00
Mr. Anil V. Parab	1,11,040	0.01
Mr. M. M. Chitale [@]	3,568	0.00
Mr. M. Damodaran [@]	225	0.00
Mr. Vikram Singh Mehta [@]	1,327	0.00
Mr. Adil Zainulbhai	150	0.00
Mr. Sanjeev Aga	100	0.00
Mr. Narayanan Kumar	1,500	0.00
Mr. Hemant Bhargava [*]	188	0.00
Mrs. Preetha Reddy	180	0.00
Mr. Pramit Jhaveri	20,550	0.00
Mr. Rajnish Kumar	100	0.00
Mr. Jyoti Sagar	100	0.00
Mr. Ajay Tyagi	100	0.00
Mr. P. R. Ramesh	100	0.00
Mr. Sivaram Nair A	10,384	0.00

[@] Ceased to be Independent Directors with effect from March 31, 2024 on account of completion of tenure.

^{*} 100 shares held jointly with the Institution he represents.

3) Stakeholders' Relationship Committee:

i) Terms of reference:

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

ii) Composition:

As on March 31, 2024, the Stakeholders' Relationship Committee comprised 1 Non-Executive Director, 1 Independent Director and 1 Executive Director.

iii) Meetings:

During the year ended March 31, 2024, 2 meetings of the Stakeholders' Relationship Committee were held on June 14, 2023 and January 10, 2024.

The attendance of Members at the Meetings was as follows-

Name	Status	No. of meetings eligible to attend during the year	No. of Meetings Attended
Mr. Narayanan Kumar	Chairman	2	2
Mr. Hemant Bhargava	Member	2	2
Mr. T Madhava Das [#]	Member	2	2

[#] Appointed as a member of the Committee with effect from April 8, 2023

Mr. Sivaram Nair A, Company Secretary is the Compliance Officer.

iv) Number of Requests / Complaints:

During the year, the Company has resolved investor grievances expeditiously except for the cases constrained by disputes or legal impediments.

During the year, the Company / its Registrar received the following complaints from SEBI / Stock Exchanges and queries from shareholders, which were resolved within the time frames laid down by SEBI.

Particulars	Opening Balance	Received	Resolved	Pending*
Complaints:				
SEBI / Stock Exchange	2	156	157	1
Shareholders	3	504	503	4
Shareholder Queries:				
Dividend Related	35	9,490	9,520	5
Transmission/ Others	287	9,497	9,684	100
Demat / Remat	7	7,113	7,117	3

* Investor complaints / queries shown outstanding as on March 31, 2024 have been subsequently resolved to the complete satisfaction of the investors. The Company repeatedly sends reminders to shareholders regarding unclaimed shares and dividends. This results in an increase in the number of queries received.

Pursuant to the amendments in SEBI LODR Regulations, transfer of securities in physical form are not being processed by the Company. Further, all requests for transmission, transposition, issue of duplicate share certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate and consolidation of securities certificates/folios are being processed only in demat form. In such cases the Company issues a letter of confirmation, which needs to be submitted to Depository Participant to get credit of these securities in dematerialized form.

4) CSR & Sustainability Committee:
i) Terms of reference:

The CSR & Sustainability ("CSR") Committee has been entrusted with the task of reviewing the sustainability and Corporate Social Responsibility initiatives of the Company.

A. Corporate Social Responsibility:

- Formulate and recommend to the Board a Corporate Social Responsibility Policy and suggest any changes thereto

- Provide guidance for the development of annual CSR Action Plan
- Recommend the CSR annual budget to the Board for approval
- Monitor the implementation of the CSR Action Plan of the Company from time to time; and
- Identify and recommend to the Board the CSR projects that will qualify to be ongoing projects

B. Sustainability:

- Formulate and recommend to the Board a Sustainability Policy and suggest any changes thereto
- Provide guidance for the development of the long-term Sustainability Plan; and
- Monitor the implementation of the Sustainability Plan of the Company from time to time
- Review of Business Responsibility and Sustainability Report of the Company.

ii) Composition:

As on March 31, 2024, the CSR Committee comprised 1 Independent Director and 2 Executive Directors.

iii) Meetings:

During the year ended March 31, 2024, 3 meetings of the CSR Committee were held on April 29, 2023, October 7, 2023 and March 15, 2024.

The Members at the Committee are as follows-

Name	Status	No. of meetings eligible to attend during the year	No. of Meetings Attended
Mr. M. M. Chitale [#]	Chairman	3	3
Mr. R. Shankar Raman	Member	3	3
Mr. S. V. Desai*	Member	3	3

[#] Ceased as Chairman & member of the Committee with effect from March 31, 2024

* Appointed as member of the Committee with effect from April 8, 2023

Effective April 1, 2024, Mr. Ajay Tyagi, Independent Director, has been appointed as the Chairman of the Committee and Mr. Jyoti

Sagar, Independent Director, has been appointed as member of the Committee.

iv) **CSR Activities & Impact Assessment:**

The Company, through its CSR & Sustainability Committee, is committed to improve the social infrastructure / fabric of the Country. The Company's CSR programmes are well-entrenched, focusing on areas that align with the global and national matrices of development: water & sanitation, health, education and skill-building.

The Company is leveraging its countrywide presence to reduce disparities through interventions in Water and Sanitation, Healthcare, Education and Skill Building. Close interactions with the local community members have enabled the Company to identify and address their most pressing needs and the social interventions for community development have been specifically aligned.

The Company has launched programs towards holistic development in the following areas based on need assessment:

- **Water & Sanitation:** For the availability of safe drinking water and proper sanitation facilities
- **Education:** To improve access to education (increased enrollment in pre-school, children attending neighborhood schools), improving quality of learning (better school infrastructure, better teaching-learning process) and learning STEM (Science Technology Engineering and Math) subjects with fun and hands on experiments
- **Health:** Improvement in access to quality health care (expanding infrastructure of health centres, increased number of people availing quality health care)
- **Skill development:** Enhancing employability of youth (enhancing training capacity, improved infrastructure of skill development centres).

All CSR projects have defined goals and milestones which are tracked as per the periodicity defined for the project. The progress is compared with the baseline data that is gathered before the commencement of the project. This is carried out through an onsite evaluation as well as the reports generated from the project. The indirect impact that accrued are also factored and

documented in the monthly reporting process. These are subsequently vetted / measured during the external Social Audit or Impact Assessment. The Social Audit/ Impact Assessment report is discussed during the CSR & Sustainability Committee meetings and it forms a part of Annexure C to this Board Report.

The detailed disclosures of CSR spending during the year has been given in Annexure 'C' forming part of this Board Report. Please refer to page 365 of this Integrated Annual Report.

5) **Board Risk Management Committee:**

i) **Terms of reference:**

The terms of reference of the Board Risk Management Committee are as follows:

- Review of the existing Risk Management Policy, framework and processes, Risk Management Structure and Risk Mitigation Systems. Broadly, the key risks will cover strategic risks of the group at the domestic and international level including sectoral developments, risk related to market, financial, geographical, political and reputational issues, Environment, Social and Governance (ESG) risks, etc.
- Evaluate risks related to cyber security.

The Committee periodically reviews the risk status to ensure that executive management mitigates the risks by means of a properly designed framework.

The Company also has an Apex Risk Management Committee, comprising of Executive Directors, which reviews the operational risks including client quality, manpower availability, logistic and other aspects which impact the Company and the Group.

ii) **Composition:**

As on March 31, 2024, the Board Risk Management Committee comprised of 2 Independent Directors and 1 Executive Director.

iii) **Meetings:**

During the year ended March 31, 2024, 2 meetings of the Board Risk Management Committee were held on April 19, 2023 and October 16, 2023.

The attendance of Members at the Meetings was as follows-

Name	Status	No. of meetings held during the year	No. of meetings attended
Mr. Adil Zainulbhai	Chairman	2	2
Mr. Sanjeev Aga	Member	2	2
Mr. Subramanian Sarma	Member	2	2

Members are also requested to refer to page 322 of the Board Report.

G. OTHER INFORMATION

a) Directors' Familiarization Program:

The Directors of the Company are updated on changes/developments in the domestic/global markets and industry scenario through presentations made at Board, Committee, IC meetings and interactions with senior company personnel. The Directors are also updated about changes in statutes/legislations and economic environment, and on matters significantly affecting the Company, to enable them to take well informed and timely decisions. The Board meetings are also held in locations where the Company has operations to apprise the Directors about its operations.

The internal newsletters of the Company, the press releases, etc. are circulated to all the Directors so that they are updated about the operations of the Company.

Presentations are made regularly to the Board, NRC, AC, BRMC, SRC and CSR & Sustainability Committee, where Directors get an opportunity to interact with senior managers. Minutes of AC, NRC, SRC, BRMC and CSR Committees are circulated to the Board. Presentations, *inter alia*, cover business strategies, management structure, HR policy, management development and succession planning, quarterly and annual results, budgets, treasury policy, review of internal audit, risk management framework, operations of subsidiaries and associates, etc.

Independent Directors have the freedom to interact with the Company's Management. Interactions happen during Board/Committee meetings, when senior company personnel are asked to make presentations about performance of their Independent Company (IC)/Business Unit, to the Board.

Some of the Independent Directors are members of the IC Board. They share the learnings from these meetings with the remaining Non-Executive Directors / Independent Directors formally and informally. Such interactions also happen when these Directors meet senior management in IC meetings and informal gatherings.

As part of the appointment letter issued to Independent Directors, the Company has stated that it will facilitate attending seminars/programs/conferences designed to train directors to enhance their role as an Independent Director.

This information is also available on the website of the Company <https://investors.larsentoubro.com/listing-compliance-disclosuresunderstatutes.aspx>.

b) Policy for determination of materiality of events or information

The Company has a policy for determination of materiality of events or information for disclosure to the stock exchanges. The policy has clearly defined guidelines and materiality thresholds for determination of materiality of certain events or transaction or information with respect to the Company, its Subsidiaries and Associate Companies. During FY 2023-24, the Policy was reviewed and revised to align the same with the amendments made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also implemented a software application to assist employees to report potential material event / information to authorised Key Managerial Personnel. The Policy is available on the Company's website at <https://www.larsentoubro.com/corporate/about-It-group/corporate-policies/>.

c) Vigil Mechanism / Whistle Blower Policy:

The Company has a Whistle Blower Policy in place since April 2004. The said policy was modified in line with the requirements of the Vigil Mechanism under the Companies Act, 2013 and subsequently in 2018 to include reporting of instances of leakage of unpublished price sensitive information as per SEBI (PIT) Amendment Regulations, 2018. The Company has a Whistle Blower Investigation Committee (WBIC) to manage complaints from "Identified" Whistle Blowers. In addition, WBIC considers "Anonymous" complaints which in their judgement are serious in nature and require investigation. The WBIC has five members viz. Chief Financial Officer, Company Secretary, Head-Corporate HR, Chief Internal Auditor and a senior Finance & Accounts person from business. The WBIC is responsible for end-to-end management of the investigations, from the time