

NOTICE

NOTICE IS HEREBY GIVEN THAT Eleventh Annual General Meeting of L&T HOWDEN PRIVATE LIMITED will be held through **VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS** on Thursday, the 30th day of September, 2021, at 4.00 p.m. 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. Derek Michael Shah (DIN: 06526950), who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Frederick Hearle (DIN: 08399370), 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 a Special resolution to be passed unanimously:**

“RESOLVED THAT Mr. Y. V. S. Sravankumar (DIN: 01080060) who was appointed as an Additional Director 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, liable to retire by rotation.”

5. To consider and, if thought fit, to pass with or without modification, the following resolution **as an ordinary resolution to be passed unanimously:**

“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.55,000/- (Rupees Fifty Five 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. Vaghela Kishor & Co., Cost Accountants (Registration No. 103811), who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2021-22.

Registered Office:

*L&T Howden Private Limited, L&T House, N. M. Marg, Ballard Estate, Mumbai 400 001, India
Tel: +91-22-67525656 Fax: +91-22-67525893*

CIN: U31401MH2010PTC204403

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution **as an ordinary resolution to be passed unanimously:**

“RESOLVED THAT the remuneration of M/s. Vaghela Kishor & Co., Cost Accountants (Registration No. 103811) who was appointed as Cost Auditors be increased from Rs.45,000/- (Rupees Forty Five thousand only) to Rs. 55,000/- (Rupees Fifty Five Thousand only), excluding out of pocket expenses and applicable Goods and Services tax, if any, for conducting the audit of the cost records of the Company for the financial year 2020-21.”

AS PER ARTICLE 42 OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY, ALL RESOLUTIONS AT THE GENERAL MEETING SHALL REQUIRE UNANIMOUS CONSENT OF THE SHAREHOLDERS; ACCORDINGLY, ALL RESOLUTIONS SHALL BE PROPOSED TO BE PASSED UNANIMOUSLY AT THE FORTHCOMING ANNUAL GENERAL MEETING.

For L&T HOWDEN PRIVATE LIMITED



REENA RAJE
COMPANY SECRETARY
(ACS 21440)

Date: 31st August, 2021
Place: Mumbai

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 11th 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 Company Secretary at reena.raje@larsentoubro.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.

All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to Reena.Raje@larsentoubro.com.

General guidelines for VC participation

- Members may note that the 11th 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. Members who need any assistance before or during AGM can contact Ms. Reena Raje at Reena.Raje@larsentoubro.com.
- Corporate Shareholders are required to send the Board Resolution/ Authorization Letter to the Company Secretary at reena.raje@larsentoubro.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 Nos. 4 to 6 of the accompanying Notice.

Item No. 4:

On the recommendation of the Board, Mr. Y. V. S. Sravankumar (DIN: 01008060) was appointed as an Additional Director nominated by Larsen & Toubro Limited with effect from 31st August, 2021 and holds office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act 2013 proposing the candidature of Mr. Y. V. S. Sravankumar for the office of the Director.

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

None of the Directors or the Key Managerial Personnel or their relatives except Mr. Y. V. S. Sravankumar is directly or indirectly concerned or interested in this Resolution.

Item No. 5:

In accordance with the provisions of section 148 of the Companies Act, 2013 and the Companies (Audit and Accounts) Rules, 2014 (Rules), the Company is required to appoint Cost Auditor to audit the cost records of the Company, for products and services specified under the Rules issued in pursuance of the above section. The Board of Directors has approved the appointment of M/s. Vaghela Kishor & Co., Cost Accountants (Registration No. 103811), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year 2021-22 at a remuneration amounting to Rs. 55,000/- (Rupees Fifty Five Thousand only) excluding out of pocket expenses and applicable Goods and Services tax, if any. M/s Vaghela Kishor & Co., have furnished certificates regarding eligibility for appointment as Cost Auditors of the Company. In terms of 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. 5 of the notice.

The Directors recommend the resolution for approval of the Shareholders.

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. 6:

The shareholders at its Annual General Meeting (AGM) held on 25th September, 2020, had ratified the remuneration of Rs.45,000/- (Rupees Forty Five Thousand only) excluding out of pocket expenses and applicable Goods and Services tax, if any, payable to the Cost Auditors for conducting the cost audit for the financial year 2020-21.

However due to the increase in the scope of work and addition of products eligible to be covered for Cost Audit, the Board of Directors at its Meeting held on 12th July, 2021 have recommended the increase in the remuneration of M/s. Vaghela Kishor & Co., Cost Accountants from Rs.45,000/- to Rs. 55,000/- for conducting the cost audit for the financial year 2020-21. 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. 6 of the notice.

The Directors recommend the resolution for approval of the Shareholders.

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.

For L&T HOWDEN PRIVATE LIMITED



REENA RAJE
COMPANY SECRETARY
(ACS 21440)

Date: 31st August, 2021
Place: Mumbai