

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on June 11, 2018 at 10:00 am at Landmark' Bldg., 'A' Wing, 3rd 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 **financial statements of the Company** for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon;
2. To declare **final dividend on preference shares**;
3. To **appoint a director** in place of **Mr. Subramanian Sarma** (DIN 00554221), who **retires by rotation** and is eligible re-appointment;
4. To **appoint a director** in place of **Mr. T. Chinnappa** (DIN: 05219775), who **retires by rotation** and is eligible re-appointment;

SPECIAL BUSINESS

5. To consider & ratify **remuneration payable to Cost Auditors** of the Company and for that purpose to pass with or without modification(s), as an **Ordinary Resolution**, the following:

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 Company hereby ratifies the remuneration of Rs.1,80,000 (rupees one lakh eighty thousand only) plus applicable taxes and out of pocket expenses at actuals for financial year ending on March 31, 2019 to M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration no: 000010), who are appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the Company for FY 2018-19."

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



ALPANA KHALE
COMPANY SECRETARY
(M.NO: 40675)

Place: Mumbai
Date : May 21, 2018

NOTES:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy and where that is allowed, to attend and vote instead of himself, and that a proxy need not be a member.

Proxies in order to be effective, the Proxy form 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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to item 5 of the accompanying Notice dated June 11, 2018.

ITEM NO. 5:

As required by Section 148 of the Companies Act 2013 and rule 4(2) of the Companies (Cost Records and Audit) Amendment Rules, 2014, cost audit is applicable if aggregate turnover of individual products/services covered under specified CTA headings as per Rule 3 is more than Rs. 35 Crores and overall turnover of Company is more than Rs. 100 Crores.

The Company clears various items at MFF Hazira Yard under CTA headings which are covered under Rule 3. Hence, the Company comes under the purview of cost audit for the applicable products, whereby a Cost Auditor is required to be appointed to conduct cost audit.

The Board of Directors of the Company had approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration no: 000010) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for FY 2018-19 at a remuneration of Rs.1,80,000 (rupees one lakh eighty thousand only) plus applicable taxes and out-of-pocket expenses, etc. incurred at actuals.

M/s. R. Nanabhoy & Co., Cost Accountants, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. 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 has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for the aforesaid proposal.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested in the resolution set out at Item No. 5.

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



ALPANA KHALE
COMPANY SECRETARY
(M.NO: 40675)

Place: Mumbai
Date : May 21, 2018



L&T Hydrocarbon Engineering

ATTENDANCE SLIP

L&T HYDROCARBON ENGINEERING LIMITED

CIN: U11200MH2009PLC191426

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

Tel: +91 22 6752 5656 Fax: +91 22 6752 5693 www.Lnhydrocarbon.com

Folio No.	
No. of shares	

Name & 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 9th **Annual General Meeting** of the Company at Landmark' Bldg., 'A' Wing, 3rd Floor, Suren Road, Off Andheri-Kurla Road, Andheri (East), Mumbai 400 093 on June 11, 2018.

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

Tel: +91 22 6752 5656 Fax: +91 22 6752 5693 www.Lnthydrocarbon.com

Table with 2 columns: Field Name, Value. Fields include 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, 3rd Floor, Suren Road, Off Andheri-Kurla Road, Andheri (East), Mumbai 400 093 on June 11, 2018 at 10:00 am and at any adjournment thereof ;

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

Table with 4 columns: Item No., Resolutions, For, Against. Contains 5 rows of resolutions for approval.

Signed thisday of2018 Signature of shareholder.....

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.

Affix a 1 Rupee Revenue Stamp

Annexure to Notice Dated May 21, 2018
Details of Directors seeking Appointment/Re-Appointment at the forthcoming Annual General Meeting
(Pursuant To SS 2 on General Meetings)

Name of the Director	MR. SUBRAMANIAN SARMA	MR. T. CHINNAPPA
Date of Birth	4/2/1958	06/02/1954
Date of first appointment on the Board	19/8/2015	01/05/2017
Qualifications	M. Tech. Chem. Engg.-IIT, Mumbai	Mech. Engineer & Post Graduate in Management Program from ASCI Hyderabad & London Business School
Experience	Vast experience in the field of engineering	Vast experience in the field of engineering
Other Directorships	1. Larsen & Toubro Limited	1. Larsen & Toubro Electromech LLC 2. Larsen & Toubro Kuwait Construction General Contracting. Co. 3. Larsen & Toubro ATCO Saudi LLC
Memberships / Chairmanships of committees of other Boards	NIL	NIL
Shareholding in the Co.	NIL	NIL
Relationships with directors, manager & KMP	NA	NA
No of Board Meetings attended during the year	FOUR	THREE <i>(There were 3 meetings held after he was appointed as Director wef May 1, 2017)</i>