

NOTICE

NOTICE is hereby given that the twelfth Annual General Meeting of **L&T HYDROCARBON ENGINEERING LIMITED** will be held on Wednesday June 23, 2021 at 10:00 am at L&T House, Ground 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, 2021 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. R. Shankar Raman (DIN 00019798), who retires by **rotation** and is eligible for re-appointment;

SPECIAL BUSINESS

4. To consider and 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 2,00,000/- (rupees two lakhs only) plus applicable taxes and out of pocket expenses at actuals for financial year ending on March 31, 2022 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 2021-22.”
5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
Appointment of Dr. (Mrs.) Rajani Rajiv Gupte as Independent Director
“**RESOLVED THAT** Dr. (Mrs.) Rajani Rajiv Gupte (DIN: 03172965) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, being 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 her 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. (Mrs.) Rajani Rajiv Gupte be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from June 26, 2020 up to and including June 25, 2025.”

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

SIVARAM NAIR
COMPANY SECRETARY
(M.NO: F3939)

Place: Mumbai
Date : May 31, 2021



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 4 of the accompanying Notice dated May 31, 2021.

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 2021-22 at a remuneration of Rs 2,00,000/- (rupees two lakhs 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.

ITEM NO. 5:

Dr. (Mrs.) Rajani Rajiv Gupte was appointed as an Additional Director on June 26, 2020 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 Dr. (Mrs.) Rajani Rajiv Gupte 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. (Mrs.) Rajani Rajiv Gupte is proposed to be appointed as an Independent Director for a term with effect from June 26, 2020 up to June 25, 2025 for a period of 5 years.

In the opinion of the Board, Dr. (Mrs.) Rajani Rajiv Gupte fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Dr. (Mrs.) Rajani Rajiv Gupte 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. (Mrs.) Rajani Rajiv Gupte, 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.

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



SIVARAM NAIR
COMPANY SECRETARY
(M.NO: F3939)

Place: Mumbai
Date : May 31, 2021



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

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 12th **Annual General Meeting** of the Company on June 23, 2021 at 10:00 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 twelfth Annual General Meeting of the Company on June 23, 2021 at 10:00 am at L&T House, Ground 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, 2021 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. R. Shankar Raman		
4.	Ratification of remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants (Registration No. 00010) for FY 2021-22		
5.	Appointment of Dr. (Mrs.) Rajani Rajiv Gupte as Independent Director		
Signed thisday of2021 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 May 31, 2021
Details of Directors seeking Appointment/Re-Appointment at the forthcoming Annual General Meeting
(Pursuant To SS 2 on General Meeting)

Name of the Director	DR. MRS. RAJANI GUPTÉ	MR. R SHANKAR RAMAN
Date of Birth	18/11/1955	20/12/1958
Date of 1 st appointment on the Board	26/06/2020	13/05/2013
Qualifications	Ph. D in Economics	B.Com, ACA and ACMA
Experience	Vast experience in field of higher education & finance	Vast experience in field of finance
Other Directorships	1. L&T Housing Finance Limited 2. L&T Finance Limited 3. L&T Finance Holdings Limited 4. National Securities Depository Ltd. 5. Symbiosis Centre for Entrepreneurship & Innovation	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 9.Mindtree Limited 10. L&T Realty Developers Limited
Memberships of committees of other Boards	Audit Committee	
	1.L&T Housing Finance Limited 2.L&T Finance Limited 3.National Securities Depository Ltd 4. L&T Finance Holdings Ltd	1. L&T Metro Rail (Hyderabad) Limited 2. L&T Infrastructure Dev Projects Ltd 3. L&T Finance Holdings Limited 4. Larsen & Toubro Infotech Ltd 5. Mindtree Limited
	Nomination & Remuneration Committee	
	1.L&T Housing Finance Limited 2..National Securities Depository Ltd.	1.L&T Finance Holdings Limited 2. L&T Infrastructure Development Projects Limited
	Corporate Social Responsibility Committee	
	1.L&T Housing Finance Limited 2.L&T Finance Limited 3.L&T Hydrocarbon Engg. Ltd. 4. L&T Finance Holdings Ltd	1.L&T Infrastructure Dev Projects Ltd 2. L&T Realty Developers Limited 3.L&T Finance Holdings Limited 4.L&T Investment Management Limited 5.Larsen & Toubro Limited 6.L&T Seawoods Limited
	Stakeholder Committee	
	1.National Securities Depository Ltd.	1. L&T Finance Holdings Limited
	Risk Management Committee	
	NIL	1. L&T Finance Holdings Limited
Shareholding in the Company	NIL	NIL
Relationships with directors, manager & KMP	NA	NA
No of Board Meetings attended during the year	Four	Five