



MERU MOBILITY TECH PRIVATE LIMITED
(Formerly Known as Meru Cab Company Private Limited)
Registered Office: F-17, 4th Floor, Pinnacle Business Park, Mahakali Caves Road,
Shanti Nagar, Andheri East Mumbai -400093
Tel. No. (022) 2490 5619
Fax No. (022) 2490 0833
Email: shah.jenny@mahindra.com
CIN: U63040MH2006PTC165959

NOTICE

NOTICE is hereby given that the **(1/2021-22) EXTRA-ORDINARY GENERAL MEETING (EGM)** of **MERU MOBILITY TECH PRIVATE LIMITED** will be held on Friday, 11th June, 2021 at 12.00 noon 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.

Adoption of new Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, replacement and substitution of the existing Articles of Association of the Company with the Articles of Association as submitted to this meeting, be and is hereby approved, and the substituted Articles be adopted as the Articles of Association of the Company.

FURTHER RESOLVED that approval of the Company be 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.”



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NOTES:

- A. 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 December 31, 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.
- B. Pursuant to the MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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.
- C. 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.
- D. The Members can join the EGM through 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.



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- E. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the item of the notice dated 9th June, 2021 is annexed hereto.
- F. 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 parikh.jignesh@mahindra.com ("Designated email ID") with copy marked (cc) to shah.jenny@mahindra.com, in case a poll is demanded.
- G. The Company's Registrar and Transfer Agents for its share registry work (Electronic) are Bigshare Services Pvt Ltd, E -2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400 072.
- H. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- I. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
- J. 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.
- K. 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. Members seeking to inspect documents can send an email to shah.jenny@mahindra.com.
- L. 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 EGM of the Shareholders.



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- b. Members who need IT assistance before or during the EGM can contact Mr. Rohit Mujumadar on 7718873412.

For and on behalf of Board

**Jignesh Parikh
Authorised Signatory**

Place: Mumbai

Date: 9th June, 2021

Registered Office:

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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The existing Articles of Association of the Company include clauses from the erstwhile Shareholders' Agreement which has now become redundant.

After the acquisition of equity shares of the Meru Travel Solutions Private Limited (MTSPL), Holding Company of the Company, from the other shareholders by Mahindra and Mahindra Limited (M&M) and redemption of Redeemable Optionally Convertible Non-Cumulative Preference Shares, MTSPL has become a wholly owned subsidiary of M&M w.e.f. 25th May, 2021.

The Articles of Association of the Company needs to be altered to delete all references to the erstwhile Shareholders' Agreement and capture all relevant articles required in the Articles of Association of a company under the Companies Act, 2013.

It is therefore proposed to adopt a new set of Articles by replacing / substituting the existing Articles of Association of the Company. The proposed new set of Articles of Association of the Company is available for inspection by the Members in electronic form as per note no. K mentioned above.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.



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The Board recommends the Special Resolution set out in this Notice for the approval by the members.

For and on behalf of Board

Jignesh Parikh
Authorised Signatory

Place: Mumbai

Date: 9th June, 2021

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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
Meru Mobility Tech Private Limited
Mahindra Towers, P.K. Kurne Chowk,
Mumbai-400 018

Dear Sirs/Madam,

I, ____ shareholder of Meru Mobility Tech Private Limited hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the **(1/2021-22)** Extra-Ordinary General Meeting of the members on Friday, 11th June, 2021 at 12.00 noon at a shorter notice.

Yours truly

For _____

Signature :

Name :

Designation :

Date :



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