

NOTICE

NOTICE is hereby given that (1/2020-21) EXTRA-ORDINARY GENERAL MEETING (EGM) of the members of MAHINDRA ELECTRIC MOBILITY LIMITED will be held on Thursday, 21st January, 2021 at 9.30 a.m. at a Shorter Notice through Video Conferencing (VC) facility to transact the following Special business.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 400,00,00,000 (Rupees Four Hundred crore) divided into 40,00,00,000 (Forty Crore) Equity Shares of Rs.10/- each to Rs. 10,00,00,00,000 (Rupees One Thousand Crore) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

“V. The Authorised Capital of the Company is Rs. 10,00,00,00,000/- divided into 100,00,00,000 equity shares of Rs. 10/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby 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 that may arise in this regard.”

Registered Office:

Mahindra Towers, Dr. GM Bhosale Marg,
P.K. Kurne Chowk, Worli, Mumbai-400018
Ph : +91 022-24901441
CIN NO : U34101MH1996PLC325507

Mahindra Electric Mobility Ltd

Corporate Office: 8th Floor, Gold Hill Square Software Park
#690, Hosur Road, Bommanahalli, Bangalore – 560068
Ph : +91 80-46455555
www.mahindraelectric.com

Notes:

- (1) In view of the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020, September 28, 2020 and 31st December, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Extra-Ordinary General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (“the Act’), the EGM of the Company is being held through VC.
- (2) Pursuant to the provisions of the Companies Act, 2013, generally, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. In line with the MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM as it is being held through Video Conferencing. However, the Corporate members are entitled to appoint authorized representatives to attend the EGM through VC and participate thereat and cast their votes at the EGM. Corporate members intending to attend the meeting through their authorized representatives are requested to email to shah.jenny@mahindra.com, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (3) In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars, the EGM of the Company is being conducted through VC. 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 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- (4) The Members can join the EGM through the VC, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC will be made available to all the members of the Company.
- (5) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item of the notice is annexed.
- (6) A member shall be entitled to attend and vote either by show of hands if the Chairman allows or by sending their assent/dissent via email arora.rajesh@mahindra.com (“Designated email ID”) with copy marked to parikh.jignesh@mahindra.com and shah.jenny@mahindra.com, in case a poll is demanded.
- (7) The Company’s Registrar and Transfer Agents for its share registry work (Electronic) are Link Intime India Pvt. Ltd. having its office at C-3, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078.

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- (8) All documents referred to in the Notice as available for inspection will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the EGM i.e. 21st January, 2021. Members seeking to inspect the documents can send an email to shah.jenny@mahindra.com
- (9) Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (10) Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
- (11) Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Extraordinary General Meeting at a shorter notice. The form for providing the same is enclosed.
- (12) Instructions for members for attending the EGM through VC are as under:
- Members can join the Meeting by clicking on the link provided in the email containing this Notice convening the (1/2020-21) Extra Ordinary General Meeting of the Shareholders.
 - Members who need IT assistance before or during the EGM can contact Mr. Rohit Mujumadar on 7718873412.

By Order of the Board
For Mahindra Electric Mobility Limited

Jignesh Parikh
Company Secretary
ACS 20413

Place: Mumbai

Date: January 11, 2021

Registered Office:

Mahindra Towers, Dr. G.M. Bhosale Marg,
P.K. Kurne Chowk, Worli, Mumbai – 400 018.

CIN: U34101MH1996PLC325507

Email Id: parikh.jignesh@mahindra.com

Tel: +91 22 24901441

Fax: +91 22 22875485

Registered Office:

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED JANUARY 11, 2021.

The present Authorised Share Capital of the Company is Rs. 400,00,00,000 (Rupees Four Hundred crore) comprising of 40,00,00,000 (Forty crore) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 28th October, 2020, had accorded its approval for increasing the Authorised Share Capital from Rs. 400,00,00,000 (Rupees Four Hundred crore) to Rs. 10,00,00,00,000 (Rupees One Thousand Crore) by creation of 60,00,00,000 (Sixty Crore) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 400,00,00,000 (Rupees Four Hundred crore) to Rs. 10,00,00,00,000 (Rupees One Thousand Crore) by creation of 60,00,00,000 (Sixty Crore) additional equity share of Rs.10/- each ranking *paripassu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 8 to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

On the Order of the Board
For Mahindra Electric Mobility Limited

Jignesh Parikh
Company Secretary
ACS 20413

Place: Mumbai
Date: January 11, 2021

Registered Office:

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Consent by Members for Shorter Notice

(Pursuant to Section 101(1) of the Companies Act, 2013)

To,
The Board of Directors
Mahindra Electric Mobility Limited
Mahindra Towers, Dr. G.M. Bhosale Marg,
P.K. Kurne Chowk, Worli, Mumbai – 400 018.

Dear Sirs/Madam,

I, ____ shareholder of Mahindra Electric Mobility Limited hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 for transacting the business mentioned in the Notice of the (1/2020-21) Extra-Ordinary General Meeting of the members to be held on Thursday, 21st January, 2021 at a shorter notice.

Yours truly

For _____

Signature :

Name :

Designation :

Date :

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