



NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHINDRA SUSTEN PRIVATE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2016 - 17 WILL BE HELD ON THURSDAY, 27TH JULY, 2017 AT 01.45 P.M. AT THE BOARD ROOM, 3RD FLOOR, AFL HOUSE, LOK BHARTI COMPLEX, MAROL - MAROSHI ROAD, ANDHERI (EAST), MUMBAI - 400 059 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 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017 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. Ranjan Pant (DIN: 00005410), 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 pursuant to the provisions of section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee and the Board of Directors, the Company do hereby approve the appointment of M/s. B. K. Khare & Co, Chartered Accountants (ICAI Registration Number 105102W) for a period of three years i.e. to hold office as the Auditors of the Company from the conclusion of the Seventh Annual General Meeting ("AGM") until the conclusion of the Tenth AGM of the Company to be held in the year 2020, subject to ratification by the shareholders at every AGM, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."



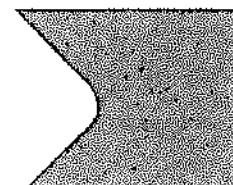


SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following as Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the shareholders at its meeting held on August 05, 2016 and pursuant to the provisions of Section 179 and 186 of the Companies Act, 2013 and other applicable provisions if any, including any amendment(s) thereto and / or re-enactment thereof, and including any such approvals, permission or sanctions as may be necessary, consent of the shareholders be and is hereby accorded to make investments from time to time by way of subscription, purchase or otherwise securities of any other body corporate including equity or equity linked instruments, units, debentures, bonds, or similar instruments / securities and / or to give any loan/ Inter-Corporate Deposits (ICDs) / subordinate debt(s) to any person or any other body corporate and / or to give any guarantee or provide security in connection with a loan to any other body corporate or person, provided that the total amount of such investments, loans, guarantees, securities etc. outstanding at any time shall not exceed Rs. 1,000 Crores (Rupees One Thousand Crores Only), notwithstanding that the aggregate of investments, loans, guarantees, securities etc. outstanding at any time, exceed sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of the free reserves and securities premium account, of the Company, whichever is more;

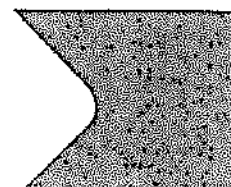
RESOLVED FURTHER THAT any Director of the Company, Chief Executive Officer or Chief Financial Officer or Company Secretary be and are hereby severally authorized to file requisite e-forms in this connection with the Registrar of Companies, Maharashtra, and do all such acts, deeds, matters and things and execute all documents as may be considered necessary, expedient, usual or proper to give effect to the aforesaid resolution.”






NOTES:

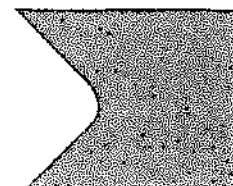
1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item Nos. 2 and 3 are also annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than forty-eight hours before the time for holding the meeting.
4. 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.
5. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the notice for attending the Meeting.
6. 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 hall.
7. 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.





8. Members are requested to notify immediately any change in their address to the Company.
9. In all correspondences with the Company, Members are requested to quote their account/folio numbers.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. 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.
12. All the documents referred to in the Notice and the Explanatory Statement annexed hereto will be available for inspection by the Members of the Company at the Registered Office of the Company on all working days from the date hereof upto the date of the Meeting.
13. The route map of the venue of the Meeting is given in the Notice.

	By Order of the Board of Directors
	For Mahindra Susten Private Limited
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018	
Place: Mumbai Date: 25 th April, 2017	Mandar Joshi Company Secretary (ACS : 21351) Joshi.mandar@mahindra.com Contact no. 022 24905836 Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018





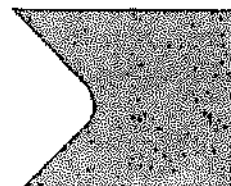
Additional Information with respect to Item Nos. 2 and 3

ITEM NO. 2

Mr. Ranjan Pant (DIN: 00005410), 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. Ranjan Pant (DIN: 00005410):

Name	Mr. Ranjan Pant
Age	57 years
Qualifications	<ul style="list-style-type: none">• MBA, The Wharton School, University of Pennsylvania• BE, Birla Institute of Technology & Science, Pilani
Experience	<ul style="list-style-type: none">• A global strategy management consultant and change management leader who advises Chief Executive Officers• Independent director on the Boards of several companies.• Partner at Bain & Co. strategy consulting where he led the worldwide Utility Practice.• A Director-Corporate Business Development at General Electric headquarters
Terms & conditions of appointment (along with details of remuneration sought to be paid and the	Remuneration sought to be paid: NIL. Remuneration last drawn: NIL





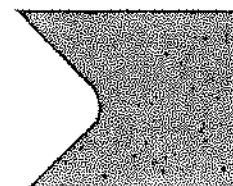
remuneration last drawn by such person, if applicable)	
Date of first appointment on the Board	30 th March, 2015
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Not related to any Director or Key Managerial Personnel Company has no Manager
The number of Meetings of the Board attended during the year	3
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> 1. Morarjee Textiles Limited 2. DSP Blackrock Investment Managers Private Limited 3. I S R Projects Private Limited 4. S P V Project Consultants Private Limited 5. DSP Blackrock Pension Fund Managers Private Limited 6. Point RP Consulting Private Limited (OPC) <u>Details of other Memberships of Committees - NA</u>

None of the Directors (except Mr. Ranjan Pant 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.

Mahindra Susten Private Limited (formerly known as Mahindra EPC Services Private Limited)

6th Floor, AFL House, Lok Bharati Centre, Marol Maroshi Road, Andheri (East), Mumbai- 400 059, India
Tel: +91 22 6174 1500 Fax: +91 22 6174 1506 www.mahindrasusten.com CIN NO: U74900MH2010TC067854

Registered Office: Mahindra Towers, D. J. Bhawan Marg, P. K. Warden Tower, Worli, Mumbai 400 059, India





ITEM NO. 3:

The shareholders of the Company had, at their 6th Annual General Meeting ("AGM") appointed M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (ICAI Registration Number 105102W), as Statutory Auditors of the Company to hold office from the conclusion of the 6th Annual General Meeting ("AGM") until the conclusion of the 7th AGM to be held in the year 2017.

Pursuant to Section 139(2) and Rule 6(3) of the Companies (Audit and Auditors) Rules, 2014, based on the recommendation of the Audit Committee, it is proposed to appoint M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (ICAI Registration Number 105102W), as Statutory Auditors of the Company for a period of three years, subject to ratification of the appointment by the shareholders at every AGM to be held after 7th AGM, at a remuneration as may be decided by the Board of Directors of the Company.

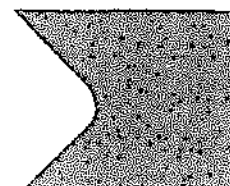
A written consent of the Auditor, confirming that the appointment, if made, would be in accordance with the conditions prescribed under the Act and a certificate from them indicating that they satisfy the criteria provided under section 141 is also received by the Company.

Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013:

ITEM NO. 4

The Board, had at its Meeting held on July 28, 2016, approved the increase in investment limits as per section 186 of the Companies Act, 2013 of the Company upto Rs. 650 Crores. Further, the shareholders had also approved the said investment limits at their Extra-ordinary General Meeting held on August 05, 2016.

Considering the business requirements of the Company, it is proposed to increase the limits under Section 186 of the Companies Act, 2013 upto Rs. 1,000 crores.




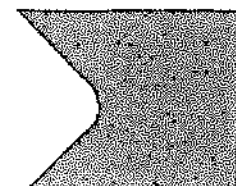


Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 4 of the Notice for increasing the limits under Section 186 of the Companies Act, 2013 upto Rs. 1,000 crores.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

	By Order of the Board of Directors
	For Mahindra Susten Private Limited
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400018	
Place: Mumbai Date: 25 th April, 2017	Mandar Joshi Company Secretary (ACS : 21351) Joshi.mandar@mahindra.com Contact no. 022 24905836 Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018





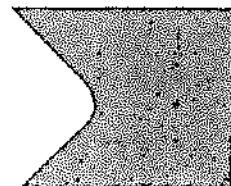
ATTENDANCE SLIP

I / We, of being a member(s) of Mahindra Susten Private Limited hereby register my/our presence at the 7th Annual General Meeting of the Company being held on Thursday, 27th July, 2017 at 01.45 p.m. at the Board Room, 3rd Floor, AFL House, Lok Bharti Complex, Marol - Maroshi Road, Andheri (East), Mumbai - 400059.

L F No:

Signature (s) -----

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]

Mahindra Susten Private Limited
(Formerly Known as 'Mahindra EPC Services Private Limited')
Mahindra Towers, Pandurang Budhkar Marg,
Nr. Doordarshan Kendra, Worli, Mumbai - 400018
CIN- U74990MH2010PTC207854

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: _____

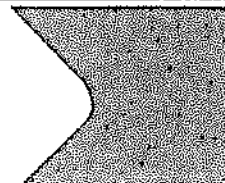
Signature:

or failing him,

2. Name: _____ E-mail Id: _____

Address: _____

Mahindra Susten Private Limited (formerly known as Mahindra EPC Services Private Limited)
6th Floor, AFI House, Lok Bharati Complex, Mirof Marolli Road, Anthen (East), Mumbai - 400 050, India
Tel: +91 22 6174 1500 Fax: +91 22 6174 1506 www.mahindrasusten.com CIN NO: U74990MH2010PTC207854
Registered Office: Mahindra Towers, 203 L, Pandurang Marg, P.R. Kadam Chowk, Worli, Mumbai 400 075, India





Signature:

or failing him,

3. Name: _____ E-mail Id: _____

Address: _____

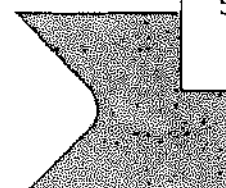
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company, to be held on Thursday, 27th July, 2017 at 01.45 p.m. at Board Room, 3rd Floor, AFL House, Lok Bharti 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	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2017, including the Audited Balance Sheet as at 31 st March, 2017 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. Ranjan Pant (DIN: 00005410), who retires by rotation and, being eligible, offers himself for re-appointment.		
3	To appoint Statutory Auditors and fix their remuneration.		
4	To increase the investment limits under Section 186 of the Companies Act, 2013.		

Signed this _____ day of _____ 2017.

Mahindra Susten Private Limited (formerly known as Mahindra EPC Services Private Limited)
6th Floor, AFL House, Lok Bharti Complex, Marol Maroshi Road, Andheri (East), Mumbai - 400 059, India
Tel: +91 22 6171 1500 Fax: +91 22 6171 1506 www.mahindrasusten.com CIN NO: U72900MH2010TC207854
Registered Office: Mahindra Susten Private Limited, P. W. Kulkarni Chowk, W. R. Mulla Road, Andheri (E), Mumbai - 400 059, India



Affix
Revenue
Stamp of
Rs 1



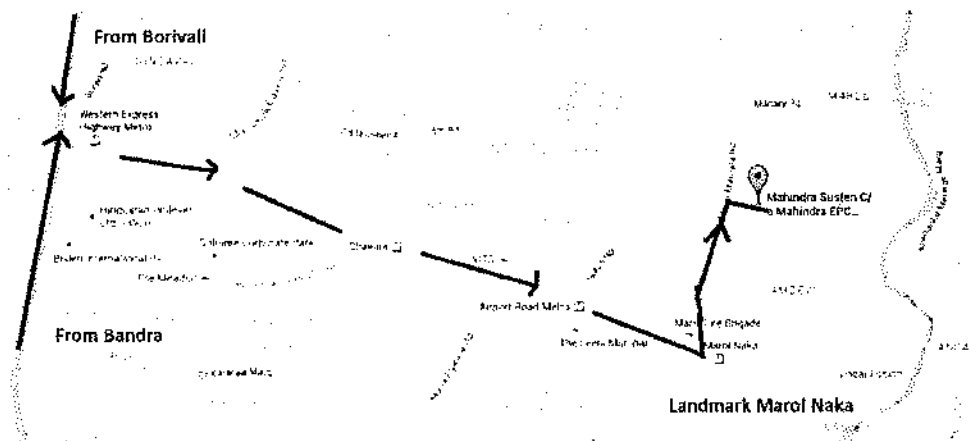
Signature of shareholder

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.

ROUTE MAP TO THE VENUE OF THE AGM



Mahindra Sustent Private Limited (formerly known as Mahindra EPC Services Private Limited)

6th Floor, APU, Hiran, Cox Bharati Complex, Marol Marol Naka Road, Andheri (East), Mumbai - 400 043, India
Tel: (+91) 22 6174 1501, Fax: (+91) 22 6171 9196, www.mahindrasusten.com (CIN NO. U74910MH2014110007853)

Registered Office: Mahindra Towers, 2nd Floor, Marol Naka, Andheri (East), Mumbai - 400 043, India

