

**MAHINDRA TEQO PRIVATE LIMITED**  
Reg. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018  
Tel No. +91 22 24901441, Fax No. +91 22 24975081  
CIN: U40100MH2016PTC271679  
Email Id: [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) website: <http://www.mahindrateqo.com>  
ISIN: INE02EJ01018

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MAHINDRA TEQO PRIVATE LIMITED ("THE COMPANY") WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, SEPTEMBER 15, 2021 AT 3.00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS.

THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400 018 WHICH SHALL BE THE DEEMED VENUE OF THE AGM.

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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, 2021, including the Audited Balance Sheet as at March 31, 2021 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 and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 including the Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon including the notes thereto for the year ended March 31, 2021, be and is hereby received, considered, approved and adopted."

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 and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Basant Jain (DIN: 00220395), who retires by rotation at the 5<sup>th</sup> Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**3. To appoint Mr. Parag Shah (DIN: 00374944) 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 the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association (“AOA”) of the Company, Mr. Parag Shah (DIN: 00374944) who was appointed by the Board of Directors as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from May 6, 2021, pursuant to the provisions of Section 161 of the Act and AOA of the Company and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive & Non-Independent), liable to retire by rotation.”

**4. To appoint Ms. Ami Goda (DIN: 09136149) 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 the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association (“AOA”) of the Company, Ms. Ami Goda (DIN: 09136149) who was appointed by the Board of Directors as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from May 6, 2021, pursuant to the provisions of Section 161 of the Act and AOA of the Company and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive & Non-Independent), liable to retire by rotation.”

**NOTES :**

**1. Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or any other Audio-Visual Means (“OAVM”):**

In view of the continuing Covid-19 pandemic, social distancing norms to be followed and the restriction of movement of persons in the Country and also the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.

Accordingly, the AGM of the Company will be held and convened through VC/OAVM and the Registered Office of the Company shall be deemed to be the venue of the AGM as stated in the Notice. Hence, a Route Map is not required to be annexed to this Notice.

**2. The Consent of the members as required in terms of the provisions of the Sections 101 and 136 of the Companies Act, 2013 read with Clause 1.2.7 of Secretarial Standards - 2 on General Meetings is enclosed.**

**3. Attendance Slip and Proxy Form:**

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy(ies) to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

Since this AGM will be held through VC / OAVM, physical attendance of Members has been dispensed with in terms of the MCA circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

**4. Explanatory Statement and details of Directors seeking appointment/ re-appointment:**

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts concerning the special businesses under Item Nos. 3 and 4 of the accompanying Notice, is annexed hereto.

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 to this Notice and shall be read as part of this Notice.

**5. Corporate Representations:**

The Corporate Member is requested to attend the AGM through its Authorised Representative and vote thereat.

Pursuant to the provisions of Section 113 of the Act, body corporates/company/institutional members who intend to authorise their representatives to attend the AGM through VC Facility and vote on their behalf are requested to send certified copy of the relevant Board Resolution/Authority letter with details and proof of authorised representative(s) to the Company by e-mail at [shah.parag@mahindra.com](mailto:shah.parag@mahindra.com) ("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).

**6. Quorum:**

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Physical attendance of Members is not required at the AGM.

**7. Dispatch of Notice and Annual Report through electronic means:**

The Annual Report 2020-21 comprising of the Standalone Financial Statements, Report of the Board of Directors, the Auditor's report or other documents required to be attached therewith including the Notice of the 5<sup>th</sup> AGM of the Company is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) pursuant to Sections 101 and 136 of the Companies Act, 2013 ("Act") read with rules framed thereunder, and in compliance with the MCA Circulars.

**8. Weblink to access Notice of AGM and Annual Report 2020-21:**

Members may note that the Notice of the AGM along with the Annual Report 2020-21 is uploaded and available electronically on the Company's website at: <http://www.mahindrateqo.com>.

**9. Instructions for Members for attending the AGM through VC / OAVM:**

- i. The Company is providing facility for attending the AGM through VC / OAVM through Microsoft Teams platform. Members may join the AGM through VC Facility by following the procedure as mentioned below.
- ii. The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e. from 02.45 p.m. and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the AGM i.e. up to 03.15 p.m.
- iii. Members may note that the VC/OAVM Facility, provided by the Company, allows participation of all the Members of the Company.
- iv. Members are encouraged to join the AGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the AGM and seamless experience.

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- v. Please note that Members connecting from their mobile devices or tablets or through laptop/desktops via. mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Members can express their views and submit questions/queries in advance at [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) with regard to the Financial Statements or any other agenda item to be placed at the AGM and the Members will also be allowed to pose questions during the course of the Meeting.
- vii. To attend the AGM of the Company through VC / OAVM facility, Members shall log-on to the link provided in the e-mail by which this notice is being sent and follow the procedure below:
1. The AGM meeting link will appear as a Calendar Invite on your registered e-mail Id. Click and select - **Join Teams Meeting** to join the AGM. Members can join through any web browser or through Microsoft Team Application
  2. You have two choices: (a) Download the Windows app: Download the Teams app.  
(b) Join on the web instead: Join a Teams meeting on the web
  3. Type in your name and turn-on the Camera and Microphone before joining the AGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what's behind you.
  4. Select **Join now**
  5. You will not enter the meeting, through the lobby admission.

Members who need any technical or other assistance before or during the AGM, can connect with the technical team at [VC-TPHELPDESK@mahindra.com](mailto:VC-TPHELPDESK@mahindra.com) or contact Mr. Rakesh Wagh at + 91-99876 63246 or Vinay Vaishya at +91 99671 50220 at +91 99876 63246 or can also e-mail to Mr. Mandar Joshi, Authorised Person vide e-mail at [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) or on call at +91 9833910780.

**10. Manner of Voting at AGM:**

Members are requested to communicate their assent/ dissent on the agenda items of this AGM by show of hands / sending an email to [shah.parag@mahindra.com](mailto:shah.parag@mahindra.com) - ("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) through their registered e-mail ID at the time of meeting quoting their folio no./DP-ID Client ID, name of joint shareholders, if any, number of shares and scanned copy of self-attested PAN card. Corporate Members shall also send to the Company scanned copy of the relevant Board Resolution/

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Authority letter etc. in PDF/JPG format with details and proofs of authorized signatory(ies) who shall attend and vote on their behalf.

**In case Poll in demanded at the AGM:**

If during the VC / OAVM AGM, a poll on any matter proposed to be transacted at the AGM is required or demanded under section 109 and other applicable provisions of the Act read with rules framed thereunder the same shall be conducted in compliance with the said provisions of the Act and the said MCA circulars. Members shall cast their votes on resolutions on poll only through their email address registered with the Company by sending e-mail to [shah.parag@mahindra.com](mailto:shah.parag@mahindra.com) ("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) ID quoting their DP-ID Client ID, name of joint shareholders, if any, number of shares and scanned copy of self-attested PAN card. Corporate Members shall also send to the Company scanned copy of the relevant Board Resolution/ Authority letter etc. in PDF/JPG format with details and proofs of authorized signatory(ies) who shall vote on their behalf.

**11. Auditor Ratification:**

The Members of the Company had, at their 1<sup>st</sup> AGM held on July 25, 2017, approved the appointment of M/s. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), as the Statutory Auditor of the Company to hold office for first term of five years commencing from the conclusion of the 1<sup>st</sup> AGM up to the conclusion of 6<sup>th</sup> AGM of the Company to be held in the year 2022, subject to ratification at every AGM as may be required under the Act from time to time.

The mandatory requirement of ratification of the appointment of Auditors by the Members at every AGM is omitted vide the MCA notification dated May 7, 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

**12. Unpaid and Unclaimed Dividend of previous years:**

The Company has not declared dividend since incorporation, hence the provisions relating to Investor Education and Protection Fund ("IEPF") is not applicable to your Company.

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**13. Registrar and Share Transfer Agent:**

The Company's Registrar and Transfer Agents for its share registry work (Electronic) are KFin Technologies Private Limited having its office at KFinTech, Tower - B, Plot No 31 & 32, Selenium Building, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana, India. Tel No. 91-40-67162222, e-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com). The Company's website can be visited at <http://www.mahindrateqo.com>.

**14. Request for updating contact and other details:**

Members are requested to update their change in contact details including email address and Bank details, if any.

**15. Inspection of Relevant Documents/Registers:**

The Register of Directors and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 15, 2021. Members seeking to inspect such documents can send an email to 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).

**16. Queries:**

Members can express their views and submit questions/ queries in advance with regard to the Financial Statements or any other agenda item to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, at the designated email ID.

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**17. Transcript of AGM:**

The recorded transcript of the AGM shall be made available on the website of the Company at <http://www.mahindrateqo.com>.

	<b>By Order of the Board of Directors</b>
	<b>For Mahindra Teqo Private Limited</b>
Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 CIN: <b>U74990MH2010PTC207854</b> <b>Website:</b> <a href="http://www.mahindrateqo.com">http://www.mahindrateqo.com</a> . Tel no. - (022) 2493 1441, Fax No. (022) 2497 5081	Sd/-
Place: Mumbai Date: July 19, 2021	Parag Shah Chairman & Director (DIN: 00374944) <a href="mailto:shah.parag@mahindra.com">shah.parag@mahindra.com</a>



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**ADDITIONAL INFORMATION IN RESPECT TO ITEM NO. 2 OF THIS NOTICE**

**ITEM NO. 2**

**To resolve re-appointment of Mr. Basant Jain as Director:**

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 other details of Mr. Basant Jain as required to be given as per Clause 1.2.5 of SS2 of General Meetings are given as under:

<b>Name</b>	Mr. Basant Jain (DIN: 00220395)
<b>Age</b>	47 years
<b>Qualification</b>	<ul style="list-style-type: none"><li>● Bachelor's Degree in Engineering (Electronics)</li><li>● PGDBA from ICFAI</li></ul>
<b>Experience</b>	23 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.  Remuneration sought to be paid: NIL Remuneration last drawn: NIL
<b>Date of first appointment on the Board</b>	January 5, 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  Company has no Manager and Key Managerial Personnel
<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>	<b><u>Details of other Directorships -</u></b> <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. Astra Solren Private Limited</li><li>6. Marvel Solren Private Limited</li><li>7. Martial Solren Private Limited</li><li>8. Mega Suryaurja Private Limited</li></ol>

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	<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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All relevant documents as referred to in the Notice 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 email ID provided in the notice 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. 2 of the Notice for appointing Mr. Basant Jain as Director of the Company, liable to retire by rotation.

Mr. Basant Jain is interested in this Resolution as it pertains to his re-appointment as a Non-Executive Director of the Company. The relatives of Mr. Basant Jain do not hold any shares in the Company.

Save and except for Mr. Basant Jain to the extent of his appointment, none of the other Directors and/or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice. None of the Directors of the Company are inter-se related to each other.

The Board recommends the **Ordinary Resolution** set out at Item No. 2 of the Notice for approval of the Members.

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

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses at Item Nos. 3 and 4 and mentioned in the accompanying Notice, should be taken as forming part of this Notice.

**ITEM NO. 3**

**To appoint Mr. Parag Shah (DIN: 00374944) as Director of the Company:**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, the Board of Directors of the Company (“Board”), at their meeting held on May 6, 2021, had appointed Mr. Parag Shah (DIN: 00374944) as an Additional Director (Non-Executive & Non-Independent) with effect from May 6, 2021, subject to the approval of the Members of the Company and also as Chairman of the Board from the said date.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mr. Parag Shah being an Additional Director, holds office up to the date of the 5<sup>th</sup> Annual General Meeting (“AGM”). The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Parag Shah for the office of a Director of the Company.

**Brief Profile:**

*Mr. Parag Shah has experience of over 2 decades in building new businesses, startups, turn arounds, joint ventures and mergers and acquisitions across the Mahindra Group. Currently he is the Managing Partner and Co-Head of Mahindra Partners Division of M&M.*

*Prior to his current assignment, he was involved in new business development and strategy for the Mahindra Group. He was also Chief Executive Officer of Officemartindia Ltd., a consulting & e-commerce company within the Group. Before joining the Mahindra Group in 1999, Mr. Parag Shah was Managing Director of Systems Marketing India Pvt. Ltd., a private business with interests in Manufacturing, Investment Banking and Trading. He is a Director on several Mahindra Group companies including Mahindra Intertrade, Mahindra Susten, Mahindra Vehicle Manufacturers and also serves as an Independent Director on Board of HDFC Asset Management Company Limited. His areas of expertise include private equity, venture capital, investment management, strategy and planning etc.*

*He was also a founder Director of “Executives Without Borders”, an NGO based in USA. He was recognized by the Economic Times and Spencer Stuart as India’s Top 40 Business Leaders under the age of 40 years.*

*He is also affiliated with various non-governmental organizations such as Sabarkanta Relief Samiti and S&G Charitable Trust. He has also been a member of FICCI - Solar Energy Task Force Committee, the India Israel forum and CII National Committee on Private Equity & Venture Capital.*

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*He holds a BSc Degree in Computer Engineering from the Illinois Institute of Technology with special electives in Psychology and Manufacturing Technology. He is also a graduate of the General Management Program from Harvard Business School.*

Mr. Parag Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the authority in India. As on date of this Notice, Mr. Parag Shah does not hold directorship positions in more than twenty (20) companies (including ten (10) public limited companies). Mr. Parag Shah does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director of the Company. Other disclosures and details of terms and conditions of appointment of Mr. Parag Shah as stipulated under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided below.

Age	45 years
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an Additional Director (Non-Executive & Non-Independent) on the Board of Directors of the Company w.e.f. May 6, 2021 and also appointed as Chairman from the said date.  Remuneration - NIL
Date of first appointment on the Board	May 6, 2021
Tenure of Appointment	liable to retire by rotation
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Not related to any of the Directors of the Company.  The Company has no Manager or KMP
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership/ Chairmanship of other Boards	<b><u>Details of Directorships</u></b> 1. The Indian and Eastern Engineer Company Private Limited 2. Mahindra Intertrade Limited 3. Mahindra Susten Private limited 4. New Delhi Centre for Sight limited

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	<ol style="list-style-type: none"><li>5. PSL Media &amp; Communications Limited</li><li>6. Mahindra Consulting Engineers Limited</li><li>7. Mahindra Marine Private Limited</li><li>8. HDFC Asset Management Company Limited</li><li>9. Mahindra Waste to Energy Solutions Limited</li><li>10. Mahindra Solarize Private Limited</li></ol> <p><b><u>Details of other Chairmanship and Memberships of Committee of other Boards:</u></b></p> <p><b><u>Mahindra Susten Private Limited:</u></b></p> <ul style="list-style-type: none"><li>● MSPL ESOP Committee - Member</li><li>● Finance and Accounts Audit Committee - Member</li></ul> <p><b><u>HDFC Asset Management Company Limited:</u></b></p> <ul style="list-style-type: none"><li>● Nomination &amp; Remuneration Committee - Member</li></ul>
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Save and except for Mr. Parag Shah to the extent of his appointment, none of the other Directors and/or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice. None of the Directors of the Company are inter-related to each other.

The Board is of the view that Mr. Parag Shah's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

All relevant documents and papers relating to Item No. 3 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to the email id mentioned in the notice.

**ITEM NO. 4**

**To appoint Ms. Ami Goda (DIN: 09136149) as Director of the Company:**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board"), at their meeting held on May 6, 2021, had appointed Ms. Ami Goda (DIN: 09136149) as an Additional

**MAHINDRA TEQO PRIVATE LIMITED**

**Reg. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018**

**Tel No. +91 22 24901441, Fax No. +91 22 24975081**

**CIN: U40100MH2016PTC271679**

**Email Id: [joshi.mandar@mahindra.com](mailto:joshi.mandar@mahindra.com) website: <http://www.mahindrateqo.com>**

**ISIN: INE02EJ01018**

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Director (Non-Executive & Non-Independent) with effect from May 6, 2021, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Ms. Ami Goda being an Additional Director, holds office up to the date of the 5<sup>th</sup> Annual General Meeting ("AGM"). The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Ms. Ami Goda for the office of a Director of the Company.

**Brief Profile:**

*Ms. Ami Goda has joined Mahindra & Mahindra Limited as Senior General Manager – Financial Planning & Analysis. Ami has an extensive experience of 17 years primarily in Corporate Finance. She has held positions of responsibility in Business Finance, Commercial Finance, Supply chain Finance, Pricing, Deal structuring and Financial Planning. She is joining us from General Electric (GE) where she was responsible for the \$1Bn Equipment and Services business for Onshore Wind Asia region. During her 14 years at GE, she has worked across multiple business segments - Financial services, Healthcare, Transportation, Renewables Onshore and across geographies - Asia, Growth markets and India. Ami is an MBA from Narsee Monjee Institute of Management Studies, Mumbai. Ami is married to Alok Dhar and are based in Mumbai. In her free time, she loves to read, goes hiking and listens to ghazals.*

Ms. Ami Goda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of a Director by virtue of any order of the authority in India. As on date of this Notice, Ms. Ami Goda does not hold directorship positions in more than twenty (20) companies (including ten (10) public limited companies). Ms. Ami Goda does not hold any equity shares of the Company by herself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director of the Company.. Other disclosures and details of terms and conditions of appointment of Ms. Ami Goda as stipulated under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided below.

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ISIN: INE02EJ01018

Age	41 years
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an Additional Director (Non-Executive & Non-Independent) on the Board of Directors of the Company w.e.f. May 6, 2021.  Remuneration - NIL
Date of first appointment on the Board	May 6, 2021
Tenure of Appointment	liable to retire by rotation
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Not related to any of the Directors of the Company.  The Company has no Manager or KMP
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership/ Chairmanship of other Boards	<p><b><u>Details of Directorships</u></b></p> <ol style="list-style-type: none"> <li>1. Mahindra Solarize Private Limited</li> <li>2. Mahindra Intertrade Limited</li> <li>3. Automobili Pininfarina Gmbh</li> <li>4. Peugeot Motocycles SAS, France</li> <li>5. Mitsubishi Mahindra Agricultural Machinery Co. Ltd.</li> <li>6. Sampo Rosenlendy Finland</li> <li>7. BSA Limited</li> </ol> <p><b><u>Details of other Chairmanship and Memberships of Committee of other Boards:</u></b></p> <p>Member of Audit Committee of Mahindra Intertrade Limited</p>

Save and except for Ms. Ami Goda to the extent of her appointment, none of the other Directors and/or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice. None of the Directors of the Company are inter-related to each other.

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The Board is of the view that Ms. Ami Goda's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and recommends her appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

All relevant documents and papers relating to Item No. 4 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to the email id mentioned in the notice.

	<b>By Order of the Board of Directors</b>
	<b>For Mahindra Teqo Private Limited</b>
Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 CIN: U74990MH2010PTC207854 <b>Website:</b> <a href="http://www.mahindrateqo.com">http://www.mahindrateqo.com</a> Tel no. - (022) 2493 1441, Fax No. (022) 2497 5081	Sd/-
Place: Mumbai Date: July 19, 2021	Basant Jain Director (DIN: 00220395) <a href="mailto:jain.basant@mahindra.com">jain.basant@mahindra.com</a>