



NOTICE

NOTICE IS HEREBY GIVEN THAT fifth Annual General Meeting of L&T Sapura Shipping Private Limited will be held at the Registered Office of the Company at Mount Poonamalee Road, P.O. Box 979, Manapakkam, Chennai 600089 on Wednesday, 30th September, 2015, at 3.30 p.m. The notice is given to transact the following business:

Ordinary Business:

1. To consider and adopt the financial statements for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.

2. To consider and, if thought fit, to pass with or without modification(s), as an Ordinary Resolution the following:

“RESOLVED THAT the vacancy caused due to retirement by rotation of Mr. U. Dasgupta (DIN: 00129114) be not filled up at this meeting or at any adjournment thereof.”

3. To consider and, if thought fit, to pass with or without modification(s), as an Ordinary Resolution the following

“RESOLVED THAT Mr. Reza Bin Abdul Rahim (DIN: 05181489), who retires by rotation and is eligible for re-appointment, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation”

4. Appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Sharp and Tannan, Chartered Accountants (Firm Registration No. 109982W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Vivek Madan Mohan Arora (DIN: 07143258) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting, is eligible

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A Joint Venture between Larsen & Toubro and SapuraKencana Petroleum Bhd
CIN No.: U61100TN2010PTC077217

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

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."

6. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Satish Palekar (DIN 07152099) who was appointed as an Additional Director 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 liable to retire by rotation."

7. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Savitri Mahavir Dadhich (DIN: 07147074), a non-executive director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from **01.04.2015 up to 31.03.2020.**"

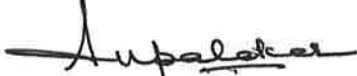
RESOLVED FURTHER THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder approval of the Company be and is hereby given to appoint, Ms. Savitri Mahavir Dadhich (DIN: 07147074) as an Independent Director of the Company not liable to retire by rotation for a term of 5 years with effect from 01st April, 2015."

8. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ungku Suleiman Bin Ungku Abdul Aziz (DIN: 07143272), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from **30.03.2015 up to 29.03.2020.**"

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder approval of the Company be and is hereby given to appoint, Mr. Ungku Suleiman Bin Ungku Abdul Aziz (DIN: 07143272) as an Independent Director of the Company not liable to retire by rotation for a term of 5 years with effect from 01st April, 2015."

For **L&T SAPURA SHIPPING PRIVATE LIMITED**



DIRECTOR
(DIN: 07152099)

Date: 01st September, 2015
Place: Chennai

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.

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 Nos. 4 to 8 of the accompanying Notice.

Item Nos. 2:

Mr. U. Dasgupta (DIN: 00129114), who resigned on 01st July, 2015; would have retired by rotation at this Annual General Meeting. The Company does not propose to fill the vacancy at this meeting or any adjournment thereof, but will do so at a later date. Hence, as required under Section 152 of the Companies Act, 2013, a resolution is proposed not to fill up the vacancy caused by the resignation of Mr. U. Dasgupta at this meeting or any adjournment thereof.

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. 2.

The Directors recommend the Resolution for approval of the shareholders.

Item Nos. 3:

Mr. Reza Bin Abdul Rahim (DIN: 05181489) who was appointed as director retiring by rotation retires by rotation in this Annual General Meeting. Being eligible he offers himself for re-appointment.

The resolution seeks the approval of the shareholders in terms of provision of the Companies Act, 2013 for the appointment of Mr. Reza Bin Abdul Rahim as the Director of the Company, liable to retire by rotation.

Except Mr. Reza Bin Abdul Rahim, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in the Resolution set in item no. 3.

The Board recommend the Resolution for approval of the shareholders.

Item Nos. 4:

M/s. Sharp and Tannan, Chartered Accountants (Firm Registration No. 109982W with the Institute of Chartered Accountants of India), were appointed as the statutory auditors of the Company for the financial year 2014-15 at the Annual General Meeting held on August 12, 2014. M/s. Sharp and Tannan is proposed to be re-appointed for one year as statutory auditors for financial year 2015-16. As per Section 139(1) of the Companies Act, 2013, a transition period of three years from the commencement of the Companies Act, 2013 is provided to appoint a new Auditor when the existing auditors' firm has completed two terms of five consecutive years with the company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4.

The Board recommends the resolution at Item No. 4 for approval of the members.

Item Nos. 5:

Mr. Vivek Madan Mohan Arora (DIN: 07143258) was appointed as an Additional Director with effect from March 30, 2015 and holds office up to 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 Mr. Vivek Madan Mohan Arora (DIN: 07143258) for the office of the Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vivek Madan Mohan Arora as Director. Accordingly, the Directors recommend the resolution for approval of the Shareholders.

Except Mr. Vivek Madan Mohan Arora, 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.

The Board recommend the Resolution for approval of the shareholders.

Item Nos. 6:

Mr. Satish Palekar (DIN 07152099) was appointed as an Additional Director with effect from May 15, 2015 and holds office up to 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 Mr. Satish Palekar (DIN 07152099) for the office of the Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Satish Palekar as a Director. Accordingly, the Directors recommend the resolution for approval of the Shareholders.

Except Mr. Satish Palekar, 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

The Board recommend the Resolution for approval of the shareholders.

Item Nos. 7:

Ms. Savitri Mahavir Dadhich (DIN: 07147074) was appointed as an Additional Director with effect from March 30, 2015 and holds office up to 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 Ms. Savitri Mahavir Dadhich 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, Ms. Savitri Mahavir Dadhich is proposed to be appointed as an Independent Director for a term of five years with effect from 01st April, 2015. Ms. Savitri Mahavir Dadhich has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013

In the opinion of the Board, she fulfills 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 letter for appointment of Ms. Savitri Mahavir Dadhich 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 Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Savitri Mahavir Dadhich as an Independent Director. Accordingly, the Directors recommend the resolution for approval of the Shareholders.

Except Ms. Savitri Mahavir Dadhich, 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.

The Board recommend the Resolution for approval of the shareholders.

Item Nos. 8:

Mr. Ungku Suleiman Bin Ungku Abdul Aziz (DIN: 07143272) was appointed as an Additional Director with effect from March 30, 2015 and holds office up to 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 Mr. Ungku Suleiman Bin Ungku Abdul Aziz 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, Mr. Ungku Suleiman Bin Ungku Abdul Aziz is proposed to be appointed as an Independent Director for a term of five years with effect from 30th March, 2015. Mr. Ungku Suleiman Bin Ungku Abdul Aziz has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013

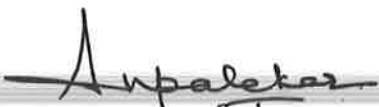
In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the letter of appointment of Mr. Ungku Suleiman Bin Ungku Abdul Aziz as an Independent Director 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 Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ungku Suleiman Bin Ungku Abdul Aziz as an Independent Director. Accordingly, the Directors recommend the resolution for approval of the Shareholders.

Except Mr. Ungku Suleiman Bin Ungku Abdul Aziz, 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.

The Board recommend the Resolution for approval of the shareholders.

L&T SAPURA SHIPPING PRIVATE LIMITED



**DIRECTOR
(DIN: 07152099)**

Date : 01st September, 2015

Place : Chennai

For ease of commute to Company's registered office please refer the directions as in map

