

ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of L&T Sapura Offshore Private Limited will be held on Tuesday, August 21, 2018 at 11:30 a.m. at Larsen & Toubro Limited, Gate No.1, EPC Block, 6th Floor, Conference Room, Powai – 400072 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, 2018, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Arora (DIN: 07143258), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. K. S. Balasubramanyam (DIN: 06918056) who was appointed as a Director in a 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

Sd/-

Place: Mumbai
Date: August 01, 2018

SATISH PALEKAR
DIRECTOR
(DIN: 07152099)

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.

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 Annual General Meeting held on August 21, 2017.

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. K. S. Balasubramanyam (DIN: 06918056) was appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. R. Venkatesh. The Company has received a notice in writing from a member proposing the candidature of Mr. K. S. Balasubramanyam for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Further the Companies (Amendment) Act, 2017 provides that the Director appointed by Board under casual vacancy shall be subsequently approved by members in the immediate next general Meeting.

Hence, the Directors recommend the resolution for approval of the Shareholders.

Except Mr. K. S. Balasubramanyam, 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.

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

Sd/-
SATISH PALEKAR
DIRECTOR
(DIN: 07152099)

Place: Mumbai
Date: August 01, 2018

(ANNEXURE TO NOTICE DATED AUGUST 01, 2018)
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL
GENERAL MEETING**
(PURSUANT TO SS 2 ON GENERAL MEETING)

Name of the Director	VIVEK ARORA (DIN :07143258)	K. S. BALASUBRMANYAM (DIN : 06918056)
Date of Birth / Age	August 12, 1968	July 04, 1965
Date of first appointment on the Board	March 30, 2015	July 17, 2017
Qualifications	Engineer	Chartered Accountant
Experience	More than 10 years	More than 10 years
Other Directorships	1. L&T Sapura Shipping Private Limited. 2. SapuraKencana Engineering & Construction (India) Private Limited	1. L&T Sapura Shipping Private Limited 2. L&T Chiyoda Limited 3. Larsen & Toubro Electromech LLC 4. Larsen Toubro Arabia LLC 5. Larsen & Toubro Atco LLC 6. L&T Modular Fabrication Yard LLC
Memberships / Chairmanships of committees of other Boards	CSR - L&T Sapura Shipping Private Limited	None
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.	Four	Four

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 Seventh ANNUAL GENERAL MEETING of the Company on Tuesday,
August 21, 2018 at 11 a.m. at Larsen & Toubro Limited, Gate No.1, EPC Block, 6th Floor, Conference Room,
Powai – 400072.

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 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 Seventh Annual General Meeting of the Company, to be held on Tuesday, August 21, 2018 at 11 a.m. at Larsen & Toubro Limited, Gate No.1, EPC Block, 6th Floor, Conference Room, Powai – 400072 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.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2018		
2.	Re-Appointment of Mr. Vivek Arora (DIN: 07143258) as Director		
3.	Appointment of Mr. K.S. Balasubramanyam (DIN: 06918056) as Director		

Signed thisday of2018 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.

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Stamp

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