

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Mahindra Marine Private Limited (Formerly known as Mahindra Ocean Blue Marine Private Limited) will be held at shorter notice on Thursday, the 15th day of September, 2016, at 2.00 p.m. at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400018, to transact the following business:

SPECIAL BUSINESS

1. Increase in Authorised Share Capital

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, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the Authorised Share Capital of the Company be increased from Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 28,00,00,000 (Rupees Twenty Eight Crore) divided into 2,80,00,000 (Two Crore Eighty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 80,00,000 (Eighty lakhs) equity shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 8,00,00,000 (Rupees Eight Crore).”

2. Alteration of Capital Clause in Memorandum of Association

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V (a) of the Memorandum of Association of the Company with the following clause:

V(a) The Authorised Share Capital of the Company is Rs. 28,00,00,000 (Rupees Twenty Eight Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each with power to increase and/or reduce the capital of the Company.”

**By order of the Board
For Mahindra Marine Private Limited**

**Zhooben Bhiwandiwala
Director
DIN: 00110373**

Registered Office:

Mahindra Towers,
P. K. Kurne Chowk,
Worli, Mumbai - 400 018.

Date: 14th September, 2016

NOTES:

1. 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 Office of the Company not less than forty-eight hours before the commencement of the meeting. The Form of Proxy is attached.
2. An Explanatory Statement as required under section 102 of the Companies Act 2013 is annexed hereto and forms part of the Notice.
3. The particulars of the venue of the Meeting including route map and prominent land mark has been enclosed for easy location.
4. The documents referred to in the Notice shall be available for the inspection of the Members during the office hours on all working days.

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Items No. 1 & 2

The Company is in need of additional funds for the capital expansion/ working capital requirements. Hence, it is proposed to raise funds not exceeding Rs. 8 Crores by way of issue of 80,00,000 Equity Shares at par on Rights Basis to the existing shareholders of the Company.

Presently the Authorised Share Capital of the Company is Rs. 20,00,00,000 divided into 2,00,00,000 Equity Shares of shares of face value of Rs. 10/- each. In view of the proposed issue of 80,00,000 Equity Shares on Rights Basis aggregating to Rs. 8 crores, it is required to increase the Authorised Share Capital of the Company to Rs. 28,00,00,000 pursuant to provisions of Section 61 of the Companies Act, 2013 (the Act) and other applicable provisions of the Act or any statutory modification(s) thereof.

Consequently, Clause V (a) of the Memorandum of Association of the Company is required to be altered pursuant to the provisions of Section 13 of the Companies Act, 2013 ('the Act'). Section 13 read with Section 61 of the Act requires a Company to obtain the approval of the Shareholders for increase in Authorised Share Capital of the Company and alteration of Clause V (a) of Memorandum of Association by way of passing the Ordinary Resolutions as mentioned at Item No. 1 & 2 of the Notice.

A copy of Memorandum of Association of the Company is available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the Meeting and will be kept open at the place of the meeting during the continuation of the meeting.

The Directors recommend the Resolutions at Item No. 1 & 2 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Ordinary Resolution.

By order of the Board
For **Mahindra Marine Private Limited**

Zhooben Bhiwandiwala
Director
DIN: 00110373

Registered Office:

Mahindra Towers,
P. K. Kurne Chowk,
Worli,

Mumbai - 400 018

Date: 14th September, 2016

ATTENDANCE SHEET

I / We, of
....., being a member(s) of **Mahindra Marine Private Limited** hereby
register my/our presence at the Extra Ordinary General Meeting of the Company being held on
Thursday, 15th September, 2016 at 2.00 p.m. at the Registered Office of the Company at Mahindra
Towers, P. K. Kurne Chowk, Worli, Mumbai- 400 018.

L F No: -----

Signature (s) -----

Date: -----

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- 400 018.**

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 :
Address :

E-mail Id :
Signature :....., or failing him

2. Name :
Address :

E-mail Id :
Signature :....., or failing him

3. Name :
Address :

E-mail Id :
Signature :....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the **15th day of September, 2016 at 2.00 p.m. at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai- 400 018** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Increase in Authorised Share Capital of the Company from Rs. 20,00,00,000 to Rs. 28,00,00,000		
2.	Alteration of Capital Clause of the Memorandum of Association of the Company for increase in Authorised Share Capital of the Company		

Signed this day of..... 2016

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- *1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. 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.
3. This form of Proxy, to be effective, should be duly signed/stamped and deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Venue of the Extra Ordinary General Meeting:

**Mahindra Towers,
P. K. Kurne Chowk,
Worli,
Mumbai- 400 018.**

Route Map

