

NOTICE

NOTICE IS HEREBY GIVEN THAT Fifteenth Annual General Meeting of L&T HOWDEN PRIVATE LIMITED will be held through **VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS** on Monday, the 08th day of September, 2025, at 2.15 p.m. to transact the following business:

Ordinary Business:

1. To consider and adopt the financial statements for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Parvesh Mittal (DIN: 09256509), who retires by rotation and is eligible for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution **as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, **M S K C & Associates LLP Chartered Accountants (ICAI Registration no. 001595S/S000168)**, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 15th Annual General Meeting till the conclusion of 20th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

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. Craig Richard Masson (DIN: 10805566) 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.”

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

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 THAT Ms. Alpana Shripad Khale (DIN:10787306) 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.”

6. 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. Satish N. Palekar (DIN: 07152099) who was appointed as an Additional Director 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.”

7. 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, 2026 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 2025-26.

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.”

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



ATUL TANDON
CHIEF FINANCIAL OFFICER

Date: September 3, 2025
Place: Mumbai

NOTES:

The meeting is convened at short notice with the approval of the shareholders.

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, Circular No. 02/2021 dated January 13, 2021, Circular No.21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated 5th May, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (“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 17th 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 2024-25 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 subhodh.shetty@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 subhodh.shetty@larsentoubro.com.

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. Members who need any assistance before or during AGM can contact Mr. Subhodh Shetty at Subhodh.shetty@larsentoubro.com
- Corporate Shareholders are required to send the Board Resolution/ Authorization Letter to the Company Secretary at subhodh.shetty@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, 4, 5, 6 and 7 of the accompanying Notice.

Item No. 3

Pursuant to Section 139 of the Companies Act, 2013, M/s. M. P. Chitale & Co Chartered Accountants (ICAI Registration No. 101851W) had been appointed as the Statutory Auditors of the Company to hold the office from conclusion of 12th Annual General Meeting till conclusion of 15th Annual General Meeting.

As the said term of the Statutory Auditors will end at the ensuing Annual General Meeting of the Company, it is proposed to appoint M S K C & Associates LLP Chartered Accountants (ICAI Registration no. 001595S/S000168), as Statutory Auditors of the Company from the conclusion of the 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company.

There is no material change in the fees payable to the new auditor as compared to the outgoing auditor.

It is proposed to pay a sum of ₹7,50,000/- (Rupees Seven Lakh Fifty Thousand only) plus out-of-pocket expenses and applicable taxes towards the statutory audit fees for FY 2025-26. The Board will finalise the fees for further years in consultation with the Auditors.

The Board considered various parameters like audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge to be best suited to handle the complexity associated with the audit of the financial statements of the Company.

The Auditors have informed the Company that their appointment, if made, would be within the limits prescribed u/s 141 of the Companies Act, 2013. The Auditors have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

The Board has been authorized to approve any change in the terms and conditions of appointments, including the remuneration of the Statutory Auditors. The Board recommends approval of the appointment of Statutory Auditors by the Members through Ordinary Resolution set forth in item no. 3 of the Notice.

None of the Directors of the Company, including their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No.3.

Item No. 4:

On recommendation of the Board, Mr. Craig Richard Masson (DIN: 10805566) was appointed as a Director in causal vacancy due to the resignation of Ms. Camille Levy (DIN: 10137935) 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. Craig Richard Masson for the office of the Director.

The Directors recommend the resolution in relation to the appointment of Mr. Craig Richard Masson 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. Craig Masson is directly or indirectly concerned or interested in this Resolution.

Item No. 5:

On recommendation of the Board, Ms. Alpana Shripad Khale (DIN:10787306) was appointed as a Director in causal vacancy due to the resignation of Mr. Y.V.S. Sravankumar (DIN: 01080060) 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 Ms. Alpana Shripad Khale for the office of the Director.

The Directors recommend the resolution in relation to the appointment of Ms. Alpana Shripad Khale 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 Ms. Alpana Shripad Khale is directly or indirectly concerned or interested in this Resolution.

Item No. 6:

Mr. Satish N. Palekar (DIN: 07152099) has been appointed as an Additional Director of the Company with effect from May 27, 2025 and holds office upto the date of the Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Satish Palekar 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. Satish Palekar as a Director liable to retire by rotation, for approval of the Shareholders of the Company.

Except Mr. Palekar, 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:

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 2025-26 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 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 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



**ATUL TANDON
CHIEF FINANCIAL OFFICER**

**Date: September 3, 2025
Place: Mumbai**

(ANNEURE TO THE AGM NOTICE DATED 3rd SEPTEMBER 2025)

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	Ms. Alpana Shripad Khale	Mr. Satish N. Palekar
Date of Birth / Age (Yrs)	26/12/1981 (43 Years)	11/12/1970 (54 Years)	19/01/1962 (63 Years)
Date of First appointment on Board	16/10/2024	23/04/2025	27/05/2025
Qualifications	BA Law, LLB, H. Dip Corporate Law with the University of Johannesburg	M.Com, Post Graduate Diploma in Business Management from Sydenham Institute of Management majoring in Finance. Cost & Works Accountant (CWA) in June 1996. Company Secretary (ACS) in June 2013	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.	25 Years of experience in Finance & Accounts	Vast experience of 40 years in Engineering, Execution, Procurement & Commissioning
Terms & Conditions	NA	NA	NA
Remuneration sought to be paid	NIL	NIL	NIL
Other Directorships	NIL	L&T Power Development Limited. Nabha Power Limited	L&T - MHI Power Boilers Private Limited L&T-Sargent & Lundy Limited

			L&T - MHI Power Turbine Generators Private Limited Bhilai Power Supply Company Limited
Memberships / Chairmanships of committees of other Boards	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL
Relationships with directors, manager and KMP	NA	NA	NA
Number of meetings of Board attended during the Financial year	2 out of 2	NA	NA