



ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth Annual General Meeting of L&T SAPURA OFFSHORE PRIVATE LIMITED will be held on Wednesday, September 14, 2016 at 4 p.m. IST at Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai – 600089 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.
2. 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:

3. To consider and if thought fit, pass with or without modification the following resolution as an **ORDINARY RESOLUTION:-**

“RESOLVED THAT Mr. Srivatsan Rajagopalan (DIN: 06465912), who was appointed as a Director in casual vacancy and holds office up to the date of this Annual General Meeting, 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.”

4. To consider and if thought fit, pass with or without modification the following resolution as an **ORDINARY RESOLUTION:-**

“RESOLVED THAT Mr. Venkatesh Ramanujam (DIN: 07242631), who was appointed as a Director in casual vacancy and holds office up to the date of this Annual General Meeting, 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.”

By Order of the Board of Directors
FOR L&T SAPURA OFFSHORE PRIVATE LIMITED

Place: Mumbai
Date: 23.08.2016


DIRECTOR
(DIN:07152099)

L&T Sapura Offshore Private Limited

L&T Business Park, TC II, Tower 'B', 5th Floor, Gate No. 5, Saki Vihar Road, Powai, Mumbai- 400072 INDIA
Tel: +91 22 6705 9085 Fax: +91 22 67051246 Email: marketing@lntsapura.com, www.lntsapura.com

A Joint Venture between Larsen & Toubro and SapuraKencana Petroleum Bhd
CIN No.: U11200TN2010PTC077214

Registered Office:
Mount Poonamallee Road,
P.O. Box. No.979,
Manapakkam,
Chennai 600089, INDIA



NOTES:

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 all material facts relating to the special business of the accompanying notice

ITEM NO. 3:

Mr. Srivatsan Rajagopalan (DIN: 06465912) was appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. D. K. Gupta. Pursuant to Section 161(4) of the Companies Act, 2013 Mr. Srivatsan Rajagopalan would hold office of Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Srivatsan Rajagopalan for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Directors recommend the resolution for approval of the Shareholders

Except Mr. Srivatsan Rajagopalan, being the 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. 4:

Mr. Venkatesh Ramanujam (DIN: 07242631) was appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. P.S. Kapoor. Pursuant to Section 161(4) of the Companies Act, 2013 Mr. Venkatesh Ramanujam would hold office of Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Venkatesh Ramanujam for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Directors recommend the resolution for approval of the Shareholders

Except Mr. Venkatesh Ramanujam, being the 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.

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(ANNEXURE TO NOTICE DATED AUGUST 23, 2016)
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING
 ANNUAL GENERAL MEETING
 (PURSUANT TO SS 2 ON GENERAL MEETING)**

Name of the Director	SRIVATSAN RAJAGOPALAN DIN: 06465912	VENKATESH RAMANUJAM DIN: 07242631
Date of Birth / Age	07/09/1960	24/06/1959
Date of first appointment on the Board	23/10/2015	23/10/2015
Qualifications	Mech. Engineer, Masters in Business Management	Chartered Accountant
Experience	More than 10 years	More than 10 years
Other Directorships	<ol style="list-style-type: none"> 1. L&T Valdel Engineering Limited. 2. L&T Sapura Shipping Private Limited. 	<ol style="list-style-type: none"> 3. L&T Chiyoda Limited. 4. L&T Sapura Shipping Private Limited. 5. Larsen & Toubro Electromech LLC 6. L&T Modular Fabrication Yard LLC 7. Larsen & Toubro Kuwait Construction General Contracting Company 8. Larsen & Toubro Atco Saudi Company LLC 9. Larsen Toubro Arabia LLC
Memberships / Chairmanships of committees of other Boards	CSR Member- L&T Valdel Engineering Limited	Audit Committee Member- L&T Sapura Shipping Private Limited
Shareholding in the Company	NIL	NIL
Relationships with directors , manager and KMP	None	None
Number of Meetings of Board attended during the year/ Since appointed.	None	Two

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ATTENDANCE SLIP

L&T SAPURA OFFSHORE PRIVATE LIMITED

CIN: U11200TN2010PTC077214

Regd. Office: Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai - 600089.

Folio No.	
No. of Shares	

NAME AND 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 Sixth ANNUAL GENERAL MEETING of the Company on Wednesday, **September 14, 2016 at 4 p.m. IST** at Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai - 600089.

Signature

Note: Please complete this and hand it over at the entrance of the hall.

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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 SAPURA OFFSHORE PRIVATE LIMITED

CIN: U11200TN2010PTC077214

Regd. Office: Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai – 600089.

Name of the Member(s)	
Registered Address	
Email ID	
Folio No.	

I/We, being the member(s) of _____ shares of L&T SAPURA OFFSHORE PRIVATE 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 Sixth Annual General Meeting of the Company, to be held on Wednesday, **September 14, 2016 at 4 p.m. IST** at Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai – 600089 and at any adjournment thereof in respect of such resolutions as are indicated below:

** 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		
2.	Re-appointment of Statutory Auditor for FY 2016-17		
3.	Appointment of Mr. Srivatsan Rajagopalan (DIN: 06465912) as Director		
4.	Appointment of Mr. Venkatesh Ramanujam (DIN: 07242631) as Director		

Signed thisday of2016 Signature of shareholder.....

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. This is only optional. 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.

Affix a
1 Rupee
Revenue
Stamp

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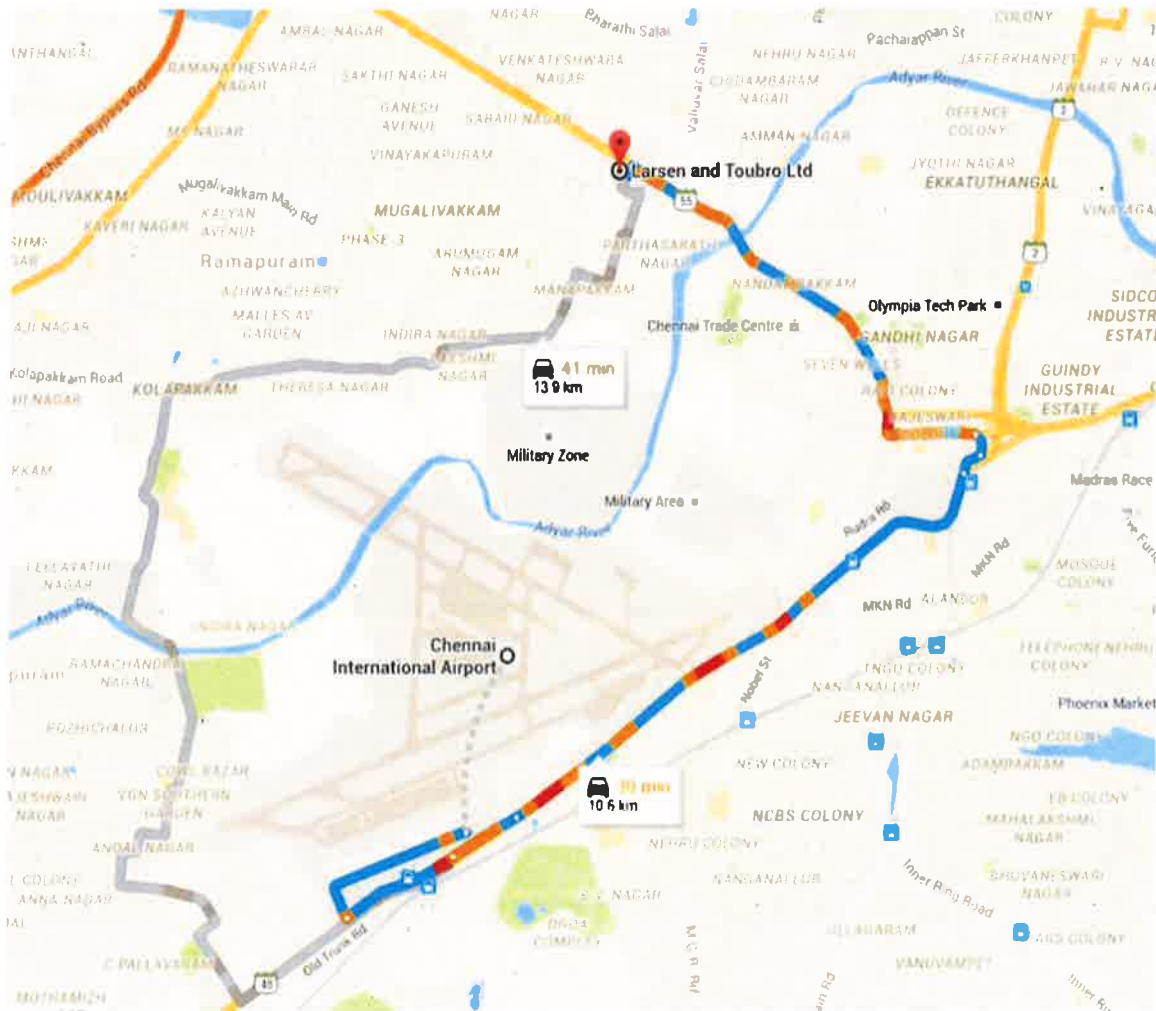
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