

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on Tuesday, August 12, 2014 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, 2014, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To declare dividend on preference shares;
3. To appoint a director in place of Mr. K. Venkataramanan (DIN: 00001647), 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** Mr. U. Dasgupta (DIN: 00129114) 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.”
6. To consider and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION** the following:

“**RESOLVED THAT** Mr. K. Ravindranath (DIN: 00262462) 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), as an ORDINARY RESOLUTION the following:

“RESOLVED THAT Mr. Vikram Singh Mehta (DIN: 00041197) 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.

RESOLVED FURTHER THAT pursuant to Section 149 of the Companies Act, 2013 Mr. Vikram Singh Mehta be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from April 1, 2014 upto and including March 31, 2019.”

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

“RESOLVED THAT Dr. Ashok Kumar Balyan (DIN: 00793181) 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.

RESOLVED FURTHER THAT pursuant to Section 149 of the Companies Act, 2013 Dr. Ashok Kumar Balyan be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from April 1, 2014 upto and including March 31, 2019.”

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

“RESOLVED THAT Mr. Sarthak Behuria (DIN: 03290288) 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.

RESOLVED FURTHER THAT pursuant to Section 149 of the Companies Act, 2013 Mr. Sarthak Behuria be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from April 1, 2014 upto and including March 31, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and the rules and regulations made there under, consent of the Company be and is hereby accorded for adoption of revised set of Articles of Association in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to sign and execute such papers, documents, deeds and instruments and to do all such acts, deeds matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution relating to adoption of revised set of Articles of Association by the Company.”

By Order of the Board of Directors

For **L&T HYDROCARBON ENGINEERING LIMITED**

Place : Mumbai
Date : July 17, 2014

P. S. KAPOOR
COMPANY SECRETARY

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.

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 July 17, 2014.

ITEM NO. 5:

Mr. U. Dasgupta was appointed as an Additional Director and designated as Whole-time Director of the Company on February 6, 2014, 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. U. Dasgupta for the office of the Director.

The Directors recommend the resolution for approval of the Shareholders.

Except Mr. U. Dasgupta, being an 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. K. Ravindranath was appointed as an Additional Director and designated as Whole-time Director of the Company on February 6, 2014, 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. K. Ravindranath for the office of the Director.

The Directors recommend the resolution for approval of the Shareholders.

Except Mr. K. Ravindranath, being an 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:

Mr. Vikram Singh Mehta was appointed as an Additional Director on February 6, 2014 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. Vikram Singh Mehta 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, Mr. Vikram Singh Mehta is proposed to be appointed as an Independent Director for a term with effect from April 1, 2014 up to March 31, 2019 3 for a period of 5 years.

In the opinion of the Board, Mr. Vikram Singh Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft

letter for appointment of Mr. Vikram Singh Mehta 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 Mr. Vikram Singh Mehta, being an 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. 8:

Dr. Ashok Kumar Balyan was appointed as an Additional Director on February 6, 2014 who holds office up to the date of Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Ashok Kumar Balyan 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, Dr. Ashok Kumar Balyan is proposed to be appointed as an Independent Director for a term with effect from April 1, 2014 up to March 31, 2019 3 for a period of 5 years.

In the opinion of the Board, Dr. Ashok Kumar Balyan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft letter

for appointment of Dr. Ashok Kumar Balyan 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 Dr. Ashok Kumar Balyan, being an 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. 9:

Mr. Sarthak Behuria was appointed as an Additional Director on February 6, 2014 who holds office up to the date of Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sarthak Behuria 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, Mr. Sarthak Behuria is proposed to be appointed as an Independent Director for a term with effect from April 1, 2014 up to March 31, 2019 for a period of 5 years.

In the opinion of the Board, Mr. Sarthak Behuria fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft

letter for appointment of Mr. Sarthak Behuria 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 Mr. Sarthak Behuria, being an 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. 10:

The existing Articles of Association (AoA) is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. Hence several provisions of the AoA which have turned redundant either under the Companies Act, 1956 or with the coming into force of the Companies Act, 2013 need to be deleted/alterd. It is necessary to amend

the Articles of the Company to bring them in line with the statutory requirements of the Companies Act, 2013 and rules prescribed thereunder.

The draft AoA is available for inspection at the Registered Office of the Company.

The Directors recommend the resolution for approval of the Shareholders.

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.

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

P. S. KAPOOR
COMPANY SECRETARY

Place : Mumbai
Date : July 17, 2014