

**TRANSCRIPT OF THE (2/2025-26) EXTRA ORDINARY GENERAL MEETING OF MAHINDRA SOLARIZE PRIVATE LIMITED HELD AT A SHORTER NOTICE THROUGH VIDEO CONFERENCING FACILITY / OTHER AUDIO VISUAL MEANS ("OAVM") ON WEDNESDAY, 15<sup>TH</sup> OCTOBER, 2025 AT 6.04 P.M. AT THE REGISTERED OFFICE OF THE COMPANY (DEEMED VENUE)**

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<b>Directors Present through Video Conferencing (VC) facility</b>	Ms. Ami Goda	Chairperson of the Meeting
	Mr. Rakesh Khaitan	Director
<b>Members Present through VC facility</b>	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. Nitika Rathi)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Sumeet Maheshwari (Represented by Mr. Mandar Joshi)	Member
	Mahindra Sustainable Energy Private Limited jointly with Ms. Anita Anant Halbe (Represented by Ms. Nitika Rathi)	Member
	Mahindra Sustainable Energy Private Limited jointly with Ms. Brijbala Mohanlal Batwal (Represented by Mr. Mandar Joshi)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Jignesh Ashok Parikh (Represented by Ms. Nitika Rathi)	Member
	Mahindra Sustainable Energy Private Limited jointly with Mr. Narayan Shankar (Represented by Mr. Mandar Joshi)	Member
<b>By Invitation through VC facility</b>	Mr. Ashish Saboo	Chief Financial Officer
	Mr. Shrirang Haldikar	Representative, M/s. Mukund M. Chitale &

		Co., Statutory Auditor
	Mr. Bharat Dhumal	Manager
	Ms. Ayushi Shah	Representative - Group Secretarial
	Mr. Mandar Joshi	Representatives - Susten Group Secretarial (Present at the venue of the meeting)
	Ms. Nitika Rathi	
	Ms. Payal Shah	Representative - Group Secretarial (Present at the venue of the meeting)
	Ms. Akshata A. Khanolkar	
	Ms. Dipu Pandey	Company Secretary (Present at the venue of the meeting)

### **Chairperson of the Meeting**

Ms. Ami Goda was elected as Chairperson of the meeting unanimously by the other directors of the Company. Thereafter, Ms. Ami Goda took the chair and welcomed the Members to the 2/2025-26 Extra Ordinary General Meeting ("EOGM") of the Company. The Meeting had been scheduled through VC on 15<sup>th</sup> October 2025 at 6.00 p.m. and commenced at 6.04 p.m.

### **Quorum**

The Chairperson with the assistance of the Company Secretary ascertained that the requisite quorum fixed for the EGM was present through VC and declared the Meeting open.

The Chairperson informed the Members that pursuant to the circular dated 8<sup>th</sup> April, 2020 read together with circulars dated 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023, 19<sup>th</sup> September, 2024 and 22<sup>nd</sup> September, 2025 of the Ministry of Corporate Affairs, the EGM 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 Chairperson informed that the Members that all Directors were present at the Meeting, except Ms. Isha Dalal, who could not attend the meeting due to preoccupation.

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 Chairperson confirmed that the Notice of the Extra Ordinary General Meeting was sent to the Members, Directors and Statutory Auditors vide e-mail on 15<sup>th</sup> October, 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 MEETING:**

### **1. Appointment of Mr. Rakesh Khaitan (DIN: 09671089) as a Director of the Company**

The Chairperson moved the resolution in respect of Item No. 1 of the Notice i.e. to appoint Mr. Rakesh Khaitan (DIN: 09671089) as a Director of the Company.

The Members were requested to propose and second the resolution.

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

**“RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Rakesh Khaitan (DIN: 09671089), who has been appointed by the Board of Directors as an Additional Director with effect from 26<sup>th</sup> August 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this 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, be appointed as a Director of the Company, liable to retire by rotation.”

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

### **2. Appointment of Mr. Avinash Rao (DIN: 08249182) as a Director of the Company**

The Chairperson moved the resolution in respect of Item No. 2 of the Notice i.e. to appoint Mr. Avinash Rao (DIN: 08249182) as a Director of the Company.

The Members were requested to propose and second the resolution.

Ms. Nitika Rathi proposed and Mr. Mandar Joshi seconded the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Avinash Rao (DIN: 08249182), who has been appointed by the Board of Directors as an Additional Director with effect from 15<sup>th</sup> October 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this 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, be appointed as a Director of the Company, liable to retire by rotation.”

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

### **3. Appointment of Mr. Bharat Dhumal as the Manager of the Company**

The Chairperson moved the resolution in respect of Item No. 3 of the Notice i.e. appointment of Mr. Bharat Dhumal as the Manager of the Company.

The Members were requested to propose and second the resolution.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Member(s) of the Company be and is hereby accorded to appoint Mr. Bharat Dhumal as the Manager and Key Managerial Personnel of the Company with effect from 15<sup>th</sup> October 2025 for a period of 5 years at a remuneration of up to Rs. 56,42,900/- per annum and on such other terms and conditions as approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded that where in any Financial Year during the currency of the tenure of the Manager, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Bharat Dhumal the above remuneration as the minimum remuneration for a period not exceeding 3 (three) years from the date of appointment or such other period as may be

statutorily permitted by way of salary, perquisites and other allowances and benefits subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

The Chairperson 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: 15/10/2025