L&T Howden

NOTICE

NOTICE IS HEREBY GIVEN THAT Sixteenth Annual General Meeting of L&T HOWDEN PRIVATE LIMITED will be held through **VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS** on Tuesday, the 15th day of September 2026, at 12:00 Noon to transact the following business:

Ordinary Business:

1. To consider and adopt the financial statements for the year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Craig Masson (DIN: 10805566), who retires by rotation and is eligible for re-appointment.

Special Business:

3. 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. Suresh Kumar Narang (DIN: 02185687) who was appointed as a Director in 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, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

4. 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.60,000/- (Rupees Sixty Thousand only) excluding out of pocket expenses and applicable Goods and Services tax, if any, for the financial year ending on March 31, 2027 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 2026-27.

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."

5. 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** in accordance with the provisions of Section 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), read with 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 subject to the approval, sanctions, consents as may be required from Government or any other authorities, Mr. Partha Pratim Roy be and is hereby appointed as the Manager of the Company (designated as Chief Executive) for a period of three years with effect from June 1, 2026 to May 31, 2029 on the terms and conditions specified in the agreement entered with him. .

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

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

Date: August 15, 2026
Place: Qatar

SUMIT GHOSH
COMPANY SECRETARY
M. NO. A19689

NOTES:

The Ministry of Corporate Affairs (**"MCA"**) vide its General Circular No. 03/2025 dated September 22, 2025 ('MCA Circular') has permitted the Companies to hold their Annual General Meeting (**"AGM"**) through Video Conferencing / Other Audio-Visual Means (**"VC/OAVM"**) without the physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013, and MCA Circular, the 16th 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 for 2025-26 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 Snehal.Patil@larsentoubro.com

In terms of the MCA Circular 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 Snehal.Patil@larsentoubro.com.

General guidelines for VC participation

- Members may note that the 16th 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 Circular. 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 Mr. Snehal Patil at Snehal.Patil@larsentoubro.com

- Corporate Shareholders are required to send the Board Resolution/ Authorization Letter to Ms. Snehal Patil at snehal.Patil@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. 3 to 5 of the accompanying Notice.

Item No. 3:

On recommendation of the Board, Mr. Suresh Kumar Narang (DIN: 02185687) was appointed as a Director in causal vacancy due to the resignation of Mr. Satish N Palekar (DIN: 07152099) 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 Mr. Suresh Kumar Narang for the office of the Director.

The Directors recommend the resolution in relation to the appointment of Mr. Suresh Kumar Narang 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. Suresh Kumar Narang, being the appointee, is directly or indirectly concerned or interested in this Resolution.

Details relating to Mr. Suresh Kumar Narang as required under Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

Item No. 4:

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 2026-27 at a remuneration amounting to Rs. 60,000/- (Rupees sixty 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 the resolution as set out at Item no. 4 of the notice.

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. 5:

At the meeting of the Board of Directors of the Company held on May 22, 2026, it was resolved to appoint Mr. Partha Pritam Roy whose services are seconded by Larsen & Toubro Limited (L&T) on a whole time basis and who is fully engaged in the activities of the Company as the 'Manager' of the Company under the Companies Act, 2013, designated as Chief Executive, with effect from June 1, 2026 to May 31, 2029.

His appointment is subject to the approval of the shareholders as required under Part II of the Schedule V of the Companies Act, 2013. The terms and conditions of the appointment, including remuneration are set out in the agreement entered into between the Company and Mr. Partha Pritam Roy.

Mr. Partha Pritam Roy is an employee of Larsen & Toubro Limited, Company's Holding Company, who is fully engaged in the activities of the Company on a whole time basis.

I.	**GENERAL INFORMATION**			
(1)	Nature of Industry	Machinery Apparatus for Thermal Power Plants and Boilers		
(2)	Date or expected Date of commencement of commercial production	02/01/2012		
(3)	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions	Not Applicable		
(4)	Financial performance based on given indicators	**FY**	**Revenue (Rs. Lakhs)**	**PAT (Rs. Lakhs)**
		2025-26	21,836.22	3,271.22
(5)	Foreign Investment or collaborations, if any.	Howden Holdings B. V. has invested 49.9%		
II.	**INFORMATION ABOUT THE APPOINTEE**			
(1)	Background Details	Mr. Partha Pritam Roy has around 34 years of rich experience in various functional areas of Engineering, Proposal & Estimation, Projects Management, Planning and Operations & Maintenance of Thermal Power Plants. Since 2022 he is 'Head Proposal & Estimation' at		

		L&T Carbonlite Solutions. Mr. Roy commenced his tenure with Larsen & Toubro (L&T CarbonLite Solutions, erstwhile L&T Power) in 2009 as Engineering Manager for 2x660 MW Jaypee Nigrie project (one of L&Ts 1st Supercritical Power Projects). Subsequently, in 2014 he moved into Marketing & Proposals as Proposal Lead before subsequently heading Proposal & Estimation function in 2022. During his tenure in Marketing & Proposals, he was instrumental in bagging Mega and Ultra Mega EPC orders like 2x660 MW NTPC Khargone, 2x660 MW SJVN Buxar and subsequent BTG orders like 2x800 MW NTPC Nabinagar, 2x800 MW NTPC Gadarwara, 8x800 MW Adani Power, 2x800 MW Torrent Power and became L1 bidder for 2x800 MW NTPC Lara & 2x800 MW DVC Chandrapura Projects. He started his career in 1992 with HINDALCO in their captive power division at Hirakud where he handled several responsibilities in Operation & Maintenance, Planning, Project Execution & Engineering. For a short duration between 2008 & 2009, he was also associated with GMR Energy in their 1st Coal based power project, before moving on to L&T CarbonLite Solutions. He holds extensive experience collaborating with various clients and consultants in India and has navigated complex contractual conditions in large domestic projects.

		Mr. Partha Pratim Roy holds a Bachelor of Engineering (Mechanical) Degree from NIT Durgapur and an MBA (Finance) from Sambalpur University. He has successfully completed the GLDP (Global Leadership Development Programme) from Michigan University, USA.
(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

In compliance with the provisions of Schedule V of the Companies Act, 2013, consent of the Company being required for the appointment and terms of remuneration specified above, the same is being placed before the General meeting for approval.

The agreement entered into by the Company with Mr. Partha Pritam Roy is available for the inspection of the Members of the Company at the registered office of the Company between the hours of 10.30 AM and 12.30 PM on any working day.

The Board recommends the resolution as set out at Item no. 5 of the notice for approval of the appointment of Mr. Partha Pritam Roy as Manager of the Company designated as Chief Executive.

None of the Directors or Key Managerial and their relatives except Mr. Partha Pritam Roy, being the appointee is concerned or interested in the Resolution.

The Directors recommend the resolution for approval of the Shareholders.

For L&T HOWDEN PRIVATE LIMITED



SUMIT GHOSH
COMPANY SECRETARY
M. NO. A19689

Date: August 15, 2026
Place: Qatar

(ANNEXURE TO THE AGM NOTICE DATED SEPTEMBER 15, 2026)

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(PURSUANT TO SS2 ON GENERAL MEETINGS)

Name of the Director	**Mr. Craig Richard Masson**	**Mr. Suresh Kumar Narang**
Date of Birth / Age (Yrs)	26/12/1981 (44 Years)	25/02/1964 (62 Years)
Date of First appointment on Board	16/10/2024	22/04/2026
Qualifications	BA Law, LLB, H. Dip Corporate Law with the University of Johannesburg	Bachelor of Engineering (Electrica) Chemical Engineer from ICT- Mumbai (UDCT, 1983). Bachelor of Business Management
Experience	Vast experience in corporate governance, legal compliance, and cross-border legal advisory across emerging and developed markets.	Vast experience of over 40 years of rich experience in the Power Sector including 24 years in NTPC.
Terms & Conditions	NA	NA
Remuneration sought to be paid	NIL	NIL
Other Directorships	NIL	L&T - MHI Power Boilers Private Limited L&T - MHI Power Turbine Generators Private Limited Bhilai Power Supply Company Limited Nabha Power Limited L&T-Sargent & Lundy Limited

Memberships / Chairmanships of committees of other Boards	NIL	L&T-Sargent & Lundy Limited - CSR Committee
Shareholding in the Company	NIL	NIL
Relationships with directors, manager and KMP	NA	NA
Number of meetings of Board attended during the Financial year	3 out of 3	3 out of 3