



L&T



MHPS

L&T-MHPS Boilers Private Limited
(Formerly known as L&T-MHI Boilers Private Limited)
12/4, Delhi Mathura Road,
Near Sarai Khwaja Chowk,
Faridabad 121 003. Haryana, INDIA
Tel: +91 129 4291000
Fax: +91 129 4291222
www.Lntmhps.com

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of **L&T-MHPS BOILERS PRIVATE LIMITED** will be held at the **Registered** Office of the Company at **L&T House, Ballard Estate, Mumbai - 400 001** on Thursday, **27th day of June, 2019** at 12.00 noon (IST) to transact the following business: -

Ordinary Business:

1. To consider and adopt the financial statements for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Shailendra Roy (DIN: 02144836), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Yusuke Kurogi (DIN: 07172890), who retires by rotation and is eligible for re-appointment.

Special Business:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a **resolution requiring 75% Affirmative votes**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of Article 45(f) of the Articles of Association of the Company, Mr. Amarjit Lamba (DIN: 05284078) be and is hereby appointed as the Whole-time Director of the Company with effect from January 1, 2019 upto September 30, 2019 on terms and conditions specified in the draft agreement placed at the meeting.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary be and is hereby authorized to complete all the formalities required to give effect to the said resolution.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **resolution requiring 75% Affirmative votes**:

“RESOLVED THAT Mr. Shigeharu Kokuryo (DIN: 08420289) who was appointed as a Director in a casual vacancy and holds office up to the date of this Annual

Registered Office: L&T House, N. M. Marg, Ballard Estate, Mumbai 400 001, INDIA
CIN: U29119MH2006PTC165102

A Joint Venture between Larsen & Toubro Limited and Mitsubishi Hitachi Power Systems Limited

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, not liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a **resolution requiring 75% Affirmative votes:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of Article 45(f) of the Articles of Association of the Company and subject to the approval of the Central Government, Mr. Shigeharu Kokuryo (DIN: 08420289) be and is hereby appointed as the Whole-time Director of the Company with effect from April 24, 2019 upto April 23, 2022 on terms and conditions specified in the draft agreement placed at the meeting.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary be and is hereby authorized to complete all the formalities required to give effect to the said resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) excluding out of pocket expenses and applicable Goods and Services tax, if any, for the financial year ending on March 31, 2020 to M/s. Manubhai & Associates, Cost Accountants, who was appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2019-20.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution."

For **L&T- MHPS BOILERS PRIVATE LIMITED**

Deepak Raj Jain

**(DEEPAK RAJ JAIN)
COMPANY SECRETARY
ACS- 12162**

Date: 24th May, 2019
Place: Faridabad

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. 5 to 8 of the accompanying Notice.

Item No. 5:

Mr. Amarjit Singh Lamba (DIN: 05284078) has been appointed as Whole-time Director (designated as Chief Executive) of the Company for another term with effect from January 1, 2019 to September 30, 2019.

Part III of Schedule V of the Companies Act, 2013 provides that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule shall be subject the approval by resolution of the shareholders in a General Meeting.

Accordingly the resolution at Item No. 5 is proposed for approval of the Members for appointment of Mr. Amarjit Singh Lamba as the Whole-time Director as contemplated by Part III of Schedule V of the Companies Act, 2013 and other applicable provisions if any.

The agreement between the Company and Mr. Amarjit Singh Lamba, in respect of his appointment as Whole-time Director, contains the terms and conditions of his appointment.

I. GENERAL INFORMATION			
(1)	Nature of Industry	Design, engineering, manufacturing, selling, maintenance and servicing of Supercritical Boilers and Pulverisers in India	
(2)	Date or expected Date of commencement of commercial production	June 25, 2010	
(3)	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial performance based on given indicators	FY	Revenue (Rs. crores)
		2017-18	3025
			PAT (Rs. crores)
			241
(5)	Foreign Investment or collaborations, if any.	MHPS 49%	
II. INFORMATION ABOUT THE APPOINTEE			

(1)	Background Details	Mr. A S Lamba has more than 40 years of experience in Marketing, Design & Engineering, Project Management, Supply Chain, Manufacturing and Project Execution of Power Projects. Mr. Lamba started his career in 1973 as an Engineer with Bharat Heavy Electricals Ltd. (BHEL) manufacturing unit in Tiruchirapalli, Tamilnadu. Prior to joining L&T, he was associated with BHEL for about 22 years in various capacities in Trichy and New Delhi, more than 7 years with Alstom as Unit Managing Director, Steam Plant Business - Alstom Projects India Limited and subsequently Director, Global Sales, Alstom Boilers. Mr. Lamba was instrumental in Supercritical Boiler Technology tie-up between Alstom and BHEL during his tenure with Alstom. Subsequently, he was also able to forge strategic alliance between L&T and MHI Japan for state of the art Supercritical Technology Transfer, leading to Joint Venture Companies for Boilers and Steam Turbine & Generators. He is a Mechanical Engineer, graduated from Jabalpur University in 1973, and subsequently completed his Masters in Power Plant Engineering from University of Madras and is Alumnae of Stanford University, California.
(2)	Past Remuneration	No remuneration is payable to him by the Company.
(3)	Recognition or awards	Mr. A.S. Lamba is recognized as an expert in boiler industry for power sector and has won several awards.
(4)	Job profile and his suitability	As per point no. (1)
(5)	Remuneration proposed	Nil
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Applicable
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if	Not Applicable

	any.	
III.	OTHER INFORMATION	
(1)	Reasons of loss or inadequate profits	Not Applicable
(2)	Steps taken or proposed to be taken for improvement	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms.	Not Applicable

The aforesaid agreement between the Company and Mr. Amarjit Singh Lamba will be open for inspection by members at the Registered Office of the Company upto the date of the Annual General Meeting.

The Directors recommend this resolution for the approval of the Shareholders.

Except Mr. Amarjit Singh Lamba, no other Director or Key Managerial Personnel of the Company or any of their relatives are directly or indirectly concerned or interested in the said resolution.

Item Nos. 6 and 7:

Mr. Shigeharu Kokuryo (DIN: 08420289) was appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. Yoshio Shimogori. Pursuant to the provisions of section 161(4) of the Companies Act, 2013, as amended, any Director appointed in causal vacancy shall be approved by the members in the immediate next general meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Shigeharu Kokuryo for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Further, Mr. Shigeharu Kokuryo was appointed as a Whole-time Director of the Company with effect from April 24, 2019 upto April 23, 2022, subject to the approval of the members in the General Meeting.

Mr. Kokuryo is a professional and experienced person and his appointment would be beneficial to the Company.

Part III, of Schedule V of the Companies Act, 2013 provides that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule shall be subject to approval by resolution of the shareholders in a General Meeting.

Accordingly, the Resolutions at Item Nos. 6 and 7 are proposed for approval of the members for appointment of Mr. Shigeharu Kokuryo, as the Whole-time Director as contemplated by Part III of Schedule V of the Companies Act, 2013 and other applicable provisions, if any.

The agreement between the Company and Mr. Shigeharu Kokuryo, in respect of his appointment as Whole-time Director, contains the terms and conditions of his appointment.

I. GENERAL INFORMATION				
(1)	Nature of Industry	Design, engineering, manufacturing, selling, maintenance and servicing of Supercritical Boilers and Pulverisers in India		
(2)	Date or expected Date of commencement of commercial production	June 25, 2010		
(3)	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	FY	Revenue	PAT
		2018-19	(Rs. crores) 2797	(Rs. crores) 280
(5)	Foreign Investment or collaborations, if any.	MHPS 49%		
II. INFORMATION ABOUT THE APPOINTEE				
(1)	Background Details	Mr. Shigeharu Kokuryo is a Mechanical Engineer from Tokyo Institute of Technology. He is associated with MHPS and has expertise in design activity and project management. He does not hold any directorship/committee Membership in any other Company. He does not have any relationship with any other Director of the Company.		
(2)	Past Remuneration	No remuneration is payable to him by the Company.		
(3)	Recognition or awards	NA		
(4)	Job profile and his suitability	As per point no. (1)		
(5)	Remuneration proposed	Nil		
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Applicable		
(7)	Pecuniary relationship directly	Not Applicable		

	or indirectly with the company, or relationship with the managerial personnel, if any.	
III.	OTHER INFORMATION	
(1)	Reasons of loss or inadequate profits	Not Applicable
(2)	Steps taken or proposed to be taken for improvement	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms.	Not Applicable

The Directors recommend the resolution for approval of the Shareholders.

Except Mr. Shigeharu Kokuryo, no other Director or the key managerial personnel of the Company or any of their relatives are directly or indirectly concerned or interested in the said Resolution.

Item No. 8:

The Board of Directors at its meeting held on 24th April, 2019, approved the appointment of M/s. Manubhai & Associates, Cost Accountants, as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2020, at a remuneration amounting to Rs. 75000/- (Rupees Seventy five Thousand only) excluding out of pocket expenses and applicable Goods and Services tax, if any. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 8 of the notice.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

For L&T- MHPS BOILERS PRIVATE LIMITED

Deepak Raj Jain
(DEEPAK RAJ JAIN)
COMPANY SECRETARY
ACS- 12162

Date: 24th May, 2019
Place: Faridabad



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(Formerly known as L&T-MHI Boilers Private Limited)
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ATTENDANCE SLIP

L&T-MHPS BOILERS PRIVATE LIMITED

CIN: U29119MH2006PTC165102

Regd. Office: L&T House, Ballard Estate, Mumbai - 400 001.

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 13th ANNUAL GENERAL MEETING of the Company at **L&T House, Ballard Estate, Mumbai - 400 001** on Thursday, **27th day of June, 2019** at 12.00 noon (IST).

Signature

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

Registered Office: L&T House, N. M. Marg, Ballard Estate, Mumbai 400 001, INDIA
CIN: U29119MH2006PTC165102

A Joint Venture between Larsen & Toubro Limited and Mitsubishi Hitachi Power Systems Limited

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-MHPS BOILERS PRIVATE LIMITED

CIN: U29119MH2006PTC165102

Regd. Office: L&T House, Ballard Estate, Mumbai - 400 001.

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

I/We, being the member(s) of _____ shares of L&T -MHPS BOILERS 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 13th Annual General Meeting of the Company, to be held at **L&T House, Ballard Estate, Mumbai - 400 001** on Thursday, **27th day of June, 2019** at 12.00 noon (IST) 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
ORDINARY BUSINESS			
1	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31 st March, 2019.		
2	To declare Dividend on Equity Shares.		
3	Re-appointment of Mr. Shailendra Roy (DIN: 02144836) as a Director, who retires by rotation.		
4	Re-appointment of Mr. Mr. Yusuke Kurogi (DIN: 07172890) as a Director, who retires by rotation.		
SPECIAL BUSINESS			
5	Appointment of Mr. Amarjit Lamba (DIN: 05284078) as a Whole-time Director for an extended term with effect from 1 st January, 2019 to 30 th September, 2019.		
6	Appointment of Mr. Shigeharu Kokuryo (DIN: 08420289) as the Director of the Company.		

7	Appointment of Mr. Shigeharu Kokuryo (DIN: 08420289) as a Whole-time Director for a period of three years with effect from 24 th April, 2019 to 23 rd April, 2019.		
8	Ratification of remuneration payable to Cost Auditor, M/s. Manubhai & Associates, for the financial year ending 31 st March, 2020.		

Affix a
1 Rupee
Revenue
Stamp

Signed thisday of2019 Signature of shareholder.....

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

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 a '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.

Route Map to the AGM Venue:

