

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MAHINDRA MARINE PRIVATE LIMITED WILL BE HELD ON MONDAY, 5TH AUGUST, 2019 AT 11:45 A.M. AT 5TH FLOOR, B WING, RISE CONFERENCE ROOM, MAHINDRA TOWERS, WORLI, MUMBAI - 400 018 AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Maintaining Company's Register of Members, etc. at the offices of Registrar and Share Transfer Agent in Mumbai in addition to the same being maintained at the Registered Office of the Company:

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

"RESOLVED THAT pursuant to the provisions of section 94 of the Companies Act, 2013 (the Act) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, for keeping the Register of Members together with the Index of Members and other security holders, if any, Register of Debenture Holders together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Act and copies of the Annual Returns under section 92 of the Act at the office premises of the Company's Registrar & Share Transfer Agents (R&T Agents) viz. Karvy Fintech Private Limited at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai, Maharashtra 400023 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018.

RESOLVED FURTHER THAT the 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 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."

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

**Ashwini Mhatre
Company Secretary
Membership No. A-47157**

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

CIN : U63032MH2008PTC186581
Email : malvankar.romali@mahindra.com
Website: : www.mahindraodyssea.com
Contact No. : 022-24905623

Place: Mumbai

Date: 1st August, 2019

NOTES:

1. An Explanatory Statement as required under section 102 of the Companies Act 2013 is annexed hereto and forms part of the Notice.
2. The notice of the Extra-Ordinary General Meeting (EGM) along with the Explanatory Statement is also available on website at <http://www.mahindraodyssea.com> till the conclusion of the EGM.
3. 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.
4. 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature of the representative authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. The Consent of the members as required in terms of the provisions of the Sections 101 of the Companies Act, 2013 read with Clause 1.2.7 of Secretarial Standards - 2 on General Meetings is enclosed.
7. 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.
8. Members are requested to update their change in contact details including email address and Bank details, if any.
9. Route map for venue of the meeting is provided hereinbelow.

Venue: 5th Floor, B Wing, Rise Conference Room, Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai – 400 018.



EXPLANATORY STATEMENT ANNEXED TO THE NOTICE DATED 1ST AUGUST, 2019 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company had offered demat facility to its Members by admitting its securities with National Securities Depository Limited (NSDL) under the International Securities Identification Number INE997W01013 and has obtained electronic connectivity with Karvy Fintech Private Limited (Karvy), the Registrar & Transfer Agent of the Company.

In view of the above, the Register of Members together with the Index of Members, and other security holders, if any, the Register of Debenture Holders together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Act and copies of the Annual Return under section 92 of the Companies Act, 2013 (the Act) are proposed to be kept at the office premises of the Company's R&T viz. Karvy at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai, Maharashtra 400023 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018.

As per Section 94 of the Companies Act, 2013, the approval of Members by way of Special Resolution is required, for keeping the Register of Members together with Index of Members and other security holders, if any, Register of Debenture Holders together with Index of Debenture Holders and other security holders, if any and copies of the Annual Return at a place in India other than the registered office of the Company in which more than one-tenth of the total number of members entered in the Register of Members reside.

Accordingly, the approval of the Members is sought by way of special resolution for maintaining of the above records at the offices of Karvy in Mumbai as mentioned hereinabove in addition to the same being kept at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the above referred Special Resolution, except to the extent of their shareholding, if any, in the Company.

Your Directors recommend the Resolution for the approval of the Members as a Special Resolution.

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

**Ashwini Mhatre
Company Secretary
Membership No. A-47157**

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

CIN : U63032MH2008PTC186581

Email : malvankar.romali@mahindra.com

Website: : www.mahindraodyssea.com

Contact No. : 022-24905623

Place: Mumbai

Date: 1st August, 2019

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 Extra-Ordinary General Meeting of the Company being held on Monday, 5th August, 2019 at 11.45 a.m. at 5th Floor, B Wing, Rise Conference Room, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018 at shorter notice.

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: _____

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 Monday, 5th August, 2019 at 11.45 a.m. at
5th Floor, B Wing, Rise Conference Room, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai -400
018 at shorter notice and at any adjournment thereof in respect of such resolution as is indicated below,
(for voting refer note no.3):



Resolution No.	Nature of Resolution	For	Against
1.	Maintaining Company's Register of Members, etc. at the offices of Registrar and Share Transfer Agent in Mumbai in addition to the same being maintained at the Registered Office of the Company.		

Signed this _____ day of _____ 2019.

Signature of shareholder_____
Signature of Proxy holder(s)Affix
Revenue
Stamp

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 the resolution your proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.