

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MAHINDRA TEQO PRIVATE LIMITED (FORMERLY KNOWN AS 'MACHINEPULSE TECH PRIVATE LIMITED') ("THE COMPANY") WILL BE HELD ON THURSDAY, JULY 25, 2019 AT 9.20 A.M. AT THE BOARD ROOM, 3<sup>RD</sup> FLOOR, AFL HOUSE, LOK BHARATI COMPLEX, MAROL - MAROSHI ROAD, ANDHERI (EAST), MUMBAI - 400 059 TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, Including the Audited Balance Sheet as at March 31, 2019 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 consider and, if thought fit, to pass the following as an **Ordinary Resolution:**

"**RESOLVED THAT** in partial modification of the resolution passed by the shareholders on July 25, 2017 and consequent to omission of first proviso to section 139(1) of the Companies Act 2013 ("the Act") made vide Companies (Amendment) Act, 2017 effective May 7, 2018, and based on the recommendation of the Board of Directors, approval of the shareholders for the matter relating to annual ratification of M/s. B. K. Khare & Co.,

**MAHINDRA TEQO PRIVATE LIMITED**  
**(FORMERLY KNOWN AS 'MACHINEPULSE TECH PRIVATE LIMITED')**  
**Reg. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018**  
**Tel. No. (022) 24931441, Fax No. (022) 24975081**  
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Chartered Accountants (ICAI Firm Registration Number 105102W), as the Statutory Auditors of the Company, to hold office until the conclusion of the AGM to be held in 2022, shall no longer be required, be and is hereby approved.”

**SPECIAL BUSINESS:**

**4. To appoint Mr. Dinesh Mantri as Director:**

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

“**RESOLVED THAT** pursuant to Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such other approvals as may be required, Mr. Dinesh Mantri (DIN: 002494973) who was appointed as an Additional Director of the Company with effect from March 27, 2019 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be appointed as Director of the Company, liable to retire by rotation.”

**5. To appoint Mr. Sriram Ramachandran as Director:**

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

“**RESOLVED THAT** pursuant to Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such other approvals as may be required, Mr. Sriram

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Ramachandran (DIN: 07319032) who was appointed as an Additional Director of the Company with effect from March 27, 2019 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be appointed as Director of the Company, liable to retire by rotation.”

**NOTES:**

1. The Explanatory Statement as required to be annexed 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 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

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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.

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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, 6<sup>th</sup> 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.

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|  | <b>By Order of the Board of Directors</b>  |
|  | <b>For Mahindra Teqo Private Limited</b>   |
| <b>Registered Office:</b><br>Mahindra Towers, P. K. Kurne Chowk,<br>Worli, Mumbai - 400 018<br><br>Place: Mumbai<br>Date: April 17, 2019 | Sd/-<br><br>Basant Jain<br>Director (DIN: 00220395 )<br><a href="mailto:jain.basant@mahindra.com">jain.basant@mahindra.com</a><br>Contact no. 022 61741601<br>6 <sup>th</sup> Floor, AFL House, Lok Bharati Complex,<br>Marol Maroshi Road, Andheri (East), Mumbai -<br>400059 |

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**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:

|   |   |
|---|---|
| <b>Name</b>   | Mr. Basant Jain   |
| <b>Age</b>  | 46 years  |
| <b>Qualifications</b>   | <ul style="list-style-type: none"> <li>• Bachelor's Degree in Engineering (Electronics)</li> <li>• PGDBA from ICFAI</li> </ul>  |
| <b>Experience</b>   | 20 Years  |
| <b>Terms &amp; conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)</b> | Appointed as a Non-Executive and Non Independent Director on the Board of Directors of the Company w.e.f. January 05, 2016. He is liable to retire by rotation as per the provisions of the Companies Act, 2013.<br><br>Remuneration sought to be paid: NIL<br>Remuneration last drawn: NIL |
| <b>Date of first appointment on the Board</b>   | January 05, 2016  |
| <b>Shareholding in the company</b>  | NIL   |
| <b>Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company</b>  | Not related to any Director or Key Managerial Personnel<br><br>Company has no Manager   |
| <b>The number of Meetings of the Board attended during the year</b>   | 4   |

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|   |  |  |
|---|--|--|
| <b>Other<br/>Membership/<br/>of Committees<br/>Boards</b> | <b>Directorships,<br/>Chairmanship<br/>of other<br/>Boards</b> | <p><b><u>Details of other Directorships -</u></b></p> <ol style="list-style-type: none"> <li>1) Brightsolar Renewable Energy Private Limited</li> <li>2) Divine Solren Private Limited</li> <li>3) Neo Solren Private Limited</li> <li>4) Marvel Solren Private Limited</li> <li>5) Astra Solren Private Limited</li> <li>6) Mega Suryaurja Private Limited (Formerly known as 'Mahindra Suryaurja Private Limited')</li> <li>7) Mahindra Renewables Private Limited</li> <li>8) Cleansolar Renewable Energy Private Limited</li> </ol> <p><b><u>Details of other Memberships of Committees -</u></b></p> <p>Member of Corporate Social Responsibility Committee of Neo Solren Private Limited</p> |
|---|--|--|

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.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 4**

**To appoint Dinesh Mantri as Director:**

Mr. Dinesh Mantri (DIN: 002494973) was appointed as an Additional Director of the Company with effect from March 27, 2019 under section 161 of the Companies Act 2013, during the year, who holds office till the conclusion of the ensuing Annual General Meeting ("AGM").

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The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member signifying its intention to propose Mr. Dinesh Mantri for the office of Director of the Company.

Declarations received from Mr. Dinesh Mantri include the following:

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;

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

Details of Mr. Dinesh Mantri as required to be given as per Clause 1.2.5 of SS2 of General Meetings are given as under:

|                                   |   |
|-----------------------------------|---|
| <b>Name</b>                       | Mr. Dinesh Mantri                                 |
| <b>Age</b>                        | 54 years  |
| <b>Qualification</b>              | B.Com, Chartered Accountant                       |
| <b>No. of years of experience</b> | 28 years  |
| <b>Nature of Appointment</b>      | Professional, Non - Executive and Non Independent |
| <b>Tenure of Appointment</b>      | liable to retire by rotation                      |



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|  |   |
|--|---|
| <b>Remuneration</b>  | NIL   |
| <b>Date of Appointment</b>   | March 27, 2019  |
| <b>Shareholding</b>  | NIL   |
| <b>Relationship with other Directors, Manager and other KMP</b>                    | Not related to any other Directors, Manager, and other KMP  |
| <b>No of meetings attended</b>   | NIL   |
| <b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b> | <p><b><u>Details of other Directorships -</u></b></p> <ol style="list-style-type: none"> <li>1. Cleansolar Renewable Energy Private Limited</li> <li>2. Mega Suryaurja Private Limited (Formerly known as 'Mahindra Suryaurja Private Limited')</li> <li>3. Mahindra Renewables Private Limited</li> <li>4. Neo Solren Private Limited</li> <li>5. Marvel Solren Private Limited</li> <li>6. Astra Solren Private Limited</li> <li>7. Divine Solren Private Limited</li> </ol> <p><b><u>Details of other Memberships of Committees:</u></b></p> <ol style="list-style-type: none"> <li>1. Member of Corporate Social Responsibility ('CSR') Committee of Neo Solren Private Limited</li> <li>2. Member of CSR Committee of Divine Solren Private Limited</li> </ol> |

All relevant documents as referred to in the Notice and Explanatory Statement shall be available for inspection of members in physical or in electronic form at the Registered

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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, 6<sup>th</sup> 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.

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. Dinesh Mantri as Director of the Company, liable to retire by rotation.

None of the Directors (except Mr. Dinesh Mantri to the extent of his appointment), Key Managerial Personnel if any 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.

**ITEM No. 5**

**To appoint Mr. Sriram Ramachandran as Director:**

Mr. Sriram Ramachandran (DIN: 07319032) was appointed as an Additional Director of the Company with effect from March 27, 2019 under section 161 of the Companies Act 2013, during the year, who holds office till the conclusion of the ensuing Annual General Meeting ("AGM").

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The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member signifying its intention to propose Mr. Sriram Ramachandran for the office of Director of the Company.

Declarations received from Mr. Sriram Ramachandran include the following:

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.

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

Details of Mr. Sriram Ramachandran as required to be given as per Clause 1.2.5 of SS2 of General Meetings are given as under:

|                                   |   |
|-----------------------------------|---|
| <b>Name</b>                       | Mr. Sriram Ramachandran                           |
| <b>Age</b>                        | 50 years  |
| <b>Qualification</b>              | Chartered Accountant                              |
| <b>No. of years of experience</b> | 27 years  |
| <b>Nature of Appointment</b>      | Professional, Non - Executive and Non Independent |
| <b>Tenure of Appointment</b>      | liable to retire by rotation                      |
| <b>Remuneration</b>               | NIL   |
| <b>Date of Appointment</b>        | March 27, 2019                                    |

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|  |   |
|--|---|
| <b>Shareholding</b>  | NIL   |
| <b>Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company</b> | Not related to any Director<br>Company has no Manager or Key Managerial Personnel   |
| <b>No of meetings attended</b>   | NIL   |
| <b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>                         | <p><b><u>Details of other Directorships -</u></b></p> <ol style="list-style-type: none"> <li>1. Mahindra Susten Private Limited</li> <li>2. Mahindra Renewables Private Limited</li> <li>3. Brightsolar Renewable Energy Private Limited</li> <li>4. Cleansolar Renewable Energy Private Limited</li> <li>5. Divine Solren Private Limited</li> <li>6. Neo Solren Private Limited</li> <li>7. Marvel Solren Private Limited</li> <li>8. Astra Solren Private Limited</li> <li>9. Mega Suryaurja Private Limited (Formerly known as 'Mahindra Suryaurja Private Limited')</li> <li>10. Song of Oneness Foundation</li> </ol> <p><b><u>Details of other Memberships of Committees -</u></b></p> <ol style="list-style-type: none"> <li>1) Member of Corporate Social Responsibility ("CSR") Committee of Neo Solren Private Limited</li> <li>2) Member of CSR Committee of Divine Solren Private Limited</li> </ol> |

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Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out at Item No. 5 of the Notice for appointing Mr. Sriram Ramachandran as Director of the Company, liable to retire by rotation.

None of the Directors (except Mr. Sriram Ramachandran to the extent of his appointment), Key Managerial Personnel, if any 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. 5 of the Notice for approval of the Members.

|  |  |
|--|--|
|  | <b>By Order of the Board of Directors</b>        |
|  | <b>For Mahindra Teqo Private Limited</b>         |
| <b>Registered Office:</b><br>Mahindra Towers, P. K. Kurne<br>Chowk,<br>Worli, Mumbai - 400 018 | Sd/-<br>Basant Jain<br>Director (DIN: 00220395 ) |

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|                                       |   |
|---------------------------------------|---|
| Place: Mumbai<br>Date: April 17, 2019 | <a href="mailto:jain.basant@mahindra.com">jain.basant@mahindra.com</a><br>Contact no. 022 61741601<br>6 <sup>th</sup> Floor, AFL House, Lok Bharati Complex, Marol<br>Maroshi Road, Andheri (East), Mumbai - 400059 |
|---------------------------------------|---|

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**ATTENDANCE SLIP**

**Mahindra Teqo Private Limited**  
**(Formerly Known as 'Machinepulse Tech Private Limited')**  
Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai -  
400018  
Tel. No. (022) 6174 1500, Fax No. (022) 6174 1526  
CIN: U40100MH2016PTC271679

**3<sup>RD</sup> ANNUAL GENERAL MEETING HELD ON THURSDAY, JULY 25, 2019**

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 3<sup>rd</sup> Annual General Meeting of the Company being held on Thursday July 25, 2019 at 9.20 a.m. at the Board Room, 3<sup>rd</sup> Floor, AFL House, Lok Bharati Complex, Marol - Maroshi Road, Andheri (East), Mumbai - 400059.

**Signature of first holder/ proxy/authorized representative**

**Signature of 1<sup>st</sup> Joint holder**

**Signature of 2<sup>nd</sup> Joint holder**

**Date: -----**

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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]

**Mahindra Teqo Private Limited**  
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**400018**  
**Tel. No. (022) 6174 1500, Fax No. (022) 6174 1526**  
**CIN U40100MH2016PTC271679**

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,



**MAHINDRA TEQO PRIVATE LIMITED**  
**(FORMERLY KNOWN AS '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: U40100MH2016PTC271679**  
[www.mahindratego.com](http://www.mahindratego.com)

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 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 Fourth Annual General Meeting of the Company, to be held on Thursday, July 25, 2019 at 9.20 a.m. at **Board Room, 3<sup>rd</sup> 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:

| Resoluti<br>on No. | Nature of Resolutions  | Voting<br>(Please see<br>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, 2019, including the Audited Balance Sheet as at March 31, 2019 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   |                                      |         |

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|    |   |  |  |
|----|---|--|--|
|    | himself for re-appointment.   |  |  |
| 3. | To dispense annual ratification of re-appointment of M/s. B. K. Khare & Co. as Statutory Auditors |  |  |
| 4. | To appoint Mr. Dinesh Mantri (DIN: 02494973) as Director of the Company                           |  |  |
| 5. | To appoint Mr. Sriram Ramachandran (DIN 07319032) as Director of the Company                      |  |  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

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

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

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**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.

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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.