

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA - ORDINARY GENERAL MEETING OF THE MEMBERS OF MACHINEPULSE TECH PRIVATE LIMITED ("THE COMPANY") IS SCHEDULED AT A SHORTER NOTICE ON THURSDAY, JULY 05, 2018 AT 07.30 P.M. AT 3RD FLOOR, BOARD ROOM, AFL HOUSE, LOK BHARATI COMPLEX, MAROL - MAROSHI ROAD, ANDHERI (EAST), MUMBAI – 400 059 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1

To approve insertion/alteration of certain clauses of Articles of Association of the Company:

a) Inclusion of 'Dematerialization of Shares' clause:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded, for insertion of the following as Article II [2(iv)] after existing Article II [2(iii)] of the Articles of Association (AOA) of the Company:

Article II [2(iv)]:

- (a) Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialised form.*
- (b) Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the applicable law in respect of any security in the manner provided by the Depositories Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required*

certificates of securities. If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and/or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottee and/or transferee as the beneficial owner of the security.

- (c) Notwithstanding anything contained in the Act or these articles, where securities are dealt in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities.*
- (d) The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of members and security holders for the purposes of these articles.*
- (e) Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognize any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.*
- (f) In case of transfer of shares, wherein the shares are in dematerialized format, there would be no incidence of payment of stamp duty.*
- (g) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.*

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

b) Alteration of 'Common Seal' clause:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded, that the present Article II [77] be deleted in entirety and be replaced with the following Article II [77] as reproduced below:

II (77). The Seal

- i. The Board at its option can provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute or not substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Board or a Committee of Board previously given and every deed or other instrument to which the Seal of the Company is required to be affixed shall, be affixed in the presence of any Director or Chief Executive Officer or Chief Financial Officer or Company Secretary or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence;*
- ii. The Company shall also be at liberty to have an Official Seal in accordance with the provisions of the Act, for use in any territory, district or place outside India and such power shall accordingly be vested in the Board or by or under the authority of the Board granted, in favour of any person appointed for the purpose in that territory, district or place outside India;*
- iii. On the Seal being destroyed and not substituted by a new Seal or if authorized by the Act or amendment thereto, in lieu of the affixation of the Seal, any deed, document or instrument to which the Seal of the Company is required to be affixed under this clause shall be signed by two directors or by a director and a Company Secretary, wherever the Company has appointed a Company Secretary or in any other manner as may be permitted by the Act;*
- iv. A Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of rubber stamp.*

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

NOTES:

- 1) An Explanatory Statement as required under section 102 of the Companies Act, 2013, is annexed hereto and forms part of Notice.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy should be duly filled, stamped, signed, and be deposited at the registered office of the Company not later than forty eight hours before the commencement of the meeting. A proxy form for the EGM 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) Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
- 5) 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.

- 6) 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.
- 7) The MOA & AOA will be available for inspection by the Members of the Company 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 EGM at the venue thereof.
- 8) As per revised secretarial standard 2, Route map is not required to be attached since it is a wholly owned subsidiary of Mahindra Susten Private Limited having its registered office at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018.

	By Order of the Board of Directors
	For MachinePulse Tech Private Limited
<u>Registered Office:</u> Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018	
Place: Mumbai Date: July 05, 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

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE
COMPANIES ACT, 2013

ITEM NO. 1

To approve insertion/alteration of certain clauses of Articles of Association of the Company:

a) Inclusion of ‘Dematerialization of Shares’ clause:

Pursuant to the enactment of the Depositories Act, 1996, and coming into operation of the depository system, some of the provisions of the Companies Act, 2013, relating to the issue, holding, transfer, transmission of equity shares and other securities of companies had been amended to facilitate the implementation of the depository system.

It is proposed to alter the Articles of Association (“AOA”) of the Company so as to include the ‘Dematerialization of Shares’ clause and to enable the Company to dematerialize the shares of the Company at a later stage and approval of the shareholders by way of a Special Resolution is necessary, pursuant to Section 14 of the Companies Act, 2013.

Hence, the Board recommends the **Special Resolution** set out at Item No. 1(a) of the Notice for approval by the Members.

The Articles of Association of the Company are available for inspection of members in physical or in electronic form at the Registered Office of the Company, upto the time 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 EGM at the venue thereof.

None of the Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1(a) of the Notice.

b) Alteration of 'Common Seal' clause:

The existing 'Common Seal' clause mentioned in the Articles of Association ("AOA") of the Company, states that the seal may not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in this behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid should sign every instrument to which the seal of the company would be so affixed in their presence.

For operational convenience, it is proposed to alter the exiting Common Seal clause, by way of authorizing any Director or Chief Executive Officer (as and when appointed) or Chief Financial Officer (as and when appointed) or Company Secretary (as and when appointed) or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence.

It is further proposed to alter the AOA of the Company so as to include the aforesaid clause and approval of the shareholders by way of a Special Resolution is necessary, pursuant to Section 14 of the Companies Act, 2013.

Hence, the Board recommends the **Special Resolution** set out at Item No. 1(b) of the Notice for approval by the Members.

The AOA of the Company is available for inspection of members in physical or in electronic form at the Registered Office of the Company upto the time 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 EGM at the venue thereof.

None of the Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1(b) of the Notice.

	By Order of the Board of Directors
	For MachinePulse Tech Private Limited
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018	
Place: Mumbai Date: July 05, 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

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
CIN- U72300MH2016PTC271679
www.machinepulse.com

EXTRA - ORDINARY GENERAL MEETING HELD ON THURSDAY, JULY 05, 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 Extra-ordinary General Meeting of the Company being held on **Thursday, July 05, 2018 at 07.30 p.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
www.machinepulse.com

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,

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

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 Extra-ordinary General Meeting of the Company, to be held on **Thursday, July 05, 2018 at 07.30 p.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 approve insertion/alteration of certain clauses of Articles of Association of the Company: a) Inclusion of 'Dematerialization of Shares' clause b) Alteration of 'Common Seal' clause		

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.