

MAHINDRA SOLARIZE PRIVATE LIMITED

Registered office address:- Mahindra Towers, Pandurang Budhkar Marg,
Near Doordarshan Kendra, Worli, Mumbai - 400 018, India

CIN: U40106MH2021PTC358435

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

Email: joshi.mandar@mahindra.com; Website: www.mahindrasolarize.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MAHINDRA SOLARIZE PRIVATE LIMITED ("THE COMPANY") WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, JULY 20, 2022, AT 05.00 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 - 400018 WHICH SHALL BE THE DEEMED VENUE OF THE AGM.

ORDINARY BUSINESS:

ITEM NO. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, 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 Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, and the Reports of the Board and Auditors thereon for the year ended March 31, 2022, as circulated to the Members, be and is hereby considered and adopted."

ITEM NO. 2

To re-appoint Mr. Rakesh Singh (DIN: 07319353), as a Director liable to retire 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. Rakesh Singh (DIN: 07319353), who retires by rotation at the 1st Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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ITEM NO. 3

To appoint M/s. B. K. Khare & Co. as Statutory Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of Board of Directors, the Company do hereby re-appoint M/s. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W) as the Statutory Auditors of the Company, for first term of 5 consecutive years i.e., to hold office from the conclusion of the 1st Annual General Meeting (“AGM”) until the conclusion of the 6th AGM of the Company to be held in the year 2027, 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:

ITEM NO. 4

To appoint Ms. Ami Goda 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 and pursuant to the recommendation made by the Board of Directors of the Company to the shareholders, Ms. Ami Goda (DIN: 09136149) who was appointed as first director of the Company with effect from April 6, 2021 and who holds office as first Director (Non-Executive & Non-Independent) upto 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.”

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ITEM NO. 5

To appoint Mr. Deepak Thakur 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. Deepak Thakur (DIN: 06939592) who was appointed by the Board of Directors as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from April 25, 2022 and 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.”

ITEM NO. 6

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

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **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 Link Intime India Private Limited (“RTA Agent”) C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083 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;

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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."

NOTES:

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

In view of the guidelines provided by the Ministry of Corporate Affairs ("MCA") vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02 & 03/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') has permitted 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.

The MCA has clarified that for Companies that are not required to provide E-voting facility under the Companies Act, 2013 ("the Act") while they are transacting any business(es) by voting at the General Meeting, the requirements provided in the Companies (Management and Administration) Rules, 2014, as amended up to date as well as the framework provided in the MCA Circulars will be applicable.

With reference to the above, the General meeting of the Company is being held through VC / OAVM in compliance with the provisions of the Act read with Rules made thereunder and aforementioned MCA Circulars and the proceedings of the Meeting shall be deemed to be held at the venue as mentioned in the Notice of Annual General Meeting ("AGM").

2. The Draft of the Consent to be obtained from 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.

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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. Details of Directors seeking re-appointment and Explanatory Statement:

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts concerning the special business under Item Nos. 4 to 6 of the accompanying Notice, are 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. The relevant details pertaining to appointment of Statutory Auditors is annexed to this Notice and shall be read as part of this Notice.

The Board of Directors have considered and decided to include the Item Nos. 4 to 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

5. Corporate Representations:

Corporate Members are encouraged to attend the AGM through their Authorised Representatives 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 singh.rakesh8@mahindra.com ("Designated email ID") with cc to joshi.mandar@mahindra.com and 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.

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

The Annual Report 2021-22 comprising of the 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 1st 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 2021-22:

Members may note that the Notice of the AGM along with the Annual Report 2021-22 is uploaded and available electronically on the Company's website at: <https://www.mahindrasolarize.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 and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the AGM.
- 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.
- 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 or salot.vidhi2@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:

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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 or contact Mr. Rakesh Wagh at + 91-99876 63246 or Vinay Vaishya at +91 99671 50220 & +91 99876 63246 or can also e-mail to Mr. Mandar Joshi, Authorised Person vide e-mail at 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 Designated email ID with cc to joshi.mandar@mahindra.com and 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/ 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 designated email ID with cc to joshi.mandar@mahindra.com and 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.

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

The Company's Registrar and Transfer Agents for its share registry work (Electronic) are Link Intime India Private Limited having its office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078. Email id: rnt.helpdesk@linkintime.co.in
Phone: +91 22 4918 6000/ 6200.

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.

13. **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.

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

The Register of Directors and Key Managerial Personnel 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. Members seeking to inspect such documents can send an email to the designated email ID with cc to joshi.mandar@mahindra.com and salot.vidhi2@mahindra.com.

15. **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.

16. **Route Map:**

Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. **Transcript of AGM:**

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

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	By Order of the Board of Directors
	For Mahindra Solarize Private Limited
Registered Office: Mahindra Towers, Dr. G.M. Bhosale Marg, P. K. Kurne Chowk, Worli Mumbai 400018 CIN: U40106MH2021PTC358435 Website: https://www.mahindrasolarize.com Tel. No. 022-24901441 Place: Mumbai Date: April 25, 2022	Sd/- Vidhi Salot Company Secretary (ACS: 47123) Email id: salot.vidhi2@mahindra.com

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ADDITIONAL INFORMATION IN RESPECT TO ITEM NOS. 2 & 3 OF THIS NOTICE

ITEM NO. 2

To resolve re-appointment of Mr. Rakesh Singh as Director:

Mr. Rakesh Singh (DIN: 07319353), Executive Director & Chief Executive Officer 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. Rakesh Singh (DIN: 07319353) as required to be given as per Clause 1.2.5 of SS2 of General Meetings are given as under:

Name	Mr. Rakesh Singh (DIN: 07319353)
Age	54 years
Qualification	<ul style="list-style-type: none">• BE (Mechanical)• GDMM - IIMM
Experience	Rakesh's earlier stint was with Modison Metals Ltd, a public listed Company as an Executive Director & CEO. Under his leadership company achieved its largest market cap ever & saw the growth of 60% in volume within 4 years & 5 successive years of volume growth. Prior to that, he spent 17 years with Larsen & Toubro, a USD22 billion conglomerate, with global operations. All through this tenure, he was consistently rated as an outstanding performer and deputed to a Management Development programme. He headed important functions like Manufacture of Power gear, Strategic Sourcing, Global Sourcing for Electrical & Electronic division, LCM and SCM. Rakesh's leadership traits include Strategy formulation, Governance, people management, Customer intimacy, talent & organization development, investors' relation, capital deployment, change management, coaching & mentoring and working across cultures
Terms & conditions of appointment (along with details of remuneration sought to be paid)	Executive Director & CEO, liable to retire by rotation.

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and the remuneration last drawn by such person, if applicable)	The terms & conditions and remuneration of Mr. Singh would be governed as per the approval granted by the Members of the Company at the Extra-Ordinary General Meeting held on March 11, 2022. Remuneration was paid to Mr. Singh during the Financial Year 2021-22.
Date of first appointment on the Board	March 11, 2022
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Not related to any Director and KMP Company has no Manager
The number of Meetings of the Board attended during the year	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> 1. Mahindra Renewables Private Limited 2. Neo Solren Private Limited 3. Astra Solren Private Limited 4. Mega Suryaurja Private Limited 5. Martial Solren Private Limited 6. Mahindra Teqo Private Limited 7. Modison Metals Limited <u>Details of other Memberships of Committees:</u> <ul style="list-style-type: none">• Member of Corporate Social Responsibility ('CSR') Committee of Neo Solren Private Limited• Member of CSR Committee of Astra Solren Private Limited

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 re-appointing Mr. Rakesh Singh as Director of the Company, liable to retire by rotation.

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Mr. Rakesh Singh is interested in this Resolution as it pertains to his re-appointment as Director of the Company. The relatives of Mr. Rakesh Singh do not hold any shares in the Company.

Save and except for Mr. Rakesh Singh, none of the other Directors or Key Managerial Personnel 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 or Key Managerial Personnel 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.

ITEM NO. 3

To appoint M/s. B. K. Khare & Co. as Statutory Auditors of the Company:

The Members are informed that the Board of Directors had at their 1st Board Meeting held on April 8, 2021, approved appointment of M/s. B. K. Khare & Co. (ICAI Firm Registration Number 105102W), as the first statutory auditors for the Company to hold office from the conclusion of that meeting till the conclusion of 1st Annual General Meeting ("AGM") at a remuneration as may be decided by the board of directors of the Company.

M/s. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W) is proposed to be appointed as the Statutory Auditors for the Company, for first term of five consecutive years i.e. to hold office from the conclusion of 1st AGM till the conclusion of the 6th AGM to be held in the year 2027 at a remuneration as may be decided by the Board of Directors.

A written consent of the Auditor, confirming that the appointment, subject to the approval of the shareholders, would be in accordance with the conditions prescribed under the Act and a certificate received from them indicating that they satisfy the criteria provided in section 141 was received from them.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out at Item No. 3 of the Notice for appointing M/s. B. K. Khare & Co., Chartered Accountants as Statutory Auditors of the Company.

None of the Directors or Key Managerial Personnel's 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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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS 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 Business at Item Nos. 4 to 6 and mentioned in the accompanying Notice, should be taken as forming part of this Notice.

ITEM NO. 4

To appoint Ms. Ami Goda as Director of the Company:

Pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, Ms. Ami Goda (DIN: 09136149) was appointed as the First director of the Company with effect from April 6, 2021, liable to retire by rotation, 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 a First Director, holds office up to the date of the 1st 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:

Ami Goda 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

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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. She does not have any material pecuniary relationships or transactions with the Company or any of the Directors, which would have any potential conflict with the interests of the Company at large. 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.

Age	42 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 First Director (Non-Executive & Non-Independent) on the Board of Directors of the Company w.e.f. April 6, 2021 Remuneration - NIL
Date of first appointment on the Board	April 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 or KMP of the Company. The Company has no Manager
The number of Meetings of the Board attended during the year	7
Other Directorships, Membership/ Chairmanship of other Boards	<u>Details of other Directorships -</u> <ol style="list-style-type: none">1. Mahindra Susten Private Limited2. Mahindra Telecom Energy Management Services Private Limited3. Mahindra Teqo Private Limited4. Mahindra Intertrade Limited5. Automobili Pininfarina GmbH6. Peugeot Motocycles SAS, France7. Mitsubishi Mahindra Agricultural Machinery Co. Ltd.8. Sampo Rosenlenty Finland9. BSA Limited10. Mahindra Two Wheelers Europe Holdings S.a.r.l

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	<p>11. PT Mahindra Accelo Steel Indonesia (PTMASI)</p> <p><u>Details of other Memberships of Committees:</u></p> <ol style="list-style-type: none">1. Member of Audit Committee of Mahindra Intertrade Limited2. Member of Finance & Accounts Audit Committee & Corporate Social Responsibility Committee of Mahindra Susten Private Limited
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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.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out at Item No. 4 of the Notice for appointing Ms. Ami Goda as Director of the Company.

Save and except for Ms. Ami Goda to the extent of her appointment, none of the other Directors or Key Managerial Personnel 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-se related to each other.

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

ITEM NO. 5

To appoint of Mr. Deepak Thakur 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 April 25, 2022, had appointed Mr. Deepak Thakur (DIN: 06939592) as an

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Additional Director (Non-Executive & Non-Independent) with effect from April 25, 2022, 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, Mr. Deepak Thakur being an Additional Director, holds office up to the date of the 1st 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. Deepak Thakur for the office of Director of the Company.

Brief Profile:

Deepak Thakur has joined Mahindra Susten as Chief Executive Officer - designate, effective 1st April 2022.

Before joining Mahindra, Deepak was Leading Renewable & Storage Business at Reliance Group. He was instrumental in setting up design & manufacturing unit for renewable energy plant and Power plant and manufacturing automation development including IoT ecosystem. Prior to joining Reliance Group, he has worked with Sterling & Wilson where he had worked in Strategy formulation in hybrid energy EPC space including various global M&A options leading to creation of a global team. He also contributed in identification and evaluation of potential technology partners and leading negotiations to conclude JV. He has also worked with Thermax where he led the strategy stream for Business Transformation Initiative which significantly contributed to the overall growth of the organisation. He also successfully incubated the solar thermal business at Thermax Ltd. which emerged as the largest player globally in this domain. During his tenure with Rishabh Instruments, he conceived and implemented energy management services business vertical. He also successfully led the string solar inverter business. It was under his leadership Rishabh Instrument became the first 'Made in India' inverter company. He has conceived and successfully implemented many ideas in solar energy space.

Deepak has completed his Bachelor of Engineering (Mechanical) from Pune University and is an alumnus of Symbiosis Institute of Business Management, Pune. He is married to Kiran who is a homemaker. He has 2 daughters, Sachika and Fiya. He enjoys playing badminton, table tennis, volleyball, is an avid reader and lately spending time in coaching & leadership development related training.

Mr. Deepak Thakur 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. Deepak Thakur does not hold directorship positions in more than twenty (20) companies

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(including ten (10) public limited companies). Mr. Deepak Thakur 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. Deepak Thakur as stipulated under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided below.

Age	53 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. April 25, 2022 Remuneration - NIL
Date of first appointment on the Board	April 25, 2022
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 or KMP of the Company. The Company has no Manager
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership/ Chairmanship of other Boards	<u>Details of Directorships:</u> 1. Mahindra Telecom Energy Management Services Private Limited 2. Mahindra Susten Private Limited <u>Details of other Chairmanship and Memberships of Committee of other Boards:</u> NIL

The Board is of the view that Mr. Deepak Thakur'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. 5 of the accompanying Notice for approval by the Members of the Company.

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All relevant documents and papers relating to Item No. 5 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.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out at Item No. 5 of the Notice for appointing Mr. Deepak Thakur as Director of the Company.

Save and except for Mr. Deepak Thakur to the extent of his appointment, none of the other Directors or Key Managerial Personnel and/or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 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. 5 of the Notice for approval of the Members.

ITEM NO. 6

To approve keeping of Register of Members and annual return with Link Intime, RT:

The Company is informed that the Board of Directors had appointed Link Intime India Private Limited, having its registered office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083 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 April 25, 2022, 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 Registrar & Share Transfer Agents viz; Link Intime India Private Limited ("**RTA Agent**") C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083 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.

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

Accordingly, consent of the Members is sought for passing a **Special Resolution** as set out at Item No. 6 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. 6 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 6 of the Notice for approval by the Members.

	By Order of the Board of Directors For Mahindra Solarize Private Limited
Registered Office: Mahindra Towers, Dr. G.M. Bhosale Marg, P. K. Kurne Chowk, Worli Mumbai 400018 CIN: U40106MH2021PTC358435 Website: https://www.mahindrasolarize.com Tel. No. 022-24901441 Place: Mumbai Date: April 25, 2022	Sd/- Vidhi Salot Company Secretary (ACS: 47123) Email id: salot.vidhi2@mahindra.com