

## NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on Friday, June 28, 2019 at L&T House, Gr. Floor Conference Room, Ballard Estate, Fort, Mumbai – 400 001 at 11 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company for the year ended March 31, 2019 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. K. Venkataramanan (DIN: 00001647), who retires by rotation and is eligible for re-appointment;
4. To appoint a director in place of Mr. R. Shankar Raman (DIN 00019798), who retires by rotation and is eligible for re-appointment;
5. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, ICAI Registration No. 117366 W/W-100018, as statutory auditors of the Company and fix their remuneration and for that purpose to pass with or without modification(s), as an **Ordinary Resolution**, the following:

**“RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit & Auditor) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and pursuant to the resolution passed by the Board of directors in their meeting held on April 22, 2019, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, ICAI Registration No. 117366 W/W-100018 (“Deloitte”) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 10<sup>th</sup> AGM till the conclusion of 15<sup>th</sup> AGM.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

### SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the rules made thereunder, approval be and is hereby granted to the re- appointment of Mr. T. Chinnappa (DIN: 05219775) as the Whole

Time Director of the Company commencing from April 1, 2019 up to and including March 31, 2020 or until the date of retirement from the services of the Company, whichever is earlier.

**RESOLVED FURTHER THAT** Mr. T. Chinnappa be paid a maximum remuneration of Rs. 105 lakhs p.a. with increase of such amount as may be approved by the Board on recommendation of Nomination and Remuneration Committee, subject to the overall limits provided under Sec 197 of the Companies Act, 2013."

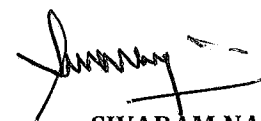
7. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, in accordance with the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vikram Singh Mehta (DIN: 00041197) who was appointed as an Independent Director of the Company for a term upto March 31, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024."

8. 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:

**"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, 2020 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 2019-20."

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



**SIVARAM NAIR**  
**COMPANY SECRETARY**  
**(M.NO: F3939)**

Place: Mumbai  
Date : June 6, 2019

**NOTES:**

A member entitled to attend and vote at the meeting is entitled to appoint a proxy, 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 items 6 to 8 of the accompanying Notice dated June 6, 2019.

### ITEM NO. 6:

Shareholders had approved the appointment of Mr. T. Chinnappa (DIN: 05219775) as Whole Time Director of the Company with effect from May 1, 2017 up to and including March 31, 2019.

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its Meeting held on March 20, 2019, re-appointed Mr. T. Chinnappa (DIN: 05219775) as Whole Time Director of the Company commencing from April 1, 2019 up to and including March 31, 2020 or until the date of retirement from the services of the Company, whichever is earlier, subject to the approval of members in the Annual General Meeting.

Further, the Board upon recommendation of Nomination & Remuneration Committee approved payment of maximum remuneration of Rs 105 lakhs p.a. with increase of such amount as may be approved by the Board on recommendation of Nomination and Remuneration Committee, subject to the overall limits provided under Sec 197 of the Companies Act, 2013 and approval of members.

The Board recommends re- appointment and payment of remuneration to Mr. T. Chinnappa for the approval of Members through Ordinary Resolution set forth in Item No. 6 of the Notice.

Save and except Mr. T. Chinnappa, none of the Directors or Key Managerial Personnel of the Company including their relatives are in anyway concerned or interested in the Resolution.

### ITEM NO. 7:

The Members at the 5th Annual General Meeting held on August 12, 2014 approved the appointment of Mr. Vikram Singh Mehta as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Mehta completed his present term on March 31, 2019. The Board of Directors of the Company ('the Board') at the meeting held on March 20, 2019, based on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Mehta as an Independent Director of the Company with effect from April 01, 2019 upto and including March 31, 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act')

The Board is of the view that the continued association of Mr. Mehta would benefit the Company, given the knowledge and experience of Mr. Mehta and his contribution to the Board. Declaration has been received

from Mr. Mehta that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Mehta fulfils the conditions specified in the Act & Rules thereunder for re-appointment as an Independent Director. In addition to sitting fees for attending the meetings of the Board and its Committees, Mr. Mehta would be entitled to remuneration by way of commission, as may be determined by the Board. Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Mehta, in terms of Section 149 of the Act.

The Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company.

Except Mr. Vikram Singh Mehta, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

**ITEM NO. 8:**

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 comes under the purview of cost audit for the applicable products, whereby a Cost Auditor is required to be appointed to conduct cost audit.

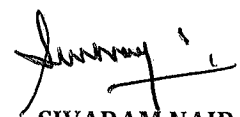
The Board of Directors of the Company had approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration no: 000010) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for FY 2019-20 at a remuneration of Rs.1,80,000 (rupees one lakh eighty 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. 8.

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



**SIVARAM NAIR**  
**COMPANY SECRETARY**  
**(M.NO: F3939)**

Place: Mumbai  
Date : June 6, 2019



## 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](http://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 10<sup>th</sup> **Annual General Meeting** of the Company on Friday, June 28, 2019 at L&T House, Gr. Floor Conference Room, Ballard Estate, Fort, Mumbai – 400 001 at 11 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

Tel: +91 22 6752 5656 Fax: +91 22 6752 5693 [www.Lnthydrocarbon.com](http://www.Lnthydrocarbon.com)

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 Tenth Annual General Meeting of the Company on Friday, June 28, 2019 at L&T House, Gr. Floor Conference Room, Ballard Estate, Fort, Mumbai - 400 001 at 11 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 financial statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon		
2.	To declare final dividend on preference shares		
3.	Appointment of Director in place of Mr. K. Venkataramanan		
4.	Appointment of Director in place of Mr. R. Shankar Raman		
5.	Approval of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants from 10 <sup>th</sup> AGM to 15 <sup>th</sup> AGM (5 Years)		
6.	Approval of re-appointment and payment of remuneration to Mr. T Chinnapa as Whole - time Director of the Company		
7.	Approval of appointment of Mr. Vikram Singh Mehta for second term of five years as an Independent Director		
8.	Ratification of remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants (Regn. No. 00010) for FY 2019-20		

Signed this .....day of .....2019 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.



**Annexure to Notice Dated June 6, 2019**  
**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. K. VENKATARAMANAN	MR. R SHANKAR RAMAN
Date of Birth	11/12/1944	20/12/1958
Date of first appointment on the Board	13/05/2013	13/05/2013
Qualifications	B.Tech.Chem Engg-IIT, Delhi	B.Com, ACA and ACMA
Experience	Vast experience in field of engineering	Vast experience in field of finance
Other Directorships	1.Kirloskar Pneumatic Co Ltd 2.Nilkamal Limited 3.Vedanta Ltd 4. L&T Welfare Company Limited 5. L&T Employee Welfare Foundation Pvt. Ltd.	1.L&T Metro Rail (Hyderabad) Ltd 2.L&T Infrastructure Dev Projects Ltd 3.L&T Finance Holdings Limited 4.L&T Investment Management Limited 5.Larsen & Toubro Infotech Ltd 6.Larsen & Toubro Limited 7.L&T Realty Limited 8.L&T Seawoods Limited
Memberships of committees of other Boards	Vedanta Ltd: Member in CSR Committee & Stakeholder Relationship committee  Audit committee member: Kirloskar Pneumatic Co Ltd	<p><b>Audit Committee</b></p> <p>1. L&amp;T Metro Rail (Hyderabad) Limited 2. L&amp;T Infrastructure Dev Projects Ltd 3. L&amp;T Finance Holdings Limited</p> <p><b>Nomination &amp; Remuneration Committee</b></p> <p>1. L&amp;T Infrastructure Development Projects Limited</p> <p><b>Corporate Social Responsibility Committee</b></p> <p>1. L&amp;T Infrastructure Dev Projects Ltd 2. L&amp;T Realty Limited 3. L&amp;T Finance Holdings Limited 4. L&amp;T Investment Management Limited 5. Larsen &amp; Toubro Limited 6. L&amp;T Seawoods Limited</p> <p><b>Stakeholder Committee</b></p> <p>1. L&amp;T Finance Holdings Limited</p>
Shareholding in the Company	NIL	NIL
Relationships with directors, manager & KMP	NA	NA
No of Board Meetings attended during the year	SIX/SIX	SIX/SIX

<b>Name of the Director</b>	<b>MR. T. CHINNAPPA</b>	<b>MR. VIKRAM SINGH MEHTA</b>
Date of Birth	February 6, 1954	October 30, 1952
Date of first appointment on the Board	May 1, 2017	February 6, 2014
Qualifications	Mech. Engineer & Post Graduate in Management Program from ASCI Hyderabad & London Business School	Graduate in Mathematics; Masters in Economics-Oxford University; IAS
Experience	Vast experience in the field of engineering	He has served the Public Sector Oil Company "Oil India Limited" as its Advisor (Strategic Planning). He had been a member of the National Council of the Confederation of Indian Industry (CII) and Chairman of its Hydrocarbons committee.
Other Directorships	<ol style="list-style-type: none"> <li>1. Larsen &amp; Toubro Electromac LLC</li> <li>2. Larsen &amp; Toubro Kuwait Cost. GenCont.Co.</li> <li>3. Larsen &amp; Toubro Hydrocarbon Saudi LLC</li> <li>4. L&amp;T Modular Fabrication Yards, LLC, Oman</li> <li>5. Larsen &amp; Toubro Heavy Engineering LLC, Oman</li> </ol>	<ol style="list-style-type: none"> <li>1. Mahindra &amp; Mahindra Limited</li> <li>2. Larsen &amp; Toubro Limited</li> <li>3. Colgate-Palmolive (India) Limited</li> <li>4. Apollo Tyres Limited</li> <li>5. HT Media Limited</li> <li>6. NV Advisory Services Private Limited</li> <li>7. Jubilant Foodworks Limited</li> </ol>
Memberships of committees of other Boards	<p>Member Corporate Social Responsibility Committee</p> <p>1.L&amp;T Hydrocarbon Engineering Limited</p>	<p>Chairman Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> <li>1. Larsen &amp; Toubro Limited</li> </ol> <p>Member Audit Committee</p> <ol style="list-style-type: none"> <li>1. Colgate-Palmolive (India) Limited</li> <li>2. Jubilant Foodworks Limited</li> </ol> <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> <li>1. Colgate-Palmolive (India) Limited</li> <li>2. Mahindra and Mahindra Limited</li> <li>3. Jubilant Foodworks Limited</li> </ol> <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> <li>1. Mahindra and Mahindra Limited</li> <li>2. L&amp;T Hydrocarbon Engineering Ltd.</li> <li>3. Jubilant Foodworks Limited</li> </ol>
Shareholding in the Company	NIL	NIL
Relationships with directors, manager & KMP	NA	NA
No. of Board Meetings attended during the year	SIX/SIX	FOUR/SIX