



**L&T - MHI Power Boilers Private Limited**  
(Formerly known as L&T-MHPS 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.Lntmhpower.com](http://www.Lntmhpower.com)

## **NOTICE**

NOTICE is hereby given that an Extra-Ordinary General Meeting of **L&T-MHI POWER BOILERS PRIVATE LIMITED** will be held through **VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS** on Friday, 15<sup>th</sup> day of July, 2022 at 3.30 p.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** 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 44(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 re-appointed as a Whole-time Director of the Company for a period of one year with effect from April 24, 2022 upto April 23, 2023 on the terms and conditions as specified in the draft agreement placed at the Meeting.

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

For **L&T- MHI POWER BOILERS PRIVATE LIMITED**

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

Date: 15<sup>th</sup> July, 2022  
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,

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

L&T - MHI Power Boilers Private Limited is a Joint Venture of Larsen & Toubro Limited and Mitsubishi Power, Ltd.



**L&T - MHI Power Boilers Private Limited**  
(Formerly known as L&T-MHPS 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.Lntmhipower.com](http://www.Lntmhipower.com)

2020, Circular No. 22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020, Circular No.39/2020 dated December 12, 2020, Circular No.10/2020 dated June 23, 2021, Circular No.20/2021 dated December 18, 2021 and Circular No. 03/2022 dated May 05, 2022 ("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@Lntmhipower.com](mailto:DeepakRaj.Jain@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 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@Lntmhipower.com](mailto:DeepakRaj.Jain@Lntmhipower.com) authorizing its representatives to attend the EGM through VC/OAVM.
- Shareholders can join the EGM 15 minutes before the Meeting.



**L&T - MHI Power Boilers Private Limited**  
(Formerly known as L&T-MHPS 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.Lntmhpower.com](http://www.Lntmhpower.com)

- 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 business of the accompanying Notice.

### Item No. 1:

Mr. Shigeharu Kokuryo, Chief Operating Officer and Whole-time Director of the Company was appointed for a period of three years with effect from 24th April, 2019 till 23rd April, 2022. Pursuant to the expiry of his term, the Company has re-appointed Mr. Kokuryo as a Whole-time Director for a further period of one year with effect from 24th April, 2022 till 23rd April, 2023.

Mr. Shigeharu Kokuryo is a professional and experienced person and his re-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 Resolution is proposed for approval of the members for re-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 re-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)	PAT (Rs. crores)
		2021-22	2,310.60	241.02
(5)	Foreign Investment or collaborations, if any.	MPW has invested 49%		
<b>II. INFORMATION ABOUT THE APPOINTEE</b>				
(1)	Background Details	<p>Mr. Shigeharu Kokuryo is a Mechanical Engineer from Tokyo Institute of Technology and certified as a P.E.jp (Professional Engineer, Japan) in Mechanical Engineering. Mr. Shigeharu Kokuryo joined Mitsubishi Heavy Industries Ltd. (MHI) in the year 1993 as an engineer for boiler of thermal power plant.</p> <p>Since then, he has been associated with MHI, working in Yokohama / Nagasaki for boiler of thermal power plant designing / engineering Section. He was in charge of performance designing of utilized and industrial boilers of thermal power plant.</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		



**L&T - MHI Power Boilers Private Limited**  
(Formerly known as L&T-MHPS 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.Lntmhipower.com](http://www.Lntmhipower.com)

<b>III.</b>	<b>OTHER INFORMATION</b>	
(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. 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.

For **L&T- MHI POWER BOILERS PRIVATE LIMITED**

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

Date: 15<sup>th</sup> July, 2022  
Place: Faridabad