



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA - ORDINARY GENERAL MEETING OF THE MEMBERS OF MAHINDRA SUSTEN PRIVATE LIMITED ("THE COMPANY") WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, FEBRUARY 27, 2019 AT 05.30 P.M. AT 5TH FLOOR, MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400 018 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

SPECIAL BUSINESSES

ITEM NO. 1

To approve increase in Authorized Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members, be and is hereby granted to increase the Authorized Share Capital of the Company from existing Rs. 170,00,00,000/- (Rupees One Hundred Seventy Crores only) divided into 17,00,00,000 (Seventeen Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;

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

6th Floor, AFL House, Lok Bharati Complex, Marol Maroshi Road, Andheri (East), Mumbai- 400 059, India
Tel: +91 22 6174 1500 Fax: +91 22 6174 1526 www.mahindrasusten.com CIN NO. U74990MH2010TC207854

Registered Office: Mahindra Towers, Dr. G. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai 400 018, India





RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to 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.”

ITEM NO. 2

To approve alteration of Memorandum of Association - Capital Clause of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members, be and is hereby accorded, for substituting existing Clause V of the Memorandum of Association of the Company with the following clause -

V. The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to 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.”





ITEM NO. 3

To approve keeping of Register of Members and annual return with Karvy, RTA:

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

“RESOLVED THAT pursuant to provisions of section 94 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for keeping the Register of Members together with the Index of Members, Register of Debenture Holders and other Security Holders, if any, together with the Index of Debenture Holders and other Security Holders, if any, under section 88 of the Act, and copies of the Annual Returns under section 92 of the Act at the office premises of the Company’s Registrar & Share Transfer Agents viz Karvy Fintech Private Limited (“RTA Agent”) 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400023 and/or at such places within Mumbai where the RTA Agents may have their office from time to time and/or at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 and/or at the Company’s Corporate Office at AFL House, 6th Floor, Lok Bharati Complex Marol-Maroshi Road, Andheri (East) Mumbai 400059;

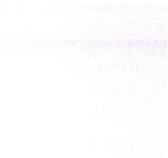
RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle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

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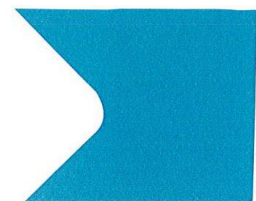
Registered Office: Mahindra Towers, Dr. G. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai 400 018, India





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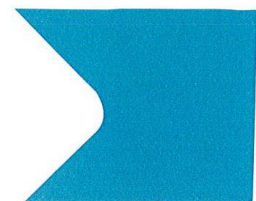
- 1) An Explanatory Statement as required under section 102 of the Companies Act, 2013, is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument 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 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) 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 before the commencement of the meeting. The proxy register will be made available for inspection by the member





entitled to vote, before the commencement of the meeting and ending with the conclusion of the Meeting.

- 6) 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.
- 7) 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 commencement 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 commencement 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 the Company is a wholly owned subsidiary of Mahindra Holdings Limited having its registered office at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018.





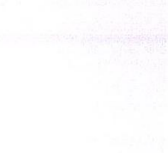
| | |
|--|---|
| | By Order of the Board of Directors |
| | For Mahindra Susten Private Limited |
| Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400018 | |
| Place: Mumbai Date: February 27, 2019 | Mandar Joshi Company Secretary (ACS: 21351) Joshi.mandar@mahindra.com Contact no. 022 24905836 Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 |

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

ITEM NO. 1

To approve increase in Authorized Share Capital of the Company:

The present Authorized Share Capital of the Company is Rs. 170 crores comprising of 17 crores Equity Shares of Rs. 10/- each.

Considering the operational needs of the Company, it is proposed to increase the Authorized Share Capital of the Company from existing Rs. 170 crores to Rs. 200 crores by creation of 3 crores additional equity shares of Rs. 10/- each, ranking pari passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

It is informed that the Board of Directors had at their meeting held on February 01, 2019 approved the increase in Authorized Share Capital of the Company.

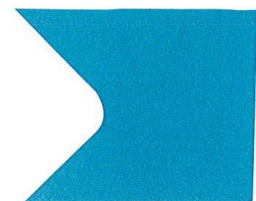
The said increase in the Authorized Share Capital shall require the approval of the members by way of Ordinary Resolution.

The Memorandum of Association and Articles of Association of the Company is 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, 6th Floor,

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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.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 1 of the Notice for increase in Authorized Share Capital of the Company.

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 resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

ITEM NO. 2

To approve alteration of Memorandum of Association - Capital Clause of the Company:

Consequent to the change in the Authorized Share Capital of the Company as referred hereinabove, it is necessary to alter the Clause V of the Memorandum of Association ("MOA") of the Company.

The said alteration of Memorandum of Association shall require the approval of the members by way of Ordinary Resolution.

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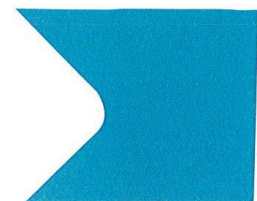
It is informed that the Board of Directors had at their meeting held on February 01, 2019 approved alteration of MOA – Capital Clause of the Company.

The Memorandum of Association and Articles of Association of the Company is 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, 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.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for alteration of Memorandum of Association – Capital Clause of the Company.

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 resolution set out at Item No. 2 of the Notice.

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





ITEM NO. 3

To approve keeping of Register of Members and annual return with Karvy, RTA:

The Company is informed that the Board of Directors had appointed Karvy Computershare Private Limited, having its registered office at 6, Avenue, 4th street, No.1, Banjara Hills, Hyderabad 500034, Andhra Pradesh [operations being transferred to Karvy Fintech Private Limited (Karvy Fintech)] as the Registrar and Share Transfer Agents (“RTA”) of the Company.

Pursuant to Section 94 of the Companies Act, 2013 and the relevant rules under the Companies (Management and Administration) Rules, 2014, the registers under Section 88 and the copies of Annual Return filed under Section 92 may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside.

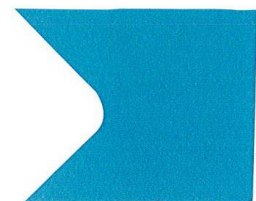
Pursuant to above provisions and as approved by the Board of Directors at their meeting held on February 01, 2019, it is proposed that the Register of Members together with the Index of Members, Register of Debenture Holders and other Security Holders, if any, under section 88 of the Act, and copies of the Annual Returns under section 92 of the Act be kept at the Office premises of the Company's RTA viz; 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400023 and/or at such places within Mumbai where the RTA may have their office from time to time and/or at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 and/or at the Company's Corporate Office at AFL House, 6th Floor, Lok Bharati Complex Marol-Maroshi Road, Andheri (East) Mumbai 400059.

Pursuant to Section 94 of the Companies Act, 2013, the above shall require the approval of the members by way of Special Resolution.

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Accordingly, consent of the Members is sought for passing a **Special Resolution** as set out at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 3 of the Notice for approval by the Members.

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| | By Order of the Board of Directors |
| | For Mahindra Susten Private Limited |
| <u>Registered Office:</u> Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400018 | |
| Place: Mumbai Date: February 27, 2019 | 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

Mahindra Susten Private Limited
Mahindra Towers, Pandurang Budhkar Marg,
Nr. Doordarshan Kendra, Worli, Mumbai – 400018
Tel.: 22 61741500, Fax: 22 61741526
CIN- U74990MH2010PTC207854
www.mahindrasusten.com

**EXTRA - ORDINARY GENERAL MEETING HELD ON WEDNESDAY,
FEBRUARY 27, 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 Extra-ordinary General Meeting of the Company being held on Wednesday, February 27, 2019 at 5.30 p.m. at 5th Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018.

Signature of first holder/ proxy/authorized representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Date: February 27, 2019

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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 Susten Private Limited
Mahindra Towers, Pandurang Budhkar Marg,
Nr. Doordarshan Kendra, Worli, Mumbai - 400018
Tel.: 22 61741500, Fax: 22 61741526
CIN- U74990MH2010PTC207854

www.mahindrasusten.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:

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or failing him,

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 Wednesday, February 27, 2019 at 5.30 p.m. at 5th Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018 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 increase in Authorized Share Capital of the Company | | |

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|----|--|--|--|
| 2. | To approve alteration of Memorandum of Association - Capital Clause of the Company | | |
| 3. | To approve keeping of Register of Members and annual return with Karvy, RTA | | |

Signed this _____ day of _____ 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
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.

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