

**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)

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE FOURTH 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 WEDNESDAY, JULY 15, 2020 AT 12.00 NOON AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400018 TO TRANSACT THE FOLLOWING BUSINESSES:

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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, 2020, including the Audited Balance Sheet as at March 31, 2020 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. Sriram Ramachandran (DIN: 07319032), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **To appoint Mr. Rakesh Singh (DIN: 07319353) as Director of the Company:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution 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. Rakesh Singh (DIN: 07319353) who was appointed as an Additional Director of the Company with effect from November 15, 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 a Director of the Company, liable to retire by rotation."

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**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM and they shall be deemed to be held at the venue as mentioned in the Notice of AGM. Notice and Annual Report will be sent via e-mail to all Members who have registered their e-mail addresses with the Company.
2. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto.
3. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. At the 1<sup>st</sup> AGM held on July 25, 2017 the Members approved appointment of M/s. B. K. Khare & Co, Chartered Accountants (ICAI Firm Registration No. 105102W), Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 6<sup>th</sup> AGM to be held in the year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 4<sup>th</sup> AGM.
5. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members are requested to communicate their assent/ dissent on the agenda items of this AGM by show of hands or by sending an email to [jain.basant@mahindra.com](mailto:jain.basant@mahindra.com) (Designated Email address) with cc to [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) and [salot.vidhi2@mahindra.com](mailto:salot.vidhi2@mahindra.com).

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7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
9. Members can join the Meeting by clicking on the link provided in the email sent along with the notice convening the AGM of the Shareholders. Members who need assistance before or during AGM can contact Mr. Mandar Joshi at +91 - 9833910780 or [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com).
10. The members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance to [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) with cc to [salot.vidhi2@mahindra.com](mailto:salot.vidhi2@mahindra.com)
11. The shares of the Company are dematerialised with National Securities Depository Limited. The International Securities Identification Number (ISIN) allotted to the Company is INE02EJ01018. The Company's Registrar and Transfer Agents for its share registry work (Electronic) is KFIN TECHNOLOGIES PRIVATE LIMITED having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, PIN - 500032; Email: [venu.sp@karvy.com](mailto:venu.sp@karvy.com).
12. Members are requested to update their change in contact details including email address and Bank details, if any.
13. Corporate members intending to attend the meeting through their authorized representatives are requested to email to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. For inspection of the Register of Directors and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, Register of Members under section 171 or other documents as referred in this Notice, the members may send their request on the designated email ID with cc to [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) and [salot.vidhi2@mahindra.com](mailto:salot.vidhi2@mahindra.com) any time before and during the meeting.

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|--|---|
|  | <b>By Order of the Board of Directors</b><br><b>For Mahindra Teqo Private Limited</b>                             |
| <b>Registered Office:</b><br>Mahindra Towers, P. K. Kurne,<br>Worli, Mumbai - 400018<br><br>CIN: U40100MH2016PTC271679<br>Tel no. - 022 24905886, Fax: 022 24975081<br><br>Place: Mumbai<br>Date: May 22, 2020 | <b>Basant Kumar Jain</b><br>Digitally signed by<br>Basant Kumar Jain<br>Date: 2020.06.23<br>22:52:52 +05'30'      |
|  | Basant Jain<br>Director (DIN: 00220395)<br><a href="mailto:jain.basant@mahindra.com">jain.basant@mahindra.com</a> |

**ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2**

Mr. Sriram Ramachandran (DIN: 07319032), 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. Sriram Ramachandran (DIN: 07319032)

|   |   |
|---|---|
| <b>Name</b>   | Mr. Sriram Ramachandran   |
| <b>Age</b>  | 51 years  |
| <b>Qualifications</b>   | Chartered Accountant  |
| <b>Experience</b>   | 28 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> | Non-Executive Director and Non-Independent Director, liable to retire by rotation.<br><br>Remuneration sought to be paid: NIL<br>Remuneration last drawn: NIL |
| <b>Date of first appointment on the Board</b>   | March 27, 2019  |
| <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.<br><br>Company has no Manager nor Key Managerial Personnel.  |

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| <b>The number of Meetings of the Board attended during the year</b>                | 4   |
| <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) Neo Solren Private Limited</li> <li>5) Marvel Solren Private Limited</li> <li>6) Astra Solren Private Limited</li> <li>7) Mega Suryaurja Private Limited</li> <li>8) 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 Astra Solren Private Limited</li> </ol> |

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

**ITEM NO. 3**

**To appoint Mr. Rakesh Singh (DIN: 07319353) as Director of the Company:**

Mr. Rakesh Singh (DIN: 07319353), was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 by the Board of Directors with effect from November 15, 2019, who hold office till the conclusion of the ensuing Annual General Meeting ("AGM").

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. Rakesh Singh as candidate for the office of Directorship of the Company.

The following declarations are received from Mr. Rakesh Singh:

1. Consent in form DIR-2 for being appointed as a Director pursuant to Section 152 of the Companies Act, 2013; and

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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. Rakesh Singh 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. Rakesh Singh as required to be given as per Clause 1.2.5 of SS2 of General Meetings are given as under:

|   |   |
|---|---|
| Name  | Mr. Rakesh Singh  |
| Age   | 52 years  |
| Qualification   | <ul style="list-style-type: none"> <li>• BE (Mechanical)</li> <li>• GDMM - IIMM</li> </ul>  |
| Experience  | 25+ years   |
| Nature of Appointment   | Non-Executive Director & Non-Independent Director   |
| Tenure of Appointment   | liable to retire by rotation  |
| Remuneration  | NIL   |
| Date of Appointment   | November 15, 2019   |
| Shareholding  | NIL   |
| Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company | Not related to any Director.<br><br>Company has no Manager nor Key Managerial Personnel   |
| No of meetings attended   | 1   |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards                         | <p><b><u>Details of other Directorships:</u></b></p> <ol style="list-style-type: none"> <li>1) Modison Metals Limited</li> <li>2) Mahindra Renewables Private Limited</li> <li>3) Neo Solren Private Limited</li> <li>4) Astra Solren Private Limited</li> <li>5) Mega Suryaurja 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 Astra Solren Private Limited</li> </ol> |

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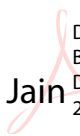
|  |   |
|--|---|
|  | 3. Member of Strategic (Overseas) Investment Committee of Mahindra Susten Private Limited |
|--|---|

All relevant documents as referred to in the Notice and Explanatory Statement shall be available for inspection of members in electronic form on all working days during business hours, upto the date of the Meeting as well as during the AGM. The members may send their request on the designated email ID any time before and during the meeting.

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. Rakesh Singh as Director of the Company, liable to retire by rotation.

None of the Directors (except Mr. Rakesh Singh to the extent of his appointment) 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.

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|---|---|
|   | <b>By Order of the Board of Directors</b><br><b>For Mahindra Teqo Private Limited</b>   |
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|   | Basant Jain<br>Director (DIN: 00220395)<br><a href="mailto:jain.basant@mahindra.com">jain.basant@mahindra.com</a>   |