



*L&T Sapura Offshore Private Limited*  
A M Naik Tower, 9<sup>th</sup> Floor, Gate No. 3,  
Jogeshwari Vikroli Link Road, Powai,  
Mumbai- 400072 INDIA  
Tel: +91 22 689265186510  
Email: [marketing@lntsapura.com](mailto:marketing@lntsapura.com)  
[www.Lntsapura.com](http://www.Lntsapura.com)

## ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of L&T SAPURA OFFSHORE PRIVATE LIMITED will be held on Thursday, 11th day of August, 2022 at 10.30 a.m. at L&T House Ballard Estate Mumbai 400 001 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, 2022, 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. Phanindhar Chivukula (DIN: 07208150), who retires by rotation and being eligible offers himself for re-appointment.
4. 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, for re-appointment of statutory auditors, M/s. Sharp & Tannan & Co, Chartered Accountants, ICAI Registration no. 10998W, be and are hereby re-appointed as the Statutory Auditors of the Company, for another term of 5 years, to hold office from conclusion of 12th Annual General Meeting till the conclusion of 17th Annual General Meeting.

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

### SPECIAL BUSINESS

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

**"RESOLVED THAT** Mr. Parthasarathi Chatterjee (DIN: 09298898) who was appointed as an Additional Director 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."

Registered Office: Mount Poonamallee Road, P.O. Box. No.979, Manapakkam, Chennai 600089, INDIA  
CIN: U61100TN2010PTC077217

L&T Sapura Offshore Private Limited is a Joint Venture between Larsen & Toubro Limited and Sapura Energy Bhd.



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6. To consider and if thought fit, pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** Mr. Chew Seng Heng (DIN: 09400156) who was appointed as an Additional Director 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, pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** Mr. Pinak Lahiri (DIN: 09669025) who was appointed as director in causal 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."

By Order of the Board of Directors  
For **L&T SAPURA OFFSHORE PRIVATE LIMITED**

**R. SRIVATSAN**  
**DIRECTOR**  
**(DIN: 06465912)**

**Date: July 19, 2022**

**Place: Mumbai**

K  
Full  
Sign  
RSV

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.

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## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 5, 6 and 7 of the accompanying Notice.

### Item No. 5:

Mr. Parthasarathi Chatterjee (DIN: 09298898) has been appointed as an Additional Director of the Company with effect from 19<sup>th</sup> November, 2021. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, as amended, Mr. Chatterjee holds office as an Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Chatterjee 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. Chatterjee as a Director liable to retire by rotation, for approval of the Shareholders of the Company.

Except Mr. Parthasarathi Chatterjee, 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. 6:

Mr. Chew Seng Heng (DIN: 09400156) has been appointed as an Additional Director of the Company with effect from 19<sup>th</sup> November, 2021. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, as amended, Mr. Chew Seng Heng holds office as an Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Chew Seng Heng 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. Chew Seng Heng as a Director liable to retire by rotation, for approval of the Shareholders of the Company.

Except Mr. Chew Seng Heng, 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.



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**Item No. 7**

Mr. Pinak Lahiri (DIN: 09669025) has been appointed as Director in casual vacancy of Mr. K S Balasubramanyam with effect from July 18, 2022. Pursuant to the provisions of section 161(4) of the Companies Act, 2013, as amended. The Company has received a notice in writing from a member proposing the candidature of Mr. Pinak Lahiri 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. Pinak Lahiri as a Director liable to retire by rotation, for approval of the Shareholders of the Company.

Except Mr. Pinak Lahiri, 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.

By Order of the Board of Directors  
For **L&T SAPURA OFFSHORE PRIVATE LIMITED**

**Place: Mumbai**  
**Date: July 19, 2022**

✓ Full  
sign  
RSV

**R. SRIVATSAN**  
**DIRECTOR**  
**(DIN: 06465912)**



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### ATTENDANCE SLIP

#### L&T SAPURA OFFSHORE PRIVATE LIMITED

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

Folio No.		NAME AND ADDRESS OF REGISTERED SHAREHOLDER
No. of Shares		

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 12TH ANNUAL GENERAL MEETING of the Company at L&T House, Ballard Estate, Mumbai - 400 001 on Thursday, 11<sup>th</sup> day of August, 2022 at 10.30 a.m. (IST).

\_\_\_\_\_  
Signature

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



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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 OFFSHORE PRIVATE LIMITED**

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

I/We, being the member(s) of \_\_\_\_\_ shares of L&T SAPURA OFFSHORE 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 12<sup>th</sup> Annual General Meeting of the Company, to be held at L&T House, Ballard Estate, Mumbai - 400 001 on Thursday, 11<sup>th</sup> day of August 2022 at 10.30 a.m. 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
<b>ORDINARY BUSINESS</b>			
1	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31 <sup>st</sup> March, 2022.		
2	Re-appointment of Mr. R. Srivatsan (DIN: 06465912) as a Director, who retires by rotation.		
3	Re-appointment of Mr. Phanindhar Chivukula (DIN: 07208150), as a Director, who retires by rotation.		
4	Appointment of Auditors for a period of five years.		
<b>SPECIAL BUSINESS</b>			
5	Appointment of Mr. Parthasarathi Chatterjee (DIN: 09298898) as the Director of the Company.		
6	Appointment of Mr. Chew Seng Heng (DIN: 09400156) as the Director of the Company.		

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**LARSEN & TOUBRO**



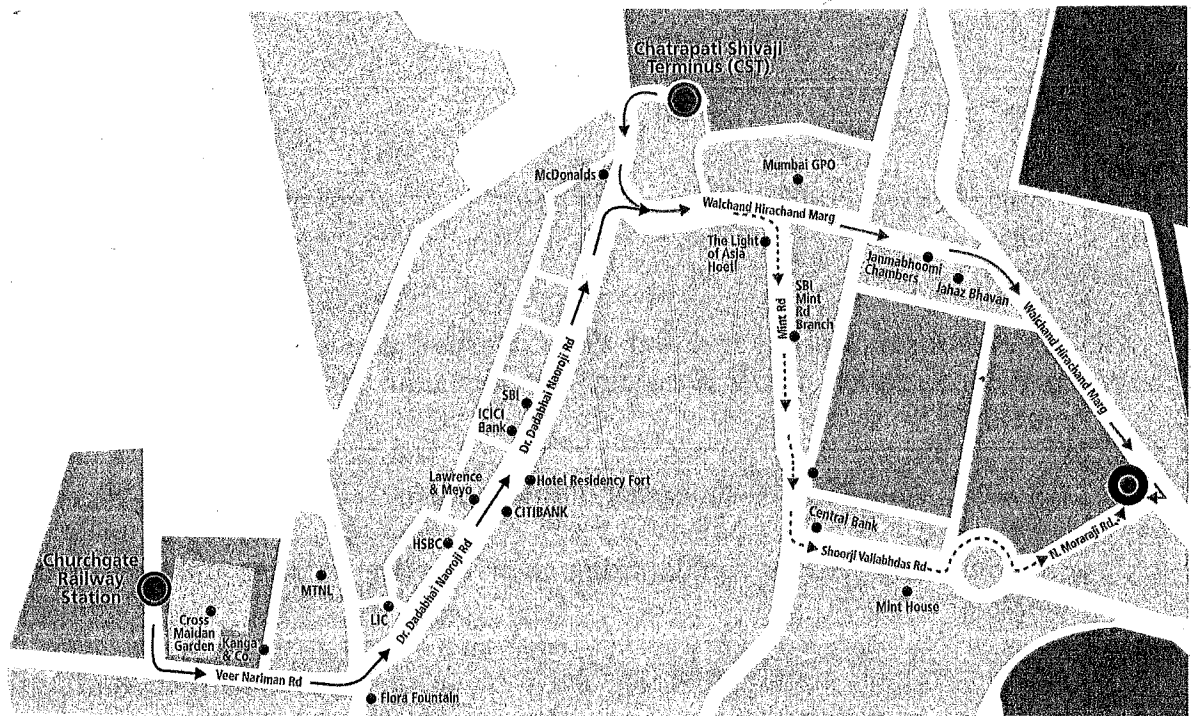
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7	Appointment of Mr. Pinak Lahiri(DIN: 09669025) as Director of the Company.		
<p>Signed this .....day of .....2022 Signature of shareholder.....</p>			<p>Affix a 1 Rupee Revenue Stamp</p>
<hr/>			
Signature of 1 <sup>st</sup> proxy holder	Signature of 2 <sup>nd</sup> proxy holder	Signature of 3 <sup>rd</sup> proxy holder	
<p>Notes:</p>			
<p>(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.</p>			
<p>(2) A Proxy need not be a member of the Company.</p>			
<p>(3) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.</p>			
<p>(4) This is only optional. Please put a '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.</p>			
<p>(5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.</p>			
<p>(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.</p>			



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### Route Map to the AGM Venue:



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