



L&T-MHPS Turbine Generators Private Limited

(Formerly known as L&T-MHI Turbine Generators Private Limited)

Gate No. 8, Hazira Works

Surat Hazira Road, P.O. Bhatia

Surat 394 510, Gujarat, INDIA

Tel: +91 261 280 8000

Fax: +91 261 280 8080

www.Lntmhpsturbogen.com

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of **L&T-MHPS TURBINE GENERATORS PRIVATE LIMITED** will be held at the **Registered Office** of the Company at **L&T House, Ballard Estate, Mumbai - 400 001**, Thursday, **27th day of June, 2019** at 12.30 p.m. (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 appoint a Director in place of Mr. Shailendra Roy (DIN: 02144836), who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Yusuke Kurogi (DIN: 07172890), who retires by rotation and is eligible for re-appointment.

Special Business:

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with 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.125,000/- (Rupees One lakh Twenty 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. R. Nanabhoy & Co., Cost Accountants (Regn No. 00010), who was appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2019-20.

Registered Office: L&T House, N.M. Road, Ballard Estate, Mumbai 400 001, India
CIN: U31101MH2006PTC166541

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

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

For **L&T- MHPS TURBINE GENERATORS
PRIVATE LIMITED**



**A. R. Prasad
Chief Financial Officer**

Date: 24th May, 2019
Place: Hazira

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 No. 4 of the accompanying Notice.

Item No. 4:

The Board has approved the appointment of M/s R. Nanabhoy & Co. as the Cost Auditors of the Company at a remuneration of Rs.125,000/- (Rupees One Lakh Twenty Five Thousand only) exclusive of goods and services tax, traveling and other out of pocket expenses, to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2020.

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 the Cost Auditors 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.4 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 TURBINE GENERATORS
PRIVATE LIMITED**



**A. R. Prasad
Chief Financial Officer**

Date: 24th May, 2019
Place: Hazira



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ATTENDANCE SLIP

L&T-MHPS TURBINE GENERATORS PRIVATE LIMITED
CIN: U31101MH2006PTC166541
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 June, 2019 at 12.30 p.m.**

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-MHPS TURBINE GENERATORS PRIVATE LIMITED

CIN: U31101MH2006PTC166541

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 TURBINE GENERATORS 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 June, 2019 at 12.30 p.m.** 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	Re-appointment of Mr. Shailendra Roy (DIN: 02144836) as a Director, who retires by rotation.		
3	Re-appointment of Mr. Yusuke Kurogi (DIN: 07172890) as a Director, who retires by rotation.		
SPECIAL BUSINESS			
4	Ratification of remuneration payable to Cost Auditor, M/s. R. Nanabhoy & Co. (Registration No. 000010), for the financial year ending 31st 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.