



L&T - Sargent & Lundy Limited
Head Office: L&T Knowledge City,
NH 8, Between Ajwa – Waghodia
Crossing, Vadodara- 390019,
Gujarat, INDIA

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of L&T-Sargent & Lundy Limited will be held at the Registered Office of the Company at L&T House, Ballard Estate, Mumbai - 400 001, on Friday, the 16th day of August, 2019 at 11.00 am to transact the following business:

Ordinary Business:

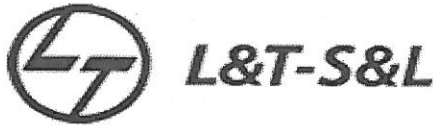
1. To consider and adopt the Balance Sheet as at March 31, 2019, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors' thereon.
2. To appoint Director in place of Mr. Shailendra Roy (DIN: 02144836) who retires as per Article 58 of the Article of Association of the Company and is eligible for re-appointment.
3. To appoint Director in place of Mr. B. K. Basu (DIN: 05121423) who retires as per Article 58 of the Article of Association of the Company and is eligible for re-appointment.
4. To appoint Director in place of Mr. Timothy S. Laughlin (DIN: 02752131) who retires as per Article 58 of the Article of Association of the Company and is eligible for re-appointment.
5. To appoint Director in place of Mr. Derek Michael Shah (DIN: 06526950) who retires as per Article 58 of the Article of Association of the Company and is eligible for re-appointment.
6. To appoint Director in place of Mr. Ejaz Shameem (DIN: 06579073) who retires as per Article 58 of the Article of Association of the Company and is eligible for re-appointment.

Special Business:

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

Tel: +91 265 6000 16001 Fax: +91 265 245 6300 Email: Ltsl@Lntsnl.com www.Lntsnl.com
Registered Office: L&T House, N.M. Marg, Ballard Estate, Mumbai-400001 INDIA
CIN: U74210MH1995PLC088099.

A Joint Venture between Larsen & Toubro Limited and Sargent & Lundy LLC



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"RESOLVED THAT Mr. Robert Sronce (DIN: 08307831) who has been appointed as an Additional Director and holds office up to the date of this Annual General Meeting, and 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, liable to retire by rotation."

**By Order of the Board of Directors
For L&T-Sargent & Lundy Limited**

A handwritten signature in black ink, appearing to read 'Gurinder Pal Singh'.

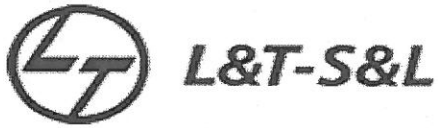
**GURINDER PAL SINGH
COMPANY SECRETARY
M. No.: ACS 13474**

**Place: Vadodara
Date: July 15, 2019**

**Registered Office:
L&T House, Ballard Estate,
Mumbai – 400 001**

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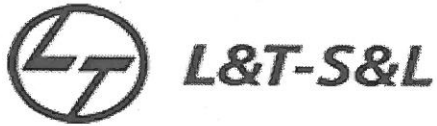
A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND WHERE THAT IS ALLOWED TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

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.

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EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Item No. 7 of the accompanying Notice.


Item No. 7:

Mr. Robert Sronce (DIN: 08307831) has been appointed as an Additional Director with effect from December 22, 2018. In terms of section 161(1) of the Companies Act, 2013, Mr. Sronce holds office as an Additional Director upto the date of this 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. Robert Sronce for the office of the Director.

Accordingly, the Directors recommend the resolution in relation to the appointment of Mr. Sronce as a Director liable to retire by rotation, for approval of the Shareholders of the Company.

Except Mr. Robert Sronce, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives thereof are directly or indirectly concerned or interested in this Resolution.

**By Order of the Board of Directors
For L&T-Sargent & Lundy Limited**


**GURINDER PAL SINGH
COMPANY SECRETARY
M. No.: ACS 13474**

**Place: Vadodara
Date: July 15, 2019**

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