

NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on Tuesday, September 1, 2015 at 10:00 am at 'Landmark' Building, 'A' wing, 2nd floor, Suren Road, Off. Andheri-Kurla Road, Andheri (East), Mumbai – 400 093 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2015, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint a director in place of Mr. N. Hariharan (DIN: 00001668), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint M/s. Sharp & Tannan, Chartered Accountants, (ICAI Registration No. 109982W) as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT Ms. Bhagyam Ramani (DIN: 00107097) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to Section 149 of the Companies Act, 2013 Ms. Bhagyam Ramani be and is hereby appointed as an Independent Woman Director of the Company to hold office for a consecutive term of five years commencing from March 28, 2015 upto and including March 27, 2020.”

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

“RESOLVED THAT Mr. Subramanian Sarma (DIN: 00554221) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2016 to R. Nananbhoy & Co., Cost Accountants having Firm Registration No. 000010 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015 - 16 amounting to Rs. 1.50 lacs

(Rupees One Lac Fifty Thousand) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

By Order of the Board of Directors
For **L&T HYDROCARBON ENGINEERING LIMITED**

Place : Mumbai
Date : August 19, 2015

ALPANA KHALE
COMPANY SECRETARY
(MEMBERSHIP NO. ACS 40675)

Registered Office:
L&T House,
Ballard Estate, Mumbai 400 001
CIN: U11200MH2009PLC191426

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND WHERE THAT IS ALLOWED TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND RULE 19 OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- THE MEETING IS BEING CALLED AT SHORTER NOTICE, SINCE THE MEETING DATE WAS ALREADY CIRCULATED TO MEMBERS EARLIER AND NOTICE IS BEING RE-SENT DUE TO ADDITION OF AGENDA ITEMS TO BE TRANSACTED AT THE MEETING

EXPLANATORY STATEMENT

As required by section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business of the accompanying notice dated August 19, 2015.

ITEM NO. 5:

Ms. Bhagyam Ramani was appointed as an Additional Director on March 28, 2015 who holds office up to the date of Annual General Meeting. The Company has received a notice in writing along with deposit of requisite amount from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Bhagyam Ramani for the office of the Director.

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013, Ms. Bhagyam Ramani is proposed to be appointed as an Independent Woman Director for a term with effect from March 28, 2015 up to March 27, 2020 for a period of 5 years.

In the opinion of the Board, Ms. Bhagyam Ramani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Ms. Bhagyam Ramani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Directors recommend the resolution for approval of the Shareholders.

Except Ms. Bhagyam Ramani, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

ITEM NO. 6:

Mr. Subramanian Sarma was appointed as an Additional Director on August 19, 2015 who holds office up to the date of Annual General Meeting. The Company has received a notice in writing along with deposit of requisite amount from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Subramanian Sarma for the office of the Director.

The Directors recommend the resolution for approval of the Shareholders.

Except Mr. Subramanian Sarma, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

ITEM NO. 7:

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of R. Nanabhoy & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2015 -2016.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2015 - 16 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the members.

By Order of the Board of Directors
For **L&T HYDROCARBON ENGINEERING LIMITED**

Place : Mumbai
Date : August 19, 2015

ALPANA KHALE
COMPANY SECRETARY
(MEMBERSHIP NO. ACS 40675)

Registered Office:
L&T House,
Ballard Estate, Mumbai 400 001
CIN: U11200MH2009PLC191426

(ANNEXURE TO NOTICE DATED AUGUST 19, 2015)

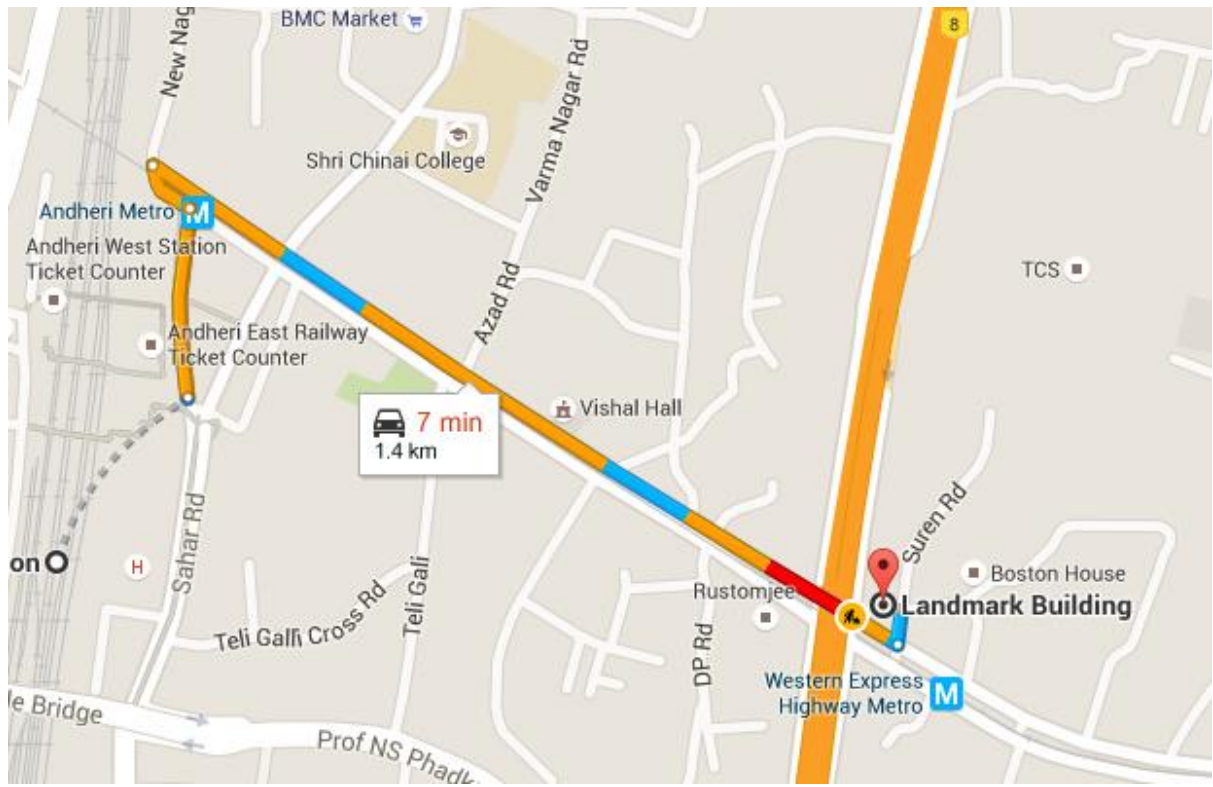
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING

(PURSUANT TO SS 2 ON GENERAL MEETING)

Name of the Director	Mr. R. Shankar Raman	Mr. N Hariharan	Mrs. Bhagyam Ramani	Mr. Subramanian Sarma
Date of Birth / Age	December 20, 1958 , 56	December 8, 1952 , 62	January 9, 1952 , 63	February 4, 1958 , 57
Date of first appointment on the Board	May 13, 2013	May 13, 2013	March 28, 2015	August 19, 2015
Qualifications	B.Com, ACA and Grad. CWA	B.Com, ACA and ACS	Masters Degree in Economics.	Masters' Degree in Chemical Engineering from IIT Bombay
Experience	Vast experience in the field of Finance	Vast experience in Secretarial & Legal	Vast experience in investment & finance	Expertise in managing large business portfolios in energy sector.
Other Directorships	<ol style="list-style-type: none"> 1. L&T POWER DEVELOPMENT LIMITED 2. L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED 3. L&T GENERAL INSURANCE COMPANY LIMITED 4. L&T FINANCE HOLDINGS LIMITED 5. L&T INVESTMENT MANAGEMENT LIMITED 6. LARSEN & TOUBRO INFOTECH LIMITED 7. LARSEN & TOUBRO LIMITED 8. L&T SEAWOODS 	<ol style="list-style-type: none"> 1. CLARITY ADVERTISING AGENCY PRIVATE LIMITED 2. L&T ELECTRICALS AND AUTOMATION LIMITED 3. L & T CAPITAL COMPANY LIMITED 4. RAYKAL ALUMINIUM COMPANY PRIVATE LIMITED 5. L&T EMPLOYEES WELFARE FOUNDATION PRIVATE LIMITED 6. LANDT WELFARE COMPANY LIMITED 	<ol style="list-style-type: none"> 1. CAPRI GLOBAL CAPITAL LIMITED 2. SAURASHTRA CEMENT LIMITED 3. IDBI FEDERAL LIFE INSURANCE COMPANY LIMITED 4. GUJARAT SIDHEE CEMENT LIMITED 5. CAPRI GLOBAL HOUSING FINANCE PRIVATE LIMITED 6. LLOYDS METALS AND ENERGY LIMITED 7. INDUSTRIAL INVESTMENT TRUST 	<ol style="list-style-type: none"> 1. LARSEN & TOUBRO LIMITED

	LIMITED 9. L&T REALTY LIMITED		LIMITED 8. L&T SPECIAL STEELS AND HEAVY FORGINGS PRIVATE LIMITED	
Memberships / Chairmanships of committees across all companies	<p>Chairman</p> <p>Audit Committee</p> <p>1. LARSEN & TOUBRO INFOTECH LIMITED</p> <p>Member</p> <p>Audit Committee</p> <p>1. L&T FINANCE HOLDINGS LIMITED</p> <p>2. L&T GENERAL INSURANCE COMPANY LIMITED</p> <p>3. L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED</p> <p>4. L&T POWER DEVELOPMENT LIMITED</p> <p>5. L&T INVESTMENT MANAGEMENT LIMITED</p> <p>6. L&T REALTY LIMITED</p> <p>7. L&T HYDROCARBON ENGINEERING LIMITED</p> <p>8. L&T SEAWOODS LIMITED</p>	<p>Member</p> <p>Audit Committee</p> <p>1. L&T FINCORP LIMITED</p> <p>2. NABHA POWER LIMITED</p> <p>3. L&T CAPITAL COMPANY LIMITED</p> <p>4. L&T UTTARANCHAL HYDROPOWER LIMITED</p> <p>5. L&T WELFARE COMPANY LIMITED</p> <p>Member</p> <p>Asset Liability Management Committee</p> <p>6. L&T FINCORP LIMITED</p> <p>Member</p> <p>Nomination & Compensation Committee</p> <p>7. L&T FINCORP LIMITED</p>	<p>Chairman</p> <p>Stakeholders Relationship Committee</p> <p>1. CAPRI GLOBAL CAPITAL LIMITED CSR Committee</p> <p>1. CAPRI GLOBAL CAPITAL LIMITED</p> <p>Member</p> <p>Audit Committee</p> <p>1. CAPRI GLOBAL CAPITAL LIMITED</p> <p>2. INDUSTRIAL INVESTMENT TRUST LIMITED</p> <p>3. L&T SPECIAL STEELS AND HEAVY FORGINGS PRIVATE LIMITED</p> <p>4. CAPRI GLOBAL HOUSING FINANCE PRIVATE LIMITED</p> <p>Nomination & Remuneration Committee</p> <p>1. CAPRI GLOBAL CAPITAL LIMITED</p> <p>2. L&T SPECIAL STEELS AND HEAVY FORGINGS PRIVATE</p>	NIL

			<p>LIMITED</p> <p>3. IDBI FEDERAL LIFE INSURANCE COMPANY LIMITED</p> <p>Investment Committee</p> <p>1. CAPRI GLOBAL CAPITAL LIMITED</p> <p>2. IDBI FEDERAL LIFE INSURANCE COMPANY LIMITED</p> <p>Operation & Borrowings Committee</p> <p>1. CAPRI GLOBAL CAPITAL LIMITED</p> <p>Policy Holders Protection Committee</p> <p>1. IDBI FEDERAL LIFE INSURANCE COMPANY LIMITED</p>	
Shareholding in the Company	1 share of Rs. 10 each jointly with Larsen & Toubro Limited	1 share of Rs. 10 each jointly with Larsen & Toubro Limited	NIL	NIL
Relationships with directors , manager and KNP	NIL	NIL	NIL	NIL
Number of Meetings of Board attended during the year	Six	FOUR	ONE	NIL





ATTENDANCE SLIP

L&T HYDROCARBON ENGINEERING LIMITED

CIN: U11200MH2009PLC191426

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

Folio No.	
No. of Shares	

NAME AND ADDRESS OF REGISTERED SHAREHOLDER
--

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the SIXTH ANNUAL GENERAL MEETING of the Company at 'Landmark' Building, 'A' wing, 2nd floor, Suren Road, Off. Andheri-Kurla Road, Andheri (East), Mumbai – 400 093 on **Tuesday, September 1, 2015 at 10.00 a.m.**

Signature

Note: Please complete this and hand it over at the entrance of the hall.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

L&T HYDROCARBON ENGINEERING LIMITED

CIN: U11200MH2009PLC191426

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No.	

I/We, being the member(s) of _____ shares of L&T HYDROCARBON ENGINEERING LIMITED, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixth Annual General Meeting of the Company, to be held at 'Landmark' Building, 'A' wing, 2nd floor, Suren Road, Off. Andheri-Kurla Road, Andheri (East), Mumbai – 400 093 on Tuesday, September 1, 2015 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1	Approval of Balance Sheet & P&L of the Company		
2	Retirement by Rotation & re-appointment of Mr. R. Shankar Raman		
3	Retirement by Rotation & re-appointment of Mr. N. Hariharan		
4	Re- appointment of Statutory Auditors for F.Y. 2015-16		
5	Appointment of Mrs. Bhagyam Ramani as Independent Director of the Company		
6	Appointment of Mr. Subramanian Sarma as Chief Executive Officer & Managing Director		
7	Ratification of Remuneration of Cost Auditors		

Affix a
1 Rupee
Revenue
Stamp

Signed thisday of2015 Signature of shareholder.....

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.