

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on Wednesday, August 17, 2016 at 10:00 a.m. at Landmark' Bldg., '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, 2016, 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. K. Ravindranath (DIN: 00262462), who retires by rotation and being eligible, offers himself for re-appointment;
3. 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:

4. Ratification of Remuneration of Cost Auditors:
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. Nanabhoy & Co., Cost Accountants bearing 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 2016 - 17 amounting to Rs. 1,75,000 lakhs (Rupees One lakh Seventy Five Thousand only) as also the payment of service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. Giving Loans/ Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies (including overseas subsidiaries):


To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any companies (including domestic & overseas subsidiaries & associates) and / or give any

guarantee or provide security in connection with a loan to any subsidiary or associate company(ies) (including overseas subsidiaries or associates) and / or acquire by way of subscription, purchase or otherwise, the securities of any other body (ies) corporate (including overseas subsidiaries) from time to time and in one or more tranches, upto an aggregate amount not exceeding Rs.6,800 crore, notwithstanding that the aggregate of the loans or guarantees so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceeds 60% of the Company's paid-up capital and free reserves or hundred percent of free reserves whichever is higher.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits up to which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

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



ALPANA KHALE
COMPANY SECRETARY
(M.NO: 40675)

Place: Mumbai
Date : May 17, 2016

Registered Office:

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

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT 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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business set out above is annexed hereto.

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.

ITEM NO. 4:

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, bearing Firm Registration no: 000010; to conduct the audit of the cost records of the Company for the financial year 2016-17.

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 2016-17 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. 4 of the Notice for approval of the members.

ITEM NO: 5

As per the provisions of Section 186 of the Companies Act, 2013, a Company cannot make investment, give loan and guarantee or provide any security in connection with any loan or acquire by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless it is previously authorized by a special resolution.

Pursuant to transfer of S&A companies from LTIFZE and L&T to the Company, Shareholders approval is sought for making investment in securities of those entities, giving financial support in the form of extending loans or/and financial as well as performance guarantees on behalf of these companies, which is expected to exceed the limit stated under section 186.


These investments, loans, guarantees and securities made / proposed to be made or invested or proposed to be invested as the case may be are out of own/surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates.

As a measure of achieving greater financial flexibility, it is proposed that the Board of Directors be authorized to invest up to Rs.6800 crore in any body corporate by way of grant of loan(s) and/or provide any other form of debt to and/or place intercorporate deposit(s) with and/or purchase security (ies) and/or give guarantee(s) or provide security (ies) in connection with loan(s) made by any other person to any Body corporate or entity.

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 Special Resolution set out at Item No. 5 of the Notice for approval of the members.

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



ALPANA KHALE
COMPANY SECRETARY
(M.NO: A40675)

Place: Mumbai
Date: May 17, 2016

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

ANNEXURE TO NOTICE DATED MAY 17, 2016
 DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING
 ANNUAL GENERAL MEETING
 (PURSUANT TO SS 2 ON GENERAL MEETING)

Name of the Director	RAVINDRANATH KUNDURTI
Date of Birth / Age	22/08/1950
Date of first appointment on the Board	06/02/2014
Qualifications	Chemical Engineer- IIT Kharagpur Master's Degree Chemical Plant Design- IIT Madras
Experience	41 years
Other Directorships	<ol style="list-style-type: none"> 1. L&T Chiyoda Ltd. 2. L&T-Gulf Private Ltd. 3. L&T-Valdel Engineering Ltd. 4. L&T Sapura Offshore Private Ltd. 5. L&T Sapura Shipping Private Ltd 6. PT Larsen and Toubro Hydrocarbon Engineering Indonesia 7. L&T Overseas project Nigeria 8. Larsen and Toubro (East Asia) SDN. BHD 9. Larsen and Toubro Electromech LLC, Oman
Memberships of committees of other Boards	<ol style="list-style-type: none"> 1. L&T Chiyoda- Audit Committee, Nomination & Remuneration Committee and CSR Committee 2. L&T Sapura Shipping Private Limited- Nomination and Remuneration Committee 3. L&T Gulf Private Limited- Nomination and Remuneration Committee and CSR committee.
Shareholding in the Company	NIL
Relationships with directors , manager and KMP	NA
Number of Meetings of Board attended during the year	FIVE



L&T Hydrocarbon Engineering

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
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I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the 7th ANNUAL GENERAL MEETING of the Company at Landmark' Bldg., 'A' Wing, 2nd Floor, Suren Road, Off Andheri-Kurla Road, Andheri (East), Mumbai 400 093 on Wednesday, August 17, 2016 at 10:00 a.m.

Signature

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



L&T Hydrocarbon Engineering

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 Annual General Meeting of the Company, to be held at Landmark' Bldg., 'A' Wing, 2nd Floor Suren Road, Off Andheri-Kurla Road, Andheri (East), Mumbai 400 093 on Wednesday, August 17, 2016 at 10:00 a.m. and at any adjournment thereof ;

** 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 and P&L of the Company		
2.	Appointment of Director in place of Mr. K. Ravindranath		
3.	To appoint M/s. Sharp & Tannan, Chartered Accountants as statutory Auditors of the Company for FY 16-17		
4.	Ratification of Remuneration of Cost Auditors		
5.	Loans and Guarantees to any bodies corporate and persons and investments in any body corporate		

Signed thisday of2016 Signature of shareholder.....

Affix a
1 Rupee
Revenue
Stamp

Signature of proxy holder(s)

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) Please put an '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.

GUIDE MAP FOR EASE IN COMMUTE

