

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MACHINEPULSE TECH PRIVATE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2017-18 WILL BE HELD ON TUESDAY, JULY 17, 2018 AT 10.00 A.M. AT THE BOARD ROOM, 3RD FLOOR, AFL HOUSE, LOK BHARATI COMPLEX, MAROL - MAROSHI ROAD, ANDHERI (EAST), MUMBAI - 400059 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Basant Jain (DIN: 00220395), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s. B. K. Khare & Co, Chartered Accountants (ICAI Registration Number 105102W) as Statutory Auditors of the Company and fix their remuneration.

NOTES:

1. The Explanatory Statement is not required to be annexed under section 102 of the Companies Act, 2013, as there is no special business. 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 OF THE COMPANY.** The instrument of proxy should be duly filed, stamped, signed, and be deposited at the registered office of the Company not later than forty-eight hours before the time of commencement of the meeting. A proxy form for the AGM is enclosed.
3. 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.
4. 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 venue. In all correspondences with the Company, Members are requested to quote their account/folio numbers.
5. A member desirous of inspecting the proxies received by the Company is requested to forward his/her request in writing at least three days before the commencement of the meeting. The proxy register will be made available for inspection by the member entitled to vote, during the period beginning twenty-four hours before the time fixed for the commencement of the meeting

and ending with the conclusion of the Meeting i.e. between 09.00 a.m. to 06.00 p.m. during such period.

6. 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.
7. Members are requested to notify immediately any change in their address to the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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.
9. All the documents referred to in the Notice and the Explanatory Statement annexed hereto will be available for inspection of members in physical or in electronic form at the Registered Office of the Company on all working days during business hours, upto the date of the Meeting and copies thereof shall also be made available for inspection in physical or in electronic form at the Corporate Office situated at Mahindra Susten, 6th Floor, AFL House, Lok Bharati Complex, Marol-Maroshi Road, Andheri (East), Mumbai - 400059 on all working days during business hours, upto the date of the Meeting as well as during the AGM at the venue thereof.
10. As per revised secretarial standard 2, route map is not required to be attached since the Company is a wholly owned subsidiary of Mahindra Renewables Private Limited having its registered office at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018.

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
www.machinepulse.com

	By Order of the Board of Directors
	For MachinePulse Tech Private Limited
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018	Sd/-
Place: Mumbai Date: April 25, 2018	Roshan Gandhi Director (DIN: 00010478) gandhi.roshan@mahindra.com Contact no. 022 24932834 6 th Floor, AFL House, Lok Bharati Complex, Marol- Maroshi Road, Andheri (East), Mumbai - 400059

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2

Mr. Basant Jain (DIN: 00220395), Director on the Board of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment.

The following additional information is provided in respect of Mr. Basant Jain (DIN: 00220395):

Name	Mr. Basant Jain
Age	45 years
Qualifications	<ul style="list-style-type: none"> • Bachelor's Degree in Engineering (Electronics) • PGDBA from ICFAI
Experience	19 Years
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Remuneration sought to be paid: NIL Remuneration last drawn: NIL
Date of first appointment on the Board	January 05, 2016
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Not related to any Director Company has no Manager and Key Managerial Personnel
The number of Meetings of the Board attended during the year	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> 1) Brightsolar Renewable Energy Private Limited 2) Cleansolar Renewable Energy Private Limited 3) Mahindra Renewables Private Limited 4) Divine Solren Private Limited

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	<p>5) Marvel Solren Private Limited</p> <p>6) Astra Solren Private Limited</p> <p>7) Neo Solren Private Limited</p> <p>8) Mega Suryaurja Private Limited</p> <p>9) Mahindra Susten (Bangladesh) Private Limited</p> <p><u>Details of other Memberships of Committees - NA</u></p>
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	By Order of the Board of Directors
	For MachinePulse Tech Private Limited
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018	d/-
Place: Mumbai Date: April 25, 2018	<p>Roshan Gandhi Director (DIN: 00010478) gandhi.roshan@mahindra.com Contact no. 022 24932834 6th Floor, AFL House, Lok Bharati Complex, Marol- Maroshi Road, Andheri (East), Mumbai - 400059</p>

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ATTENDANCE SLIP

Machinepulse Tech Private Limited
Registered Office: Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli,
Mumbai - 400018
Tel. No. (022) 24931441, Fax No. (022) 24975081
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2ND ANNUAL GENERAL MEETING HELD ON TUESDAY, JULY 17, 2018

Folio No. / DP ID Client ID No.

Name of First named member/ proxy/ authorized representatives

Name of Joint member(s), if any

No. of shares held

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I / We, hereby record my/our presence at the 2nd Annual General Meeting of the Company being held on Tuesday July 17, 2018 at 10.00 a.m. at the Board Room, 3rd Floor, AFL House, Lok Bharati Complex, Marol - Maroshi Road, Andheri (East), Mumbai - 400059.

Signature of first holder/ proxy/authorized representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

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
Registered Office: Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli,
Mumbai - 400018
Tel. No. (022) 24931441, Fax No. (022) 24975081
CIN - U72300MH2016PTC271679
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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: _____

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CIN: U72300MH2016PTC271679
www.machinepulse.com

Address: _____

_____ Signature:

or failing him,

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 second Annual General Meeting of the Company, to be held on Tuesday, July 17, 2018 at **10.00 a.m.** at **Board Room, 3rd Floor, AFL House, Lok Bharati 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	Voting (Please see note no. 3)	
		For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Basant Jain (DIN: 00220395), who retires by rotation and, being eligible, offers himself for re-appointment.		
3	To ratify re-appointment of M/s. B. K. Khare & Co. as Statutory Auditors and fix their remuneration.		

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Signed this _____ day of _____ 2018.

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

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.
3. It is optional to indicate your preference. If you leave the 'for', 'against' and 'abstain' column blank on all/any resolutions, your Proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.