

**RECORDED TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING
OF L&T-CHIYODA LIMITED**

**Date: October 14, 2020
Time: 10:35 A.M. IST to 10:45 A.M. IST
Through: VC/ OAVM (Microsoft Teams)**

Presence:

Mr. S.D.Navare (Member & Director)	Mr. M. Ishikawa (Member & Director)
Mr. N.R.Kulkarni (Member & Director)	Mr. T. Takashima (Representing Chiyoda Corporation)
Mr. A. C. Ghaisas (Representing L&T Hydrocarbon Engineering Limited)	Mr. N. Masuda (Director)
Mrs. C. Niranjana (Director)	Mr. N. Kobayashi (Director)
Mr. A. Bajpai (Head – Finance & Accounts and Administration)	Mr. M. Kobayashi (By invitation)
Mrs. N. Mittal (Company Secretary)	Mr. T. Ota (By invitation)

MRS. N. MITTAL

Welcome to the Extra-Ordinary General Meeting of the Company.

The Shareholders present in the Meeting are:

1. Mr. S.D.Navare, Member & Director;
2. Mr. M. Ishikawa, Member & Director;
3. Mr. N.R.Kulkarni, Member & Director;
4. Mr. Anand Ghaisas who is Chief Executive of L&T-Chiyoda and is representing L&T Hydrocarbon Engineering Limited; and
5. Mr. Taro Takashima who is representing Chiyoda Corporation

The Invitees to the Meeting are:

1. Mr. N. Masuda, Director;
2. Mrs. C. Niranjana, Director;
3. Mr. N. Kobayashi, Director;
4. Mr. M. Kobayashi;
5. Mr. T. Ota;
6. Mr. Arvind Bajpai

and myself, Nandita Mittal, Company Secretary

So I request Navare Sir to welcome the shareholders.

MR. S.D.NAVARE

I am very happy to welcome all the shareholders and invitees for this Extra-Ordinary General Meeting.

MR. N.R.KULKARNI

As per Article 39 of the Articles of Association of the Company, the Directors present shall choose one among themselves to be the Chairman of the meeting. I therefore propose that **Mr. S.D.Navare** be elected as the **Chairman** of the meeting.

MR. M. ISHIKAWA

I second the proposal.

(All members agreed to the proposal.)

Mr. S.D. Navare took the Chair and commenced the proceedings of the meeting.

THE CHAIRMAN

- In compliance with the various circulars issued by the Ministry of Corporate Affairs allowing convening of EGM through VC or other audio-visual means, we have scheduled this EGM through Microsoft Teams.
- All items proposed for approval at this EGM are unavoidable in nature in the opinion of the Board of Directors.
- Convenience of different persons positioned in different time zones has been considered while scheduling the meeting.
- All shareholders will be able to inspect all statutory registers and documents referred to in the Notice electronically without any fee.

The requisite quorum is present.

Agenda item no. 1

MR. A.C.GHAISAS

I propose the following resolution for alteration in the Articles of Association of the Company as a Special Resolution. This is related to clause number 53, Share qualification of Directors. The resolution is for deletion of this clause. The Clause says that 'The qualification of a Director (other than an alternate

Director appointed under Article hereof and Independent Director) shall be the holding of at least one equity share of Rs. 10/- in the Company'. It is proposed to delete the Clause.

MR. T. TAKASHIMA

I second the resolution.

THE CHAIRMAN

The resolution duly proposed and seconded is before you and shareholders in favour raise hands.

(All members say "I have raised my hand")

All the shareholders have voted in favour and therefore the resolution is carried unanimously.

Agenda item no. 2

MR. T. TAKASHIMA

I propose the following resolution for **appointment of Mr. N. Kobayashi as Director** of the Company.

"RESOLVED THAT Mr. Naoki Kobayashi (DIN: 08868973), who was appointed as a Director in Casual Vacancy of the Company, and who 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 the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

MR. A.C.GHAISAS

I second the resolution.

THE CHAIRMAN

The resolution duly proposed and seconded is before you and shareholders in favour raise hands. **(All members say "I have raised my hand")**

All the shareholders have voted in favour and therefore the resolution is carried unanimously.

I declare Mr. N. Kobayashi duly elected Director of the Company. Welcome Mr. Kobayashi and best wishes.

Conclusion

Mr. A.C.GHAISAS

I propose a vote of thanks to the Chair. Thank you Mr. Navare.

THE CHAIRMAN

Thank you and I declare the Meeting as concluded.