

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF MAHINDRA MARINE PRIVATE LIMITED WILL BE HELD ON TUESDAY, 17TH JULY, 2018 AT 12.00 NOON AT 5TH FLOOR, B WING, RISE CONFERENCE ROOM, MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400 018 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon.
2. To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and on the recommendation of the Board of Directors the appointment of M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Firm Registration Number 105102W), as Statutory Auditors of the Company to hold office until the conclusion of the 11th Annual General Meeting of the Company, at a remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, including applicable taxes and reimbursement of all out-of-pocket expenses as may be incurred by them during the course of the audit, be and is hereby ratified.”

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on 22nd January, 2014 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, consent of the Company be accorded to the Board of Directors to borrow such sum or sums of monies in any manner from time to time at their discretion, for the purpose of the business of the Company, with or without security and upon such terms and conditions as they may think fit, which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the

ordinary course of business), may exceed at any time, the aggregate of the existing paid-up capital of the Company, free reserves and Securities Premium (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) on the terms and conditions as it may think fit;

RESOLVED FURTHER THAT in supersession of the Special Resolution passed by the Members of the Company at their Extra - Ordinary General Meeting held on 22nd January, 2014 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, consent of the Company be accorded to the Board of Directors to create mortgage and/ or charge and/ or hypothecation by whatever name called on all or any of the Assets, immovable and/or movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner and on such terms and conditions as the Board of Directors may think fit, in the course of business in favour of Banks/Lender(s) as the case may be to secure the borrowings in form of the Rupee Term Loans, Corporate Loans, Foreign Currency Loans, Non-convertible Debentures, Guarantees and/or Working Capital limits and any other form of loan of whatever nature up to a sum not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) in excess of the aggregate of the existing paid-up capital of the Company, free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose);

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any duly authorised Committee thereof, for the time being in force to exercise the powers conferred on the Board by these Resolutions) be and is hereby authorised to finalise documents for the purpose of aforesaid borrowings or for creation of mortgage and/or charge and/ or hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the Resolution."

**By Order of the Board of
Mahindra Marine Private Limited**

**Zhooben Bhiwandiwala
Director
DIN: 00110373**

Registered Office Address: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018, India.

CIN : U63032MH2008PTC186581

Email : malvankar.romali@mahindra.com

Contact No. : 022-24905623

Place: Mumbai

Date: 4th May, 2018

NOTES:

- (A) A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered/Corporate Office of the Company not less than forty-eight hours before the commencement of the Meeting.
- (B) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- (C) An Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
- (D) Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
- (E) Route map for venue of the meeting is enclosed.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the notice dated 4th May, 2018

ITEM NO. 3

The Members of the Company had at their Extra - Ordinary General Meeting held on 22nd January, 2014 by way of a Special Resolution, accorded its consent to the Board of Directors for borrowing monies up to Rs. 15 crores (Rupees Fifteen Crores only) (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the paid-up capital and free reserves of the Company and also to create mortgage and/or charge on the Assets, movable or immovable properties of the Company for the monies borrowed pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 read with the applicable rules made thereunder.

The aggregate of Company's paid up share capital, free reserves and securities premium as on 31st March, 2018 was Rs. 10.06 crores.

In order to meet the financial requirements of the Company, it is proposed to increase the borrowing limits of the Company from existing Rs. 15,00,00,000 (Rupees Fifteen Crores Only) to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) pursuant to the provisions of Section 180(1)(c) and also proposed to simultaneously create charges/mortgage/hypothecation etc., on the assets, movable and immovable properties, both present and future, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, to secure such enhanced borrowings, subject to the approval of the Members of the Company.

As per Section 180 (1)(c) of the Company Act, 2013, Special Resolutions has to be passed by the Members, if the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of Company's paid up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business).

Pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, special Resolution has to be passed, to sell, lease, dispose of the whole or substantially the whole of the undertaking of the Company which includes creation of charge/ mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders / trustees for the holders of debentures / bonds, to secure the repayment of monies borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business).

Consequently, pursuant to the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the approval of the members is sought for enhancing the borrowings limits of the Company upto Rs. 25 crores, in excess of the paid up share capital, free reserves and securities premium and to create charge / mortgage/ hypothecation, etc. on the Company's

assets, immovable and movable properties both present and future, to secure such borrowings.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested in the proposed Resolution.

**By Order of the Board of
Mahindra Marine Private Limited**

**Zhooben Bhiwandiwala
Director
DIN: 00110373**

Registered Office Address: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018, India.

CIN : U63032MH2008PTC186581

Email : malvankar.romali@mahindra.com

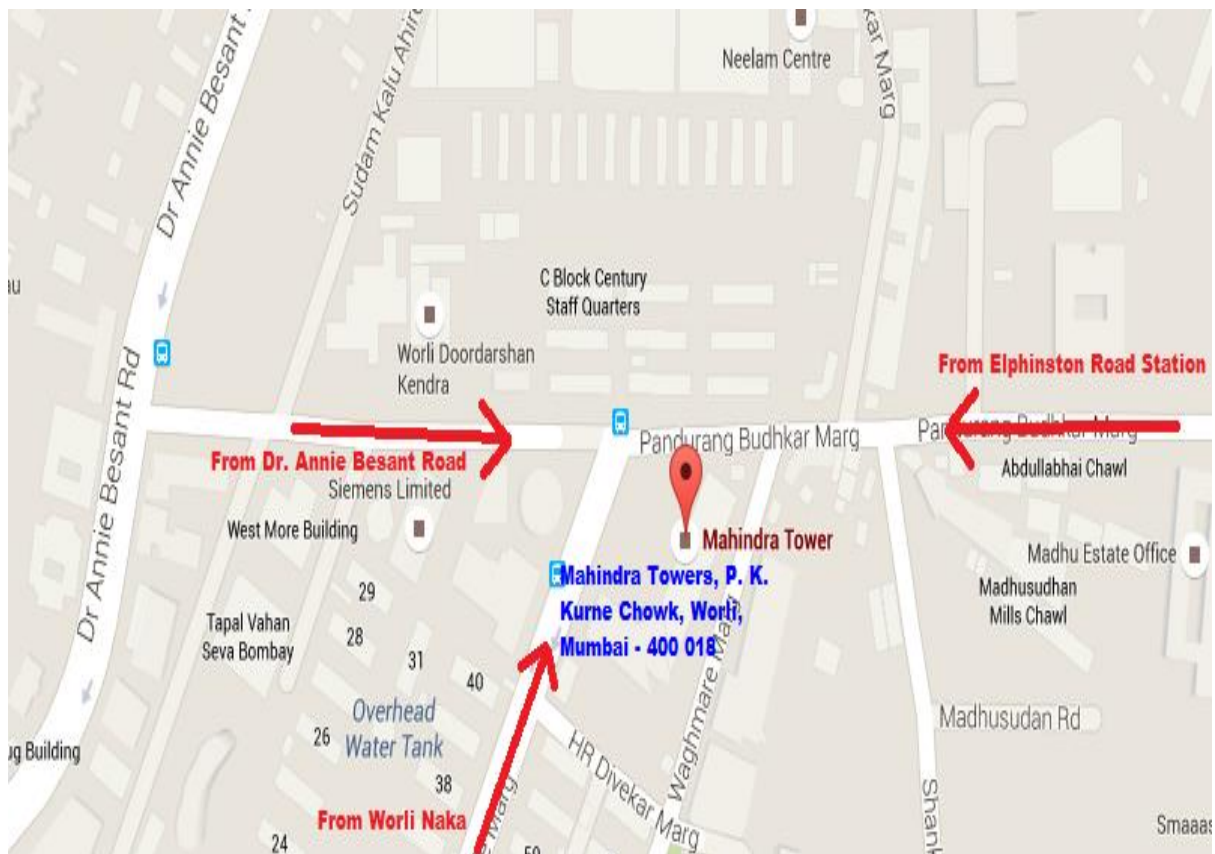
Contact No. : 022-24905623

Place: Mumbai

Date: 4th May, 2018

Venue:
5th Floor,
B Wing, Rise Conference Room,
Mahindra Towers,
P. K. Kurne Chowk,
Worli, Mumbai - 400018

Route Map



ATTENDANCE SLIP

Folio No. / DP ID Client ID No.		Name of Proxy:
Name & address of First named Member:		
Name of Joint Member(s), if any:		

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 10th Annual General Meeting of the Company being held on Tuesday, 17th July, 2018 at 12.00 Noon at 5th Floor, B Wing, Rise Conference Room, Mahindra Towers, Worli, Mumbai- 400018.

Signature of First holder/Proxy

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note (s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.



FORM NO. MGT-11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U63032MH2008PTC186581

Name of the Company: Mahindra Marine Private Limited

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli Mumbai - 400018

Name of the member(s) :

Registered address :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature:

or failing him,

2. Name: _____ E-mail Id: _____

Address: _____

Signature:

or failing him,

3. Name: _____ E-mail Id: _____

Address: _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Tuesday, 17th July, 2018 at 12.00 Noon at 5th Floor, B Wing, Mahindra Rise Conference Room, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai- 400018 and at any adjournment thereof in respect of such resolutions as are indicated below (for voting refer note no.3):

Resolution No.	Nature of Resolutions	For	Against
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2018, including the Audited Balance Sheet as at 31 st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon.		
2	To ratify appointment of M/s. B. K. Khare & Co., Chartered Accountants, (ICAI Registration Number 105102W), as the Statutory Auditors of the Company including their remuneration.		
3	Enhancement of the borrowing limits of the Company from existing Rs. 15 crores to Rs. 25 crores and to create charges/mortgage/hypothecation etc., on the assets, movable and immovable properties, both present and future, to secure such enhanced borrowings		

Affix Revenue Stamp

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
2. This form of Proxy, to be effective, should be completed, signed, stamped & deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.
3. It is optional to indicate your preference if you leave 'for' or 'against' column blank on all/ any resolutions your proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.