



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 (1/2022-23) EXTRA-ORDINARY GENERAL MEETING (EGM) of MERU MOBILITY TECH PRIVATE LIMITED will be held on Monday, 16th May, 2022 at 4.30 p.m. at Shorter Notice through Video Conferencing (VC)/ Other Audio-Visual Means ("OAVM") facility to transact the following Special Businesses.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at F-17, 4th Floor, Pinnacle Business Park, Mahakali Caves Road, Shanti Nagar, Andheri East, Mumbai - 400 093 which shall be the deemed venue of the EGM.

1. To appoint Mr. Nikhil Sohoni (DIN: 06852639) as a Director 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 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Nikhil Sohoni (DIN: 06852639) who was appointed as an Additional Director with effect from 31st December, 2021, on the Board of the Company pursuant to provisions of section 161 of the Act and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation."



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2. To appoint Mr. Rampraveen Swaminathan (DIN: 01300682) as a Director 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 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Rampraveen Swaminathan (DIN: 01300682) who was appointed as an Additional Director with effect from 22nd February, 2022, on the Board of the Company pursuant to provisions of section 161 of the Act and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Mr. Yogesh Patel (DIN 08260173) as a Director 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 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Yogesh Patel (DIN 08260173), in respect of whom the Company has received a Notice in writing from a member pursuant to the provisions of section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”



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4. To appoint Mr. Sreenivas Pamidimukkala (DIN 09447924) as a Director 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 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Mr. Sreenivas Pamidimukkala (DIN 09447924), in respect of whom the Company has received a Notice in writing from a member pursuant to the provisions of section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

NOTES:

- A. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2022 (collectively referred to as “MCA Circulars”) permitted convening the Extra-ordinary General Meeting through VC/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/OAVM.
- 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.



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- 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.
- E. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the item nos. 1 to 4 of the notice dated 13th May, 2022 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 to 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.



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- K. All documents referred to in the Notice 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:
- i. Members can join the Meeting by clicking on the link provided in the email containing this notice convening the EGM of the Shareholders.
 - ii. Members who need IT assistance before or during the EGM can contact Mr. Rohit Mujumadar on 7718873412.

For and on behalf of the Board

Sd/-
Manaswini Goel
Director
DIN: 08142619

Place: Mumbai
Date: 13th May, 2022

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

ITEM NO. 1

Mr. Nikhil Sohoni was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 31st December, 2021 to hold office up to the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013.

The Company has received, pursuant to Section 160 of the Companies Act, 2013, notice in writing from a member proposing candidature of Mr. Nikhil Sohoni to the office of Director of the Company at this EGM.

Mr. Nikhil Sohoni has given his consent to act as Director of the Company and also confirmed that he is not disqualified from being appointed as a Director of the Company as per Section 164(2) of the Companies Act, 2013.

The brief profile of Mr. Nikhil Sohoni (DIN: 06852639) is as under:

Mr. Nikhil Sohoni joined Mahindra's in 1995 and has been with the Group for last 26 years. He has been through different roles in F&A including a stint as a CFO of Commercial Vehicle JV before taking over as Group Treasurer. Today as Group Treasurer, Mr. Sohoni is responsible for Liquidity/Cash Management, Working Capital Financing, Investments, Forex Risk / Hedging Strategy, Fund Raising, Credit Rating, Capital Structuring, Capex evaluation and Banking Relationship across Mahindra Group.

Mr. Sohoni is a Chartered Accountant and alumni of ICAI Treasury & Forex. He is a Fulbright Fellow and was awarded CII-Fulbright Fellowship for Leadership in Management. He has completed Global leadership Program from Tepper School of Business, Carnegie Mellon University, Pittsburgh, USA.

Mr. Sohoni has been a recipient of Business Standard Most Promising Future CFO (Large Corporates) as well as Adam Smith Treasury Award for Risk Management in Treasury.



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The following additional information as required under Secretarial Standard for General Meeting, other than qualification and experience which are given above, is provided in respect of Mr. Nikhil Sohoni (DIN: 06852639):

Age	54 years
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an Additional Director on the Board of Directors of the Company w.e.f. 31 st December, 2021. He shall be liable to retire by rotation. No remuneration will be paid to Mr. Nikhil Sohoni.
Date of first appointment on the Board	31 st December, 2021
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. Nikhil Sohoni is not related to any of the Directors and KMPs of the Company.
The number of Meetings of the Board attended during the year	2
Other Directorships, Membership/ Chairmanship of other Boards	<u>Details of other Directorships-</u> 1. Mahindra Fruits Private Limited 2. Mahindra Airways Limited 3. Mahindra Telephonics Integrated Systems Limited 4. Mahindra Aerospace Private Limited 5. Mahindra Defence Systems Limited 6. Mahindra Auto Steel Private Limited 7. Meru Travel Solutions Private Limited



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	<p>8. Mahindra MSTC Recycling Private Limited 9. Gippsaero Pty Ltd 10. Erkunt Traktor Sanayii Anonim Sirketi 11. Erkunt Sanayi Anonim Sirketi 12. PF Holdings B.V. 13. Mahindra Finance USA LLC 14. Mahindra Bangladesh Pvt. Ltd. 15. Ideal Finance Limited (Srilanka)</p> <p><u>Details of other Chairmanship and Memberships of Committee of other Boards:</u></p> <p><u>Mahindra Fruits Private Limited</u> Audit Committee - Member</p> <p><u>Mahindra Aerospace Private Limited</u> Corporate Social Responsibility Committee - Member</p> <p><u>Mahindra Defence Systems Limited</u> Corporate Social Responsibility Committee - Member</p> <p><u>Erkunt Traktor Sanayii Anonim Sirketi</u> Hedge Committee- Member</p> <p><u>Erkunt Sanyaii Anonim Sirketi</u> Hedge Committee- Member</p>
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The Board is of the view that Mr. Sohoni's knowledge and experience will be of immense benefit and value to the Company and recommends his appointment to the Members of the Company.



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Save and except Mr. Nikhil Sohoni and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at item no. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 1 of the Notice for the approval of the members.

ITEM NO. 2

Mr. Rampraveen Swaminathan (DIN: 01300682) was appointed as an Additional Director of the Company by the Board of Directors by a resolution passed by circulation w.e.f. 22nd February, 2022 to hold office up to the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 ("the Act").

The Company has received, pursuant to section 160 of the Act, a notice in writing from its Member signifying its intention to propose candidature of Mr. Rampraveen Swaminathan for the office of Director of the Company at this EGM.

Mr. Rampraveen Swaminathan has given his consent to act as Director of the Company and also confirmed that he is not disqualified from being appointed as a Director of the Company as per Section 164(2) of the Act.

The brief profile of Mr. Rampraveen Swaminathan is as under:

Mr. Rampraveen Swaminathan, Managing Director & CEO of Mahindra Logistics Limited, has two decades of global business leadership experience spanning the Automotive, Energy, and Paper sectors. He started his career with the Tata Group and his other stints include positions with Cummins Inc., International Paper Co., and Schneider Electric. His areas of expertise include strategy and planning, business management, international operations, and operations transformation.



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He holds an MBA degree in Finance and Strategy from TA Pai Management Institute, India, and a bachelors' degree in Commerce from the University of Bangalore. He is an alumnus of the Harvard Business School-Executive Strategy Program (2007).

He is a partner in SVP India, a strategic philanthropic organisation, and is on the Advisory Board of WWF-India. He was Chairman & Managing Director of International Paper APPM Ltd, a listed company.

The following additional information as required under Secretarial Standard for General Meeting, other than qualification and experience which is given above, is provided in respect of Mr. Rampraveen Swaminathan (DIN: 01300682):

Age	47 years
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an Additional Director on the Board of Directors of the Company w.e.f. 22 nd February, 2022. He shall be liable to retire by rotation. No remuneration will be paid to Mr. Swaminathan.
Date of first appointment on the Board	22 nd February, 2022
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. Rampraveen Swaminathan is not related to any of the Directors and KMPs of the Company.
The number of Meetings of the Board attended during the year	1



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Other Directorships, Membership/ Chairmanship of other Boards	<p><u>Details of other Directorships:</u></p> <ol style="list-style-type: none">1. Mahindra Logistics Limited2. Lords Freight (India) Private Limited3. Dodla Dairy Limited4. Zipzap Logistics Private Limited <p><u>Details of other Chairmanship and Memberships of Committee of other Boards:</u></p> <p><u>Mahindra Logistics Limited</u></p> <ol style="list-style-type: none">1 Risk management Committee - Member2 Investment Committee - Member3 Corporate Social Responsibility Committee- Member <p><u>Lords Freight (India) Private Limited</u></p> <ol style="list-style-type: none">1 Nomination and Remuneration Committee - Member2 Audit Committee - Member <p><u>Dodla Dairy Limited</u></p> <ol style="list-style-type: none">1 Nomination and Remuneration Committee - Chairman2 Audit Committee - Member3 IPO Committee - Member
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The Board is of the view that Mr. Rampraveen Swaminathan's knowledge and experience will be of immense benefit and value to the Company and recommends his appointment to the Members of the Company.



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Save and except Mr. Rampraveen Swaminathan and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at item no. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 2 of the Notice for the approval of the members.

Item No. 3

The Board of Directors vide circular resolution passed on 13th May, 2022 has recommended the appointment of Mr. Yogesh Patel as a Director of the Company.

The Company has received, pursuant to Section 160 of the Companies Act, 2013, a notice in writing from a member proposing candidature of Mr. Yogesh Patel (DIN 08260173) to the office of Director of the Company.

Mr. Yogesh Patel has given his consent to act as a Director of the Company and also confirmed that he is not disqualified from being appointed as a Director of the Company as per Section 164(2) of the Companies Act, 2013.

The brief profile of Mr. Yogesh Patel is as under:

Mr. Yogesh Patel is a fellow member of the Institute of Chartered Accountants of India and with over 20 years of experience across various finance functions specifically financial planning, controllership, pricing & commercial structuring, procurement, legal, treasury & fund management, and compliance.

Mr. Yogesh Patel has experience of working in tech companies like IBM and Wipro and is currently the Chief Financial Officer of Mahindra Logistics Limited, Holding Company ("MLL") and is also designated as the Compliance Officer of MLL under the SEBI (Prohibition of Insider Trading) Regulations, 2015.



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The following additional information as required under Secretarial Standard for General Meeting, other than qualification and experience which are given above, is provided in respect of Mr. Yogesh Patel (DIN 08260173):

Age	48 years
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	He shall be liable to retire by rotation. No remuneration will be paid to Mr. Yogesh Patel.
Date of first appointment on the Board	Not Applicable
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. Yogesh Patel is not related to any of the Directors and KMPs of the Company.
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership/ Chairmanship of other Boards	<u>Details of other Directorships-</u> 1 2 x 2 Logistics Private Limited 2 Zipzap Logistics Private Limited <u>Details of other Chairmanship and Memberships of Committee of other Boards: NIL</u>



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The Board is of the view that Mr. Yogesh's knowledge and experience will be of immense benefit and value to the Company and recommends his appointment to the Members of the Company.

Save and except Mr. Yogesh Patel and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for the approval of the members.

Item No. 4

The Board of Directors vide circular resolution passed on 13th May, 2022 has recommended the appointment of Mr. Sreenivas Pamidimukkala as a Director of the Company.

The Company has received, pursuant to Section 160 of the Companies Act, 2013, a notice in writing from a member proposing candidature of Mr. Sreenivas Pamidimukkala (DIN 09447924), to the office of Director of the Company.

Mr. Sreenivas Pamidimukkala has given his consent to act as a Director of the Company and also confirmed that he is not disqualified from being appointed as a Director of the Company as per Section 164(2) of the Companies Act, 2013.

The brief profile of Mr. Sreenivas Pamidimukkala is as under:

Mr. Sreenivas Pamidimukkala has 26 years of experience in the field of IT. He has an extensive experience in major enterprise organizations directing IT Strategy, building system roadmaps, and leading and supporting implementation projects.

He possesses the ability to delivery results in time-sensitive environments, continually meeting and surpassing quality and productivity targets. He is skilled in leading teams, and projects to



Meru Mobility Tech Private Limited

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+91 22 4052 0100 | www.merucabs.com | CIN # U63040MH2006PTC165959



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deliver results in Digital Transformation, Application Implementation, Business Analytics and Process Automation.

In his most recent assignment, he was associated with International Co. as CIO for India Operations and International Paper APPM Limited. He is a MBA in International Business from Roosevelt University, Chicago and BE - Computer Science from Madras University.

The following additional information as required under Secretarial Standard for General Meeting, other than qualification and experience which are given above, is provided in respect of Mr. Sreenivas Pamidimukkala (DIN 09447924):

Age	53 years
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	He shall be liable to retire by rotation. No remuneration will be paid to Mr. Sreenivas Pamidimukkala.
Date of first appointment on the Board	Not Applicable
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. Sreenivas Pamidimukkala is not related to any of the Directors and KMPs of the Company.
The number of Meetings of the Board attended during the year	Not Applicable



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Other Directorships, Membership/ Chairmanship of other Boards	<u>Details of other Directorships-</u> NIL <u>Details of other Chairmanship and Memberships of Committee of other Boards:</u> NIL
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The Board is of the view that Mr. Sreenivas's knowledge and experience will be of immense benefit and value to the Company and recommends his appointment to the Members of the Company.

Save and except Mr. Sreenivas and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at item no. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for the approval of the members.

For and on Behalf of the Board

Sd/-
Manaswini Goel
Director
Din: 08142619

Place: Mumbai
Date: 13th May, 2022



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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
F-17, 4th Floor, Pinnacle Business Park,
Mahakali Caves Road,
Shanti Nagar, Andheri (E),
Mumbai - 400093.

Dear Sir/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 (1/2022-23) Extra-Ordinary General Meeting of the members on Monday, 16th May, 2022 at 4.30 p.m. at a shorter notice.

Yours truly

For _____

Signature :

Name :

Designation :

Date :



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