

NOTICE

NOTICE is hereby given that the eleventh Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on Monday, June 15, 2020 at 10:30 am at L&T House, Gr. Floor Conference Room, Ballard Estate, Fort, Mumbai – 400 001, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the **financial statements** of the Company for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon;
2. To declare **dividend** on shares;
3. To appoint a director in place of **Mr. Subramanian Sarma (DIN 00554221), who retires by rotation** and is eligible for re-appointment;

SPECIAL BUSINESS

4. 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, 2021 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 2020-21.”

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



SIVARAM NAIR
COMPANY SECRETARY
(M.NO: F3939)

Place: Mumbai
Date : June 11, 2020

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.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 10th Annual General Meeting held on June 28, 2019.

The meeting is being called at shorter notice considering availability of members for the meeting.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to items 4 of the accompanying Notice dated June 11, 2020.

ITEM NO. 4:

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 2020-21 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. 4.

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



SIVARAM NAIR
COMPANY SECRETARY
(M.NO: F3939)

Place: Mumbai
Date : June 11, 2020



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.Lnthydrocarbon.com

Folio No.	
No. of shares	

Name & 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 11th **Annual General Meeting** of the Company on June 15, 2020 at 10:30 am at L&T House, Gr. Floor Conference Room, Ballard Estate, Fort, Mumbai – 400 001

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

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 eleventh Annual General Meeting of the Company on June 15, 2020 at 10:30 am at L&T House, Gr. Floor Conference Room, Ballard Estate, Fort, Mumbai – 400 001 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, 2020 and the Reports of the Board of Directors and Auditors thereon		
2.	To declare dividend on shares		
3.	Appointment of Director in place of Mr. Subramanian Sarma		
4.	Ratification of remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants (Regn. No. 00010) for FY 2020-21		

Signed thisday of2020 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 11, 2020
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. SUBRAMANIAN SARMA
Date of Birth	4/2/1958
Date of first appointment on the Board	19/8/2015
Qualifications	M. Tech. Chem. Engineering-IIT, Mumbai
Experience	Vast experience in the field of engineering
Other Directorships	Larsen & Toubro Limited
Memberships of committees of other Boards	Risk Management Committee – Larsen & Toubro Limited
Shareholding in the Company	NIL
Relationships with directors, manager & KMP	NA
No of Board Meetings attended during the year	FOUR / FOUR