

TRANSCRIPT OF THE (1/2025-26) EXTRA ORDINARY GENERAL MEETING OF MAHINDRA SOLARIZE PRIVATE LIMITED HELD AT A SHORTER NOTICE THROUGH VIDEO CONFERENCING FACILITY / OTHER AUDIO VISUAL MEANS ("OAVM") ON TUESDAY, 15TH JULY, 2025 AT 6.15 P.M. AT THE REGISTERED OFFICE OF THE COMPANY (DEEMED VENUE)

Directors Present through Video Conferencing (VC) facility	Mr. Deepak Thakur	Chairman of the Meeting
	Ms. Ami Goda	Director
	Ms. Isha Dalal	Director
Members Present through VC facility	Mahindra Sustainable Energy Private Limited (Represented by Mr. Mandar Joshi)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Feroze Hoshang Baria (Represented by Ms. Parul Soni)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Sumeet Maheshwari (Represented by Ms. Parul Soni)	Member
	Mahindra Sustainable Energy Private Limited jointly with Ms. Anita Anant Halbe (Represented by Ms. Parul Soni)	Member
	Mahindra Sustainable Energy Private Limited jointly with Ms. Brijbala Mohanlal Batwal (Represented by Ms. Parul Soni)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Jignesh Ashok Parikh (Represented by Ms. Parul Soni)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Narayan Shankar (Represented by Ms. Parul Soni)	Member
By Invitation through VC facility	Mr. Ashish Saboo	Chief Financial Officer
	Mr. Shrirang Haldikar	Representative, M/s. Mukund M. Chitale & Co., Statutory Auditor
	Ms. Payal Sharaf	Representatives - Group Secretarial
	Ms. Akshata A. Khanolkar	
In Attendance	Ms. Parul Soni	Company Secretary

Chairperson of the Meeting

Mr. Deepak Thakur was elected as Chairman of the meeting unanimously by the other directors of the Company. Thereafter, Mr. Deepak Thakur took the chair and welcomed the Members to the 1/2025-26 Extra Ordinary General Meeting ("EOGM")

of the Company. The Meeting had been scheduled through VC on 15th July 2025 at 6.15 p.m.

Quorum

The Chairman with the assistance of the Representative of Company Secretarial Department ascertained that the requisite quorum fixed for the EGM was present through VC and declared the Meeting open.

The Chairman informed the Members that pursuant to the circular dated 8th April, 2020 read together with circulars dated 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 of the Ministry of Corporate Affairs, the AGM was conducted through VC facility and therefore the facility to appoint proxy to attend and cast vote was not available for this EGM.

Presence of Directors and Auditors

The Chairman informed that the Members that all Directors were present at the Meeting.

Mr. Shridhar Haldikar, Representative of M/s. Mukund M. Chitale & Co, Statutory Auditors of the Company was present at the Meeting.

Notice of the Meeting

The Chairman confirmed that the Notice of the Extra Ordinary General Meeting was sent to the Members, Directors and Statutory Auditors vide e-mail on 15th July, 2025 at a Shorter Notice and the consents for convening this Meeting at a Shorter Notice had been received from the Members as required under the Companies Act, 2013 and Secretarial Standard-2.

The Notice convening the Extra Ordinary General Meeting was taken as read with the consent of the Members present through VC at the Meeting.

THE FOLLOWING SPECIAL BUSINESSES WERE TRANSACTED AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY:

1. **Approval for cancellation of unsubscribed 61,34,800 equity shares of Rs. 10/- each aggregating to Rs. 6,13,48,000/- and consequent diminution of issued share capital of the Company**

The Chairman moved the resolution in respect of Item No. 1 of the Notice i.e. approval for cancellation of unsubscribed 61,34,800 equity shares of Rs. 10/- each aggregating to Rs. 6,13,48,000/- and consequent diminution of issued share capital of the Company.

The Members were requested to propose and second the resolution.

Ms. Parul Soni proposed and Mr. Mandar Joshi seconded the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification

or re-enactment thereof for the time being in force) and Rules made thereunder, the provisions of the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents approval of Members be and is hereby accorded to cancel 61,34,800 equity shares of Rs. 10/- each aggregating to Rs. 6,13,48,000/-, which have not been taken or agreed to be taken by any person to whom so offered from Issued Equity share Capital of the Company and that the issued equity share capital of the Company, would stand diminished from Rs. 41,52,00,000/- divided into 4,15,20,000 Shares of Rs. 10/- each to Rs. 35,38,52,000/- divided into 3,53,85,200 Shares of Rs. 10/- each.

RESOLVED FURTHER THAT Board of Directors of the Company, Company Secretary, be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard and to take requisite actions including carrying out Corporate Action in this regard.”

The Chairman put the above Resolution to vote and on a show of hands declared the Resolution carried unanimously.

2. **Approval for making of investments by the Company under Section 186 of the Companies Act, 2013**

The Chairman moved the resolution in respect of Item No. 2 of the Notice i.e. approval for making of investments by the Company under Section 186 of the Companies Act, 2013.

The Members were requested to propose and second the resolution.

Ms. Parul Soni proposed and Mr. Mandar Joshi seconded the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 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 Members of the Company, be and is hereby accorded to the Board 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) or any other form(s) of loans/advances/ 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. 75 Crores (Rupees Seventy Five 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 approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) 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.”

The Chairman put the above Resolution to vote and on a show of hands declared the Resolution carried unanimously.

Vote of thanks

There being no other business, the Extra Ordinary General Meeting of the Company was concluded with a vote of thanks to the Chair.

Place: Mumbai

Date: 15/07/2025