



L&T - MHI Power Boilers Private Limited
L&T Knowledge City, Gate No. 1,
Ajwa Waghodia Crossing,
Vadodara - 390019, Gujarat, INDIA
Tel: +91 265 245 6000
www.Lntmhipower.com

NOTICE

NOTICE is hereby given that the Ninteenth Annual General Meeting of **L&T - MHI POWER BOILERS PRIVATE LIMITED** will be held through **VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS** on Friday, 4th day of July 2025 at 11.00 a.m. (IST) 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. Kazuhiro Domoto (DIN: 10110293), who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Ms. K. Bhavani (DIN: 09065420), 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. 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.”

5. To consider and, if thought fit, to pass with or without modification, the following resolution **as an Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and 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. 82,500/- (Rupees Eighty-Two Thousand Five Hundred 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. Smit Manubhai & Associates, Cost Accountants, (Reg no. 002158) who was appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2025-26.

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 Heavy Industries, Ltd.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution.”

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



(MANISH MEHTA)
CHIEF FINANCIAL OFFICER

Date: June 2, 2025

Place: Vadodara

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, 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 and General Circular No. 9/2024 (“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 19th 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 the Chief Financial Officer at manish.mehta@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 19th 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 Chief Financial Officer at manish.mehta@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 Nos. 4 and 5 of the accompanying Notice.

Item No. 4:

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. 5:

The Board of Directors at its meeting held on 23rd April, 2025, approved the appointment of M/s. Smit Manubhai & Associates, Cost Accountants, as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2026, at a remuneration amounting to Rs. 82,500/- (Rupees Eighty-Two Thousand Five Hundred only) excluding out of pocket expenses and applicable Goods and Services Tax, if any. 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 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 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 BOILERS PRIVATE LIMITED**



(MANISH MEHTA)
CHIEF FINANCIAL OFFICER

Date: June 2, 2025
Place: Vadodara