

**MAHINDRA SOLARIZE PRIVATE LIMITED**

**TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MAHINDRA SOLARIZE PRIVATE LIMITED (“THE COMPANY”) SCHEDULED AT A SHORTER NOTICE ON MONDAY, MARCH 13, 2023, FROM 11:00 A.M. TO 11:04 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MAHINDRA TOWERS, G. M. BHOSALE MARG, P. K. KURNE CHOWK, WORLI, MUMBAI - 400018 (“DEEMED VENUE”) THROUGH AUDIO VISUAL CONFERENCING.**

**MEMBERS - PRESENT THROUGH AUDIO VISUAL MEANS THROUGHOUT THE MEETING FROM MUMBAI**

Sr. No.	Name of the Members	No. of Equity Shares of Rs. 10 each	% of Shareholding	Represented by
1.	Mahindra Telecom Energy Management Services Private Limited	3,16,99,994	100	Mr. Deepak Thakur
2.	Mahindra Telecom Energy Management Services Private Limited jointly with Mr. Narayan Shankar	1	-	Mr. Avinash Bapat
3.	Mahindra Telecom Energy Management Services Private Limited jointly with Mr. Jignesh Parikh	1	-	Mr. Jignesh Parikh
4.	Mahindra Telecom Energy Management Services Private Limited jointly with Mr. Feroze Baria	1	-	Mr. Feroze Baria
5.	Mahindra Telecom Energy Management Services Private Limited jointly with Mr. Sumeet Maheshwari	1	-	Mr. Sumeet Maheshwari
6.	Mahindra Telecom Energy Management Services Private Limited jointly with Ms. Anita Halbe	1	-	Ms. Anita Halbe
<b>TOTAL</b>		<b>3,16,99,999</b>	<b>100%</b>	

*\*PROXIES: Since the EGM was being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by the Members was not available for the EGM.*

**DIRECTORS - PRESENT THROUGH AUDIO VISUAL MEANS THROUGHOUT THE MEETING FROM MUMBAI**

Sr. No.	Name of the Directors	Designation
1.	Mr. Rakesh Singh	Chairman & (Executive Director & CEO)
2.	Mr. Deepak Thakur	Director

**IN ATTENDANCE - PRESENT THROUGH AUDIO VISUAL MEANS THROUGHOUT THE MEETING**

Sr. No.	Name of the Attendee	Designation
1.	Ms. Vidhi Salot	Company Secretary

**INVITEES - PRESENT THROUGH AUDIO VISUAL MEANS THROUGHOUT THE MEETING**

Sr. No.	Name of the Invitees	Designation
1.	Ms. Anjali Jain	Assistant General Manager, Finance, Mahindra Solarize Private Limited - immediate holding company
2.	Mr. Sagar Kulkarni	Representative from M/s. Mukund M Chitale & Co., Statutory Auditors
3.	Mr. Mandar Joshi	Representative from Corporate Secretarial Department, Mahindra & Mahindra Limited - Ultimate Holding Company

**CHAIRMAN**

On the proposal of Mr. Deepak Thakur, Mr. Rakesh Singh, Executive Director & CEO took the chair and welcomed the Members to the Extra-ordinary General Meeting ("EGM") of the Company held through video conferencing and introduced the Directors, attendee and Invitees present at the Meeting who participated in the proceedings of the Meeting through video conferencing.

The Chairman informed that in view of the social distancing norms being followed, and in line with the circular dated May 5, 2020 of the Ministry of Corporate Affairs ("MCA") read with several other circulars (collectively referred to as "MCA Circulars"), it was permitted to hold the EGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the EGM of the Company was held through VC over Microsoft Teams. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by ICSI, the proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

The Chairman further informed that all requisite efforts required by law, were made by the Company to enable the members of the Company to participate and vote on the items being considered at the said EGM.

The Chairman further informed that since the EGM was being held pursuant to the MCA Circulars through VC, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by the Members was not available for the EGM.

He further informed the Members that Ms. Ami Goda, Director was unable to attend the meeting due to pre-occupation.

It was also confirmed that all the participants were able to hear and see all the Members, Directors, attendee and Invitees present through VC throughout the meeting with clarity.

The Board Members, attendee and other Invitees were requested to identify themselves for the purpose of record before speaking on any item of business and in case of any interruption or garble, the Chairman requested the speaker for a repeat or a reiteration of their statement(s) for accurate record purpose.

## **QUORUM**

Since the required quorum was present, the Chairman called the meeting to order.

## **STATUTORY AUDITORS**

Mr. Sagar Kulkarni, Authorised Representative from M/s. Mukund M Chitale & Co, Statutory Auditors joined the meeting through Audio Visual Conference.

## **DOCUMENTS FOR INSPECTION THROUGH ELECTRONIC MODE**

The Chairman declared that all the documents as mentioned in the Extra-ordinary General Meeting notice were available for inspection in electronic mode to the Members.

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

The Chairman mentioned that the Notice of the Extra-ordinary General Meeting ("EGM") and the Explanatory Statement annexed to the Notice were sent through electronic mode (E-mail) at shorter notice on March 8, 2023, to all the Members, the Directors and the Statutory Auditors of the Company at their email addresses registered with the Company.

## **READING OF NOTICE**

With the permission of the members, the Notice convening the meeting was taken as read.

The Chairman conducted the proceedings of the EGM as per the business agenda laid before the meeting and requested the shareholders to take up the subject one after the other.

## **THE FOLLOWING SPECIAL BUSINESS WAS TRANSACTED AT THE MEETING**

### **Appointment of M/s Mukund M. Chitale & Co. as the Statutory Auditors of the Company**

The Chairman moved the following resolution pertaining to the appointment of M/s Mukund M. Chitale & Co. as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013.

Mr. Jignesh Parikh proposed the resolution and Ms. Anita Halbe seconded the resolution.

The following resolution was put to vote by show of hands and was declared as passed unanimously as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, M/s. Mukund M. Chitale & Co., Chartered Accountants (ICAI Firm Registration Number 106655W), be and are hereby appointed as Statutory Auditors of the Company, in place of, the erstwhile statutory auditor, M/s. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration No. 105102W), Mumbai;

**RESOLVED FURTHER THAT** M/s. Mukund M. Chitale & Co., Chartered Accountants (ICAI Firm Registration Number 106655W), be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ending March 31, 2023 on such remuneration as may be fixed by the Board of Directors in consultation with them, in addition to out of pocket expenses as may be incurred by them during the course of the Audit;

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any committee thereof) to 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 settle any questions, difficulties, or doubts that may arise in this regard.”

**VOTE OF THANKS**

There being no other business to be transacted, the Meeting concluded with a vote of thanks to the Chair.

**Place: Mumbai**

**Date: March 13, 2023**