

ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of L&T SAPURA SHIPPING PRIVATE LIMITED will be held on Tuesday, September 22, 2020 at 1:30 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business*:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2020, and the Reports of the Board of Directors and Auditors thereon
2. Appointment of Statutory Auditors of the Company
3. To appoint a Director in place of Mr. Satish Palekar (DIN: 07152099), who retires by rotation and being eligible offers himself for re-appointment
4. To appoint a Director in place of Mr. C. S. Kole (DIN: 08304388), who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

5. Appointment of Ms. Savitrii Dadhich (DIN: 07147074) as an Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Savitrii Dadhich (holding DIN: 07147074), who was appointed as an Independent Director of the Company for a term up to 31st March, 2020, being eligible for being reappointed as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Ms. Savitrii Dadhich as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not be liable to retire by rotation, for a second term of one year with effect from April 1, 2020 up to 31st March, 2021.

RESOLVED FURTHER THAT any director or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard including statutory filings, where necessary.”

6. Appointment of Mr. Ungku Sulieman (DIN: 07143272) as an Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ungku Sulieman (holding DIN: 07143272), who was appointed as an Independent Director of the Company for a term up to 31st March, 2020, being eligible for being reappointed as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Ungku Sulieman as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not be liable to retire by rotation, for a second term of one year with effect from April 1, 2020 up to 31st March, 2021.

RESOLVED FURTHER THAT any director or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard including statutory filings, where necessary.”

By Order of the Board of Directors
FOR L&T SAPURA SHIPPING PRIVATE LIMITED

Sd/-

Place: Mumbai
Date: September 01, 2020

RAHUL SINNARKAR
COMPANY SECRETARY
(M. No: A39709)

*Meeting would be held through MS Teams. The link for the meeting will be shared vide an e-mail. For any queries please get in touch with Mr. Rahul Sinnarkar on his email rahul.sinnarkar@larsentubro.com or you may contact him on +91 9819 755744.

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 and Circular No. 22/2020** dated June 15, 2020 ("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 10th 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 2019-20 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 rahul.sinnarkar@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.

General guidelines for VC participation

- Members may note that the 10th 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 Company Secretary at rahul.sinnarkar@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 PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

IN RESPECT OF ITEM NO. 5 & 6

Ms. Savitrii Dadhich and Mr. Ungku Sulieman were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the their General Meeting held on 30th September, 2015 to hold office up to 31st March, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature for their appointment to the office of Independent Directors for a second term of one year.

Brief profile of the above Independent Directors are as under:

Ms. Savitrii Dadhich

She has completed her graduation in Commerce and is a qualified lawyer holding degrees in LL. M & LL. B. Her Core expertise include Documentation and Litigation in Property Agreements, Conveyance, Lease etc., Shareholders Agreement, Joint Ventures, Brand Licensing Agreements, MSAs, Business Transfer Agreements, Assignment of Trademark, handling Arbitration cases, Civil Litigations (Bombay High Court, Supreme Court, BIFR & AAIFR) and Criminal matters - Habeas Corpus, Quashing of FIRs. She has also worked with key Leading Senior Counsels in Bombay High court and Supreme Court.

She has an overall 26 years of multifaceted work experience and has worked under various capacities – Independent Director & Committee Member in several L&T Group Companies, Retainership with certain industry giants and also as partner with notable legal firm.

Mr. Ungku Sulieman

A graduate from The Polytechnic of the South Bank, London in 1971 with HND in Electrical Engineering but chose to have a permanent career in the Oil and Gas Industry, primarily with Petroliam Nasional Berhad (PETRONAS) from 1977 until retirement in 2001.

A thirty-nine year experience in the Industry included Crude Oil Operations and Marketing with PETRONAS, Tenders and Contracts for Offshore Operations with Petronas Carigali, the Exploration arm of PETRONAS, including Construction, Drilling Rig Management and operations with Petronas Marine, and as Marine Consultant with PETRONAS Maritime Services and later managing Oilfield Logistics as well as Exploration and Production activities of Greater Nile Petroleum Operating Company (GNPOC) in The Sudan.

Besides assisting in the establishment of start-up PETRONAS subsidiaries as well as start-up of local oil and gas companies, had also been involved in minor Projects in Indonesia, Iraq, Syria and Thailand for various local and multi-national companies.

After retirement, Mr. Ungku Sulieman continued working in various companies including three years with Nippon Oil and Remedial Offshore Limited for certain projects.

The Board recommend the Resolutions for re-appointment of the Independent Directors at item no. 5 & 6 as Special Resolutions of this notice for your approval. are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

Except Ms. Savitrii Dadhich & Mr. Ungku Sulieman, None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in their respective resolutions.

The Board recommends the resolution set forth in Item no. 5 & 6 for the approval of the members.

By Order of the Board of Directors
FOR L&T SAPURA SHIPPING PRIVATE LIMITED

Sd/-

Place: Mumbai
Date: September 01, 2020

RAHUL SINNARKAR
COMPANY SECRETARY
(M. No: A39709)

(ANNEXURE TO NOTICE DATED SEPTEMBER 01, 2020)
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING**
(PURSUANT TO SS 2 ON GENERAL MEETING)

Name of the Director	SATISH PALEKAR DIN: 06465912	C. S. KOLE DIN: 08304388
Date of Birth / Age	January 19, 1962	January 01, 1959
Date of first appointment on the Board	May 13, 2015	January 18, 2019
Qualifications	-Bachelor of Chemical Engineering, UDCT, Mumbai - -Diploma in Management Studies, Mumbai University	Bachelor's Degree in Civil Engineering and a Post Graduate Advanced Diploma in Business.
Experience	More than 10 years	More than 10 years
Other Directorships	1. L&T Sapura Offshore Private Limited.	1. L&T Sapura Offshore Private Limited 2. L&T Modular Fabrication Yards LLC 3. Larsen & Toubro Heavy Engineering LLC 4. L&T Electromech LLC
	CSR - L&T Sapura Shipping Private Limited	None
Shareholding in the Company	NIL	NIL
Relationships with directors, manager and KMP	None	NIL
Number of Meetings of Board attended during the year/ Since appointed.	4	4



L&T Hydrocarbon Engineering



L&T Sapura Shipping Private Limited
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Powai, Mumbai- 400072 INDIA
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Email: marketing@lntsapura.com.
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Registered Office: Mount Poonamallee Road, P.O. Box. No.979, Manapakkam, Chennai 600089, INDIA
CIN: U61100TN2010PTC077217

L&T Sapura Shipping Private Limited is a Joint Venture between L&T Hydrocarbon Engineering Limited and Sapura Energy Bhd.