

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF MACHINEPULSE TECH PRIVATE LIMITED ("THE COMPANY") FOR THE PERIOD JANUARY 5, 2016 TO MARCH 31, 2017 WILL BE HELD ON TUESDAY, JULY 25, 2017 AT 05.00 P.M. AT THE BOARD ROOM, 3<sup>RD</sup> FLOOR, AFL HOUSE, LOK BHARTI COMPLEX, MAROL - MAROSHI ROAD, ANDHERI (EAST), MUMBAI - 400 059 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the period ended 31<sup>st</sup> March, 2017, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss for the period ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider and, if thought fit, to pass the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Board of Directors, the Company do hereby appoint M/s. B. K. Khare & Co, Chartered Accountants (ICAI Registration Number 105102W) as the Auditors of the Company for a period of 5 (five) years i.e. to hold office from the conclusion of 1<sup>st</sup> Annual General Meeting ("AGM") until the conclusion of the 6<sup>th</sup> AGM to be held in the year 2022, subject to ratification of the appointment by the Members at every AGM held after the 1<sup>st</sup> AGM, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

**SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 and all the other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, consent of the members of the Company, be and is hereby accorded for the appointment of Mr. Basant Jain (DIN: 00220395), as Director of the Company, liable to retire by rotation and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 together with the requisite deposit, from a member proposing his candidature for the office of Director of the Company;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file form DIR 12 and such other forms with the Registrar of Companies, Maharashtra, in respect of appointment of Mr. Basant Jain and do all such, acts, deeds, matters and things as may be necessary to give effect to this resolution.”

4. To consider and, if thought fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 and all the other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, consent of the members of the Company, be and is hereby accorded for the appointment of Mr. Roshan Gandhi (DIN: 00010478), as a Director of the Company, liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 together with the requisite deposit, from a member proposing his candidature for the office of Director;


RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file form DIR 12 and such other forms with the Registrar of Companies, Maharashtra, in respect of appointment of Mr. Roshan Gandhi and do all such, acts, deeds, matters and things as may be necessary to give effect to this resolution."

**NOTES:**

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 2 is also annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than forty-eight hours before the time for holding the meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
5. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the notice for attending the Meeting.

6. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
7. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made at the meeting.
8. Members are requested to notify immediately any change in their address to the Company.
9. In all correspondences with the Company, Members are requested to quote their account/folio numbers.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
12. All the documents referred to in the Notice and the Explanatory Statement annexed hereto will be available for inspection by the Members of the Company at the Registered Office of the Company on all working days from the date hereof upto the date of the Meeting.

13. The route map of the venue of the Meeting is given in the Notice.

	<b>By Order of the Board of Directors</b>
	<b>For Machinepulse Tech Private Limited</b>
<b>Registered Office:</b> Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400018	
Place: Mumbai Date: 25 <sup>th</sup> April, 2017	<b>Roshan Gandhi</b> <b>Director (DIN: 00010478)</b> <a href="mailto:Gandhi.roshan@mahindra.com">Gandhi.roshan@mahindra.com</a> C/o. Mahindra Susten, 3 <sup>rd</sup> Floor, AFL House, Lok Bharti Complex, Marol - Maroshi Road, Andheri (East), Mumbai – 400 059

**Additional Information with respect to Item No. 2**

**ITEM NO. 2**

The Board of Directors of the Company had, appointed M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (ICAI Registration Number 105102W), as the first Statutory Auditors of the Company to hold office from 5<sup>th</sup> January, 2016 till the conclusion of the first Annual General Meeting (“AGM”) of the Company, on such remuneration, as may be mutually agreed upon between the Board of Directors and the Auditors.

Pursuant to Section 139 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014, based on the recommendation of the Board, it is proposed to appoint M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (ICAI Registration Number 105102W), as Statutory Auditors of the Company to hold office as Auditors of the Company for a period of 5 (five) years i.e. to hold office from the conclusion of 1<sup>st</sup> Annual General Meeting (“AGM”) until the conclusion of the 6<sup>th</sup> AGM to be held in the year 2022, subject to ratification of the appointment by the Members at every AGM held after the 1<sup>st</sup> AGM, at a remuneration to be determined by the

Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

A written consent of the Auditor, confirming that the appointment, if made, would be in accordance with the conditions prescribed under the Act and a certificate from them indicating that they satisfy the criteria provided under section 141 is also received by the Company.

**Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013**

**ITEM NO. 3**

Mr. Basant Jain (DIN: 00220395), was appointed as the first Director of the Company i.e. with effect from 05<sup>th</sup> January, 2016 under section 152 of the Companies Act 2013, to hold office till the conclusion of the Annual General Meeting (“AGM”).

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 together with the requisite deposit, from a member signifying its intention to propose Mr. Basant Jain for the office of Director of the Company at the AGM.

The following declarations have been received from Mr. Basant Jain for his appointment on the Board:

1. Consent in form DIR-2 for being appointed as a Director pursuant to Section 152 of the Companies Act, 2013,
2. Confirmation of Non-disqualification in form DIR-8 for being appointed as a Director pursuant to Section 164 of the Companies Act, 2013,
3. Disclosure of Interest in other entities in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013,

The Board is of the view that the knowledge and experience of Mr. Basant Jain will be of immense benefit to the Company and therefore, recommends his appointment as a Director of the Company to the shareholders.

<b>Name</b>	Mr. Basant Jain
<b>Age</b>	44 years
<b>Qualification</b>	<ul style="list-style-type: none"><li>• Bachelor’s Degree in Engineering (Electronics)</li><li>• PGDBA from ICFAI</li></ul>

No. of years of experience	18 years
Nature of Appointment	Professional and Non - Executive
Tenure of Appointment	No fixed tenure
Remuneration	Nil
Date of Appointment	05 <sup>th</sup> January, 2016
Shareholding	Nil
Relationship with KMP	Not related Key Managerial Personnel
No of meetings attended	5
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Details of other Directorships -</u></p> <ol style="list-style-type: none"> <li>1. Mahindra Renewables Private Limited</li> <li>2. Brightsolar Renewable Energy Private Limited</li> <li>3. Cleansolar Renewable Energy Private Limited</li> <li>4. Neo Solren Private Limited</li> <li>5. Divine Solren Private Limited</li> <li>6. Marvel Solren Private Limited</li> <li>7. Astra Solren Private Limited</li> <li>8. Mahindra Suryaurja Private Limited</li> </ol> <p><u>Details of other Memberships of Committees:</u></p> <p>Brightsolar Renewable Energy Private Limited - Member of Audit Committee</p>

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for appointing Mr. Basant Jain as a Director of the Company, liable to retire by rotation.



None of the Directors (except Mr. Basant Jain to the extent of his appointment), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 3 of the Notice for approval of the Members.

**ITEM NO. 4**

Mr. Roshan Gandhi (DIN: 00010478), was appointed as the first Director of the Company i.e. with effect from 05<sup>th</sup> January, 2016 under section 152 of the Companies Act 2013, to hold office till the conclusion of the Annual General Meeting (“AGM”).

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 together with the requisite deposit, from a member signifying its intention to propose Mr. Roshan Gandhi for the office of Director of the Company at the AGM.

The following declarations have been received from Mr. Roshan Gandhi for his appointment on the Board:

1. Consent in form DIR-2 for being appointed as a Director pursuant to Section 152 of the Companies Act, 2013,
2. Confirmation of Non-disqualification in form DIR-8 for being appointed as a Director pursuant to Section 164 of the Companies Act, 2013,
3. Disclosure of Interest in other entities in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013,

The Board is of the view that the knowledge and experience of Mr. Roshan Gandhi will be of immense benefit to the Company and therefore, recommends his appointment as Director of the Company to the shareholders.

**MACHINEPULSE TECH PRIVATE LIMITED**  
**Reg. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018**  
**Tel. No. (022) 24931441, Fax No. (022) 24975081**  
**CIN: U72300MH2016PTC271679**


Name	Mr. Roshan Gandhi
Age	46 years
Qualification	Chartered Accountant
No. of years of experience	22 years
Nature of Appointment	Professional and Non - Executive
Tenure of Appointment	No fixed tenure
Remuneration	Nil
Date of Appointment	5 <sup>th</sup> January, 2016
Shareholding	Nil
Relationship with KMP	Not related with Key Managerial Personnel
No of meetings attended	5
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> 1. Mahindra Infrastructural Projects Private Limited 2. Mahindra Construction Company Limited 3. Moonshine Construction Private Limited 4. Mahindra Renewables Private Limited 5. Cleansolar Renewable Energy Private Limited 6. Divine Solren Private Limited 7. Neo Solren Private Limited 8. Marvel Solren Private Limited 9. Astra Solren Private Limited 10. Mahindra Suryaurja Private Limited

	<u>Details of other Memberships of</u> <u>Committees : NA</u>
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Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointing Mr. Roshan Gandhi as a Director of the Company, liable to retire by rotation.

None of the Directors (except Mr. Roshan Gandhi to the extent of his appointment), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval of the Members.

	<b>By Order of the Board of Directors</b> <b>For Machinepulse Tech Private Limited</b>
<b>Registered Office:</b> Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400018  Place: Mumbai Date: 25 <sup>th</sup> April, 2017	
	<b>Roshan Gandhi</b> <b>Director (DIN: 00010478)</b> <u>Gandhi.roshan@mahindra.com</u> C/o. Mahindra Susten, 3 <sup>rd</sup> Floor, AFL House, Lok Bharti Complex, Marol - Maroshi Road, Andheri (East), Mumbai - 400 059

**ATTENDANCE SLIP**

I / We, ..... of  
....., being a member(s) of **Machinepulse Tech Private Limited** hereby register my/our presence at the 1<sup>st</sup> Annual General Meeting of the Company being held on Tuesday, July 25, 2017 at 05.00 p.m. at the Board Room, 3<sup>rd</sup> Floor, AFL House, Lok Bharti Complex, Marol - Maroshi Road, Andheri (East), Mumbai - 400059.

L F No:

Signature (s) -----

Date: -----

**PROXY FORM**

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

**Machinepulse Tech Private Limited**  
Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai - 400018  
CIN- U72300MH2016PTC271679

Name of the member(s) :  
Registered address :  
E-mail Id :  
Folio No./Client Id :  
DP ID :

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby  
appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature:

or failing him,

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature:

or failing him,

**MACHINEPULSE TECH PRIVATE LIMITED**  
**Reg. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018**  
**Tel. No. (022) 24931441, Fax No. (022) 24975081**  
**CIN: U72300MH2016PTC271679**

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Annual General Meeting of the Company, to be held on Tuesday, July 25, 2017 at 05.00 p.m. at Board Room, 3<sup>rd</sup> Floor, AFL House, Lok Bharti Complex, Marol - Maroshi Road, Andheri (East), Mumbai - 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolutions	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the period ended 31 <sup>st</sup> March, 2017, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2017 and the Statement of Profit and Loss for the period ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint Statutory Auditors and fix their remuneration.		
3	To appoint Mr. Basant Jain (DIN: 00220395) as Director of the Company		
4	To appoint Mr. Roshan Gandhi (DIN: 00010478) as Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
 Signature of shareholder

\_\_\_\_\_  
 Signature of Proxy holder(s)

Affix  
 Revenue  
 Stamp of  
 Re 1

Notes:

1. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
  
2. This form of Proxy, to be effective, should be completed, signed, stamped & deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

**ROUTE MAP TO THE VENUE OF THE AGM**

