

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of **L&T-MHI POWER TURBINE GENERATORS PRIVATE LIMITED (L&T-MHPS TURBINE GENERATORS PRIVATE LIMITED)** will be held through **VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS** on Friday, 2nd day of July, 2021 at 11.30 a.m. (IST) to transact the following business: -

Ordinary Business:

1. To consider and adopt the financial statements for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shekhar Sharda (DIN: 00348214), who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Katsutoshi Mori (DIN: 08116994), 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(s), the following resolution **as a resolution requiring 75% Affirmative votes:**

“RESOLVED THAT Mr. Tetsuya Suzuki (DIN: 08333217) 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, liable to retire by rotation.”

5. 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. Norio Sugimaru (DIN: 09151671) 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, not liable to retire by rotation."

6. 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 41(f) of the Articles of Association of the Company and subject to the approval of the Central Government, Mr. Norio Sugimaru (DIN: 09151671) be and is hereby appointed as the Whole-time Director of the Company with effect from April 23, 2021 upto April 22, 2024 on terms and conditions specified in the draft agreement placed at the meeting.


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

7. 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.144,000/- (Rupees One lakh Forty Four Thousand only) excluding out of pocket expenses and applicable Goods and Services tax, if any, for the financial year ending on March 31, 2022 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 2021-22.

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- MHI POWER TURBINE GENERATORS
PRIVATE LIMITED**


ALOKE SARKAR
Whole-time Officer
DIN: 08778906

Place: Surat
Date: 1st June, 2021

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 Annual 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, Circular No. 22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and Circular No. 02/2021 dated January 13, 2021 ("MCA Circulars"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, and MCA Circulars, the 15th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

Notice of the AGM along with the Annual Report 2020-21 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.

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 Whole-time Director at aloke.sarkar@lntmhipower.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 AGM.

General guidelines for VC participation

- Members may note that the 15th AGM 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 Whole-time Director at aloke.sarkar@lntmhipower.com authorizing its representatives to attend the AGM through VC/OAVM.

- Shareholders can join the AGM 15 minutes before the Meeting.
- Members can participate in the AGM 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 No. 4 to 7 of the accompanying Notice.

Item No. 4:

Mr. Tetsuya Suzuki (DIN: 08333217) has been appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. Hisashi Fukuda. 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. Tetsuya Suzuki for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Directors recommend the resolution in relation to the appointment of Mr. Suzuki as a Director liable to retire by rotation, for approval of the Shareholders of the Company.

Except Mr. Tetsuya Suzuki, 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 Nos. 5 and 6:

On the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Norio Sugimaru (DIN: 09151671) has been appointed as Director of the Company in the casual vacancy caused due to the resignation of Mr. Tetsuya Suzuki. 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. Norio Sugimaru for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Further, Mr. Norio Sugimaru has been appointed as a Whole-time Director of the Company with effect from April 23, 2021 upto April 22, 2024, subject to the approval of the members in the General Meeting.

Mr. Sugimaru 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. 5 and 6 are proposed for approval of the members for appointment of Mr. Norio Sugimaru, 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. Norio Sugimaru, in respect of his appointment as Whole-time Director, contains the terms and conditions of his appointment.

I.	GENERAL INFORMATION			
(1)	Nature of Industry	Engineering Industry		
(2)	Date or expected Date of commencement of commercial production	January 11, 2011		
(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)	PAT (Rs. crores)
		2020-21	724.84	35.85
(5)	Foreign Investment or collaborations, if any.	MHI 39% and MELCO 10%		
II.	INFORMATION ABOUT THE APPOINTEE			
(1)	Background Details		<p>Mr. Norio Sugimaru holds a Master's Degree in Mechanical Engineering from Organization for Advanced and Integrated Research, Kobe University.</p> <p>Mr. Sugimaru joined Mitsubishi Heavy Industries Ltd. (MHI) in the year of 1992 and started his career as a steam turbine design engineer in MHI Nagasaki Shipyard and Machinery Works.</p> <p>He has detailed knowledge of basic/detail design activity and order-taking activity in steam turbines along with supply chain management.</p>	

(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 or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable
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. Norio Sugimaru, 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. 7:

The Board has approved the appointment of M/s R. Nanabhoy & Co. as the Cost Auditors of the Company at a remuneration of Rs.144,000/- (Rupees One Lakh Forty Four 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, 2022.

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.7 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- MHI POWER TURBINE GENERATORS
PRIVATE LIMITED**



ALOKE SARKAR
Whole-time Officer
DIN: 08778906

Place: Surat
Date: 1st June, 2021