

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of **L&T-MHPS BOILERS PRIVATE LIMITED** will be held through **VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS** on Friday, 11th day of September, 2020 at 11.00 a.m. (IST) to transact the following business: -

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of Central Government, consent of the members be and is hereby accorded for change of name of the Company from "L&T- MHPS BOILERS PRIVATE LIMITED" to "L&T- MHI POWER BOILERS PRIVATE LIMITED".

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "L&T-MHPS BOILERS PRIVATE LIMITED" wherever it occurs in Memorandum and Article of Association of the Company and other documents and places be substituted with the new name "L&T- MHI POWER BOILERS PRIVATE LIMITED".

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby severally authorized to sign and execute undertaking, deeds, documents and papers with any Statutory Authority including filing of all the necessary forms with the Registrar of Companies/Ministry of Corporate Affairs and/or entity as may be required consequent to the change of name of the Company and to do such other acts, deeds, things and matters necessary to give effect to the aforesaid resolution."

2. 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. Isao Miyake (DIN: 08840556) who was appointed as a Director in a casual vacancy and holds office up to the date of this General Meeting, is eligible for appointment, and in respect of whom the Company has

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

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."

3. 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. Toru Yoshioka (DIN: 08840960) who was appointed as a Director in a casual vacancy and holds office up to the date of this 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."

For L&T- MHPS BOILERS PRIVATE LIMITED


(DEEPAK RAJ JAIN)
COMPANY SECRETARY
ACS- 12162

Date: 8th September, 2020

Place: Faridabad

NOTES:

In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Extra-ordinary General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 22/2020 dated June 15, 2020 ("MCA Circulars"), prescribing the procedures and manner of conducting the Extra-ordinary General Meeting (EGM) through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, and MCA Circulars, the EGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.

Notice of the EGM is being sent only through electronic mode to Members at their registered email addresses.

A proxy is a person who attends and votes at a General Meeting on behalf of a person who is not able to attend and vote personally. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no

proxies would be accepted by the Company. Similarly, no attendance slips/proxy forms/route map will be sent along with the Notice of the Meeting.

The meeting is being called at shorter notice in view of the urgency of business to be transacted.

Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013. The voting would be by show of hands. In case poll is demanded, shareholders can vote by sending email to the Company Secretary at DeepakRaj.Jain@lntmhps.com

In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are placed for approval of the shareholders at this EGM.

General guidelines for VC participation

- Members may note that this EGM of the Company will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, read with the MCA Circulars. The link to attend the meeting through VC will be provided by the Company on the registered email ids of the shareholders closer to the date of the Meeting.
- Corporate Shareholders are required to send the Board Resolution/ Authorization Letter to the Company Secretary at DeepakRaj.Jain@lntmhps.com authorizing its representatives to attend the EGM through VC/OAVM.
- Shareholders can join the EGM 15 minutes before the Meeting.
- Members can participate in the EGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the businesses under Item Nos. 1 to 3 of the accompanying Notice.

Item No. 1:

The shares held by Hitachi has been transferred to Mitsubishi Heavy Industries (MHI) and accordingly, Mitsubishi Hitachi Power Systems, Ltd. (MHPS), a part of MHI Group, has changed its corporate name to 'Mitsubishi Power, Ltd' with effect from 1st September, 2020 and also adopted a new corporate brand logo. Subsequently, Mitsubishi Power, Ltd has become a wholly owned subsidiary of the Mitsubishi Heavy Industries (MHI) Group.

Pursuant to the same, the Company needs to change its name from "L&T-MHPS BOILERS PRIVATE LIMITED" to "L&T-MHI POWER BOILERS PRIVATE LIMITED" to reflect the change in the name of the Joint Venture Partner.

The Ministry of Corporate Affairs has approved the availability of the desired name i.e. L&T-MHI POWER BOILERS PRIVATE LIMITED vide its approval dated August 4, 2020.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of shareholders by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association. Accordingly, the Directors recommend this special resolution for approval of the Shareholders.

The amended Memorandum of Association & Articles of Association are available for inspection by members during business hours on any working day.

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. 2:

Mr. Isao Miyake (DIN: 08840556) was appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. Masahiro Kobayashi (DIN: 08117061). 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. Isao Miyake for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

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

Except Mr. Isao Miyake, 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 No. 3:

Mr. Toru Yoshioka (DIN: 08840960) was appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. Yusuke Kurogi (DIN: 07172890). 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. Toru Yoshioka for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

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

Except Mr. Toru Yoshioka, 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.

For L&T- MHPS BOILERS PRIVATE LIMITED



(DEEPAK RAJ JAIN)
COMPANY SECRETARY
ACS- 12162

Date: 8th September, 2020
Place: Faridabad