

ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninth Annual General Meeting of L&T SAPURA SHIPPING PRIVATE LIMITED will be held on Wednesday, July 17, 2019 at 10 a.m. at Larsen & Toubro Limited, Gate No.1, EPC Block, 6th Floor, Conference Room, Powai – 400072 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, 2019, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. Srivatsan (DIN: 06465912), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Reza Rahim (DIN: 05181489), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr. C. S. Kole (DIN: 08304388) as a Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. C. S. Kole (DIN: 08304388), who was appointed as Additional Director on January 18, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

Sd/-

Place: Mumbai
Date: June 24, 2019

RAHUL SINNARKAR
COMPANY SECRETARY
(M. No: A39709)

NOTES:

A member entitled to attend, and vote is entitled to appoint a proxy and where that is allowed to attend and vote instead of himself and a proxy need not be a member.

Proxies in order to be effective must be received at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on August 21, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.4

Appointment of Mr. C. S. Kole (DIN: 08304388) as Director:

Board of directors of the Company at their Board Meeting held on January 18, 2019 has appointed Mr. C. S. Kole (DIN: 08304388) as Additional Director of the Company and he holds the office till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. C. S. Kole as Director of the Company. The Company has received a notice in writing from a member proposing the candidature of Mr. C. S. Kole for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Brief profile of Mr. C. S. Kole is given below for reference of the member(s):

Mr. Kole has over 37 years of expertise in the Oil and Gas Sector, Offshore & Onshore EPC Business. He currently heads the Modular Fabrication Business Vertical of L& T Hydrocarbon Engineering. Earlier to this responsibility, he was heading Offshore International Operations and Proposal & Estimation in L&T Hydrocarbon Engineering. He is a member of the Strategy Planning core group of L& T Hydrocarbon Engineering including Digitalization & Supply Chain Management. He has an extensive experience of working at international locations including South Korea, GCC & S.E. Asia.

Prior to joining L&T Hydrocarbon Engineering, Mr. Kole started his professional career in Ocean Engineering Division in Engineers India Limited, a leading Indian Engineering Company for over two decades contributing towards the projects on energy security of India.

Mr. Kole is a Gold Medalist in Bachelors Degree in Civil Engineering of 1981 batch from the University of North Bengal and has a Post Graduate Advanced Diploma in Business.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. C. S. Kole is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

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

Sd/-

Place: Mumbai
Date: June 18, 2019

RAHUL SINNARKAR
COMPANY SECRETARY
(M. No: A39709)

(ANNEXURE TO NOTICE DATED JUNE 24, 2019)
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING**
(PURSUANT TO SS 2 ON GENERAL MEETING)

Name of the Director	R. SRIVATSAN DIN: 06465912	REZA RAHIM DIN: 05181489	C. S. KOLE DIN: 08304388
Date of Birth / Age	September 09, 1960	September 22, 1975	January 01, 1959
Date of first appointment on the Board	October 23, 2015	January 25, 2012	January 18, 2019
Qualifications	Mech. Engineer, Masters in Business Management	Member of Institute of Chartered Accountants in England & Wales, Member of Malaysian Institute of Accountants, Master of Philosophy in Finance (Cambridge- UK) and Bachelor of Science in Accounting and Finance (London School of Economics - UK)	Bachelors Degree in Civil Engineering and a Post Graduate Advanced Diploma in Business.
Experience	More than 10 years	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. Sapura Energy Engineering & Construction (India) Pvt. Ltd	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	None
Shareholding in the Company	NIL	NIL	NIL
Relationships with directors, manager and KMP	None	None	NIL
Number of Meetings of Board attended during the year/ Since appointed.	4	3 (Attended vide Alternate Director)	1

ATTENDANCE SLIP

L&T SAPURA SHIPPING PRIVATE LIMITED

CIN: U61100TN2010PTC077217

Regd. Office: Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai – 600089.

Folio No.	
No. of Shares	

NAME AND ADDRESS OF REGISTERED
SHAREHOLDER

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.
I hereby record my presence at the 9th ANNUAL GENERAL MEETING of the Company on Wednesday,
July 17, 2019 at 10 a.m. at Larsen & Toubro Limited, Gate No.1, EPC Block, 6th Floor, Conference Room, Powai
– 400072.

Signature

Note: Please complete this and hand it over at the entrance of the hall.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

L&T SAPURA SHIPPING PRIVATE LIMITED

CIN: U61100TN2010PTC077217

Regd. Office: Mount Poonamallee Road, P.O. Box No.:979, Manapakkam, Chennai – 600089.

Name of the Member(s)	
Registered Address	
Email ID	
Folio No.	

I/We, being the member(s) of _____ shares of L&T SAPURA SHIPPING PRIVATE LIMITED, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Wednesday, July 17, 2019 at 10 a.m. at Larsen & Toubro Limited, Gate No.1, EPC Block, 6th Floor, Conference Room, Powai – 400072 and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Item No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2019		
2.	Re-Appointment of Mr. R. Srivatsan (DIN: 06465912) as Director		
3.	Appointment of Mr. Reza Rahim (DIN: 05181489) as Director		
4.	Appointment of Mr. C. S. Kole (DIN: 08304388) as Director		

Signed thisday of2019 Signature of shareholder.....

Signature of
proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company
3. Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
4. This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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