

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING (“AGM”) OF MLL MOBILITY PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 19 JULY 2023 AT 1.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) FACILITY / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE CONDUCTED AT 10TH FLOOR, ARENA SPACE, NEAR MAJAS BUS DEPOT, JOGESHWARI VIKHROLI LINK ROAD, JOGESHWARI (EAST), MUMBAI – 400 060 WHICH SHALL BE THE DEEMED VENUE OF THE AGM

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31 March 2023 and Reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 and the reports of the Board of Directors and the Statutory Auditor thereon as circulated to the Members and laid at this Annual General Meeting of the Company, be and are hereby received, considered and adopted.”

- 2. To appoint Mr. Sreenivas Pamidimukkala (DIN: 09447924), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sreenivas Pamidimukkala (DIN: 09447924), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.”

**By Order of the Board of Directors
For MLL Mobility Private Limited**

**Sd/-
Rampraveen Swaminathan
Director
DIN: 01300682**

Registered Office:

Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai – 400018
CIN: U63040MH2006PTC165959
Tel no.: 022-2490 1441
Email: enquires-ml@mahindra.com
Website: www.meru.in
Mumbai, 19 April, 2023

NOTES AND SHAREHOLDERS INFORMATION:**1. Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or any Other Audio-Visual Means (“OAVM”):**

The Ministry of Corporate Affairs (“MCA”) has, vide its circular no. 10/2022 dated 28 December 2022 read with Circular Nos. 20/2020, 17/2020 and 14/2020 dated 5 May 2020, 13 April 2020 and 8 April 2020, respectively (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the said MCA Circulars, the Company will be conducting this AGM through VC/OAVM (“VC Facility”) to transact the businesses set out in this notice of AGM.

The AGM being conducted through VC Facility shall be deemed to be convened at Arena Space, 10th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari (East), Mumbai – 400 060, as stated in the Notice of the AGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. Dispatch of Notice and Annual Report through electronic means:

Pursuant to Sections 101 and 136 of the Companies Act, 2013 (“Act”) read with rules framed thereunder (as amended from time to time) and in compliance with the said MCA Circulars, the Notice of the AGM along with the Annual Audited Financial Statements for the financial year 2022-23 together with the Reports of the Board of Directors and the Statutory Auditor and other documents required to be attached therewith), is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/the Depository Participants.

3. Instructions for Members for attending the AGM through VC Facility:

- i. The Company is providing a two-way VC facility for attending the AGM via Microsoft Teams platform.
- ii. The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e., from 1:15 p.m. (IST) on Wednesday, 19 July 2023 and will be open throughout the proceeding of the AGM.
- iii. Members may note that the VC Facility made available by the Company allows participation for all the Members of the Company.
- iv. Members are encouraged to join the AGM through laptops/desktops with front camera and good speed internet connection to avoid any disturbance during the AGM and have a seamless experience.
- v. Please note that Members connecting from their mobile devices or tablets or through laptop/desktops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
- vi. We request Members to submit questions/queries, if any with regard to the Financial Statements or other agenda items to be placed at the AGM at least seven days in advance of the AGM at designated email id - khanna.ruchie@mahindra.com / snehil.nikita2@mahindra.com so as to enable the Board/ Management to respond suitably. Members can also pose questions/queries concurrently during the course of the AGM.
- vii. To attend the AGM of the Company through VC facility, Members shall log-on to the link provided in the e-mail by which this Notice is being sent and follow the procedure mentioned below:
 - a. The AGM meeting link will appear as a Calendar Invite on your registered e-mail Id.

- b. Click and select - **Join Teams Meeting** to join the AGM. Members can join through any web browser or through Microsoft Teams Application.
- c. You have two choices: (a) Download the Windows app: Download the Teams app.
(b) Join on the web instead: Join a Teams meeting on the web.
- d. Type in your name and turn-on the Camera and Microphone before joining the AGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what's behind you.
- e. Select **Join now**.
- f. You will now enter the meeting, through the lobby admission.

The step-by step procedure for participation with screenshots is being sent along with this Notice.

Members who need any technical or other assistance before or during the AGM, can connect with the technical team at ml-ithelpdesk@mahindra.com or contact IT Helpdesk at +91 89999 58039.

4. Quorum:

Members attending the AGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Manner of Voting at the AGM:

All the agenda items proposed to be transacted at this AGM will be put up for voting by show of hands for Members to provide their votes (assent/dissent) thereon. Members may also communicate their votes (assent/dissent) on the proposals by sending an e-mail to khanna.ruchie@mahindra.com with CC to snehil.nikita2@mahindra.com ("Designated email IDs"), prior to the AGM, from their e-mail address registered with the Company/Depository Participant quoting their folio no./DP-ID and Client ID, number of shares held and self-attested PAN card copy.

In case Poll is demanded at the AGM:

If during the AGM, a poll on any matter proposed to be transacted at the AGM is required or demanded under Section 109 and other applicable provisions of the Act read with rules framed thereunder the same shall be conducted in compliance with the said provisions of the Act and the said MCA circulars electronically. Members shall cast their votes on resolutions on poll only through their e-mail address registered with the Company/Depository Participant by sending an e-mail quoting their folio no./DP-ID Client ID, number of shares along with self-attested PAN card copy to the Company's Designated e-mail IDs.

The Resolutions shall be deemed to be passed at Arena Space, 10th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari (East), Mumbai – 400 060 on the date of the AGM, i.e. on Wednesday, 19 July 2023 subject to receipt of the requisite number of votes in favour of the Resolutions.

6. Explanatory Statement:

There is no proposed item on Special Business and hence, there is no requirement of the Explanatory Statement under Section 102 of the Act.

None of the other Directors and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 1 of the Notice. The Company does not have any Key Managerial Personnel.

The Board recommends passing of the Ordinary Resolutions as set out in Item No. 1 of the accompanying Notice for approval by the Members of the Company.

7. Additional information of Director seeking re-appointment:

Information with respect to Item No. 2 of this Notice as required under clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, is furnished as Annexure A and should be taken and read as part of this Notice.

8. Proxy Form:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since this AGM is being held through VC Facility pursuant to the applicable MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.

9. Attendance Slip:

Since this AGM is being held through VC Facility and physical attendance of Members has been dispensed with, the Attendance Slip is not annexed to this Notice.

10. Corporate Representations:

Corporate Members are encouraged to attend the AGM through their Authorized Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, Corporate Members (i.e. Members other than Individuals, HUF, NRIs, etc.) are requested to send a certified true copy of the Board Resolution/Authority letter authorising their representative(s) to attend and vote at the AGM on their behalf, to the Company at the Designated email IDs.

11. Registrar and Share Transfer Agent (“RTA”):

The Company’s RTA for its share registry work is Bigshare Services Private Limited. For any queries relating to shares of the Company, other correspondence, Shareholders can reach out to the RTA of the Company at details given hereinbelow:

Unit: MLL MOBILITY PRIVATE LIMITED
Bigshare Services Private Limited
Office No S6-2 | 6th floor Pinnacle Business Park
Next to Ahura Centre | Mahakali Caves Road | Andheri (East)
Mumbai – 400093 | Maharashtra | India.
Tel: 022 - 6263 8200
e-mail: investor@bigshareonline.com
Website: www.bigshareonline.com

12. Transfer of securities permitted only in demat mode:

Pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, effective 2 October 2018 securities of an unlisted public company can be transferred only in dematerialized form. The ISIN of the Company is INE456V01012.

13. Nomination Facility:

Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility/update registered nominations are requested to contact their Depository Participants.

14. Unpaid and Unclaimed Dividend:

There is no unpaid and unclaimed Dividend and no shares on which dividend has not been paid or claimed for seven consecutive years or more which has been transferred during the financial year 2022-23 or is due to be transferred to the Investor Education and Protection Fund (“IEPF”) during the financial year 2023-24 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time.

15. Inspection of Statutory Registers/documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Memorandum and Articles of Association of the Company and other relevant documents referred to in this Notice of AGM and Explanatory Statement will be made available for inspection electronically on all working days of the Company between 11:00 a.m. and 1:00 p.m. (IST) from the date of circulation of this Notice up to the date of AGM i.e. Wednesday, 19 July 2023 and during the AGM. Members seeking to inspect such documents can send an e-mail request with details of their DP ID and Client ID/Folio No. to Company’s Designated email IDs.

16. Green Initiative:

To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

Members are also advised to:

- a. keep their KYC, PAN, E-mail address, Bank account details, contact details, mobile number updated with the RTA/their Depository Participant (“DP”);
- b. quote Folio No. and/or DP ID and Client ID in all correspondences with the Company/the RTA;
- c. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
- d. to exercise due diligence to prevent fraudulent transactions and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

17. Transcript of the AGM

The transcript of the AGM shall be made available on the website of the Company at www.meru.in.

**By Order of the Board of Directors
For MLL Mobility Private Limited
Sd/-
Rampraveen Swaminathan
Director
DIN: 01300682**

Registered Office:

Mahindra Towers, P. K. Kurne Chowk,
Dr. G M Bhosale Marg, Worli, Mumbai – 400018
CIN: U63040MH2006PTC165959
Tel no.: 022 2490 1441
Email: enquires-ml@mahindra.com
Website: www.meru.in
Mumbai, 19 April, 2023

ANNEXURE A

ADDITIONAL INFORMATION WITH RESPECT TO ORDINARY BUSINESS AS SET OUT IN ITEM NO. 2 OF THE AGM NOTICE

Details of Director seeking approval for re-appointment at the 17th AGM pursuant to Secretarial Standard – 2 (“SS-1”) on General Meetings issued by the Institute of Company Secretaries of India

ITEM NO. 2

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Sreenivas Pamidimukkala (DIN: 09447924) Director, retire by rotation at the 17th AGM. The Board of Directors of the Company has recommended his re-appointment as set out in the ordinary resolution at item no. 2 .

Mr. Sreenivas Pamidimukkala is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act read with applicable rules made thereunder and has given his consent to act as a Non-Executive Director of the Company.

Disclosures and details of re-appointment of Mr. Sreenivas Pamidimukkala as stipulated under the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided hereunder and should be taken and read as part of the Notice.

<i>Name of Director</i>	Mr. Sreenivas Pamidimukkala
<i>Director Identification Number (DIN)</i>	09447924
<i>Nationality</i>	Indian
<i>Date of first appointment on the Board</i>	16 May 2022
<i>Tenure with the Company (as on 19 April 2023)</i>	11 months
<i>Age (as on 19 April 2023)</i>	54 years
<i>Capacity/Position</i>	Non-Executive Director
<i>Brief Resume, Nature of Expertise and Experience</i>	<p>Mr. Sreenivas Pamidimukkala has 27 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.</p> <p>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 deliver results in Digital Transformation, Application Implementation, Business Analytics and Process Automation.</p> <p>Mr. Sreenivas Pamidimukkala is the Chief Technology Officer of Mahindra Logistics Limited and prior to which he was associated with International Co. as CIO for India Operations and International Paper APPM Limited.</p>
<i>Qualifications</i>	He holds the degree of MBA in International Business from Roosevelt University, Chicago and BE - Computer Science from Madras University.

<i>List of Directorships in other companies (as on the date of this Notice)</i>	<ol style="list-style-type: none"> 1 MLL Express Services Private Limited, 2 V-Link Automotive Services Private Limited, 3 V-Link Fleet Solutions Private Limited
Chairman or Membership positions held in the Committees of the Boards of companies in which he is a Director and other body corporates	
1. Audit Committee	Nil
2. Nomination and Remuneration Committee	
3. Risk Management Committee	
4. Corporate Social Responsibility Committee	
5. Other Committees	
<i>Number of shares held in the Company including shareholding directly or as a beneficial owner as on the date of AGM Notice</i>	Nil
<i>Last drawn remuneration from the Company</i>	Nil
<i>Terms and Conditions of Re-appointment</i>	It is proposed to re-appoint Mr. Sreenivas Pamidimukkala as a Director (Non-Executive) of the Company, liable to retire by rotation pursuant to the provisions of the Act.
<i>Details of remuneration sought to be paid</i>	Nil
<i>Number of meetings attended during financial year 2022-23</i>	Attended all Board Meetings (i.e., 6 Board Meetings) held after his date of appointment during financial year 2022-23
<i>Relationship with other Directors/Key Managerial Personnel ("KMP")/Manager</i>	He is not related, directly or indirectly, to any other Director of the Company. The Company does not have any KMP or Manager.

Mr. Sreenivas Pamidimukkala is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment.

The Company is a wholly-owned subsidiary of Mahindra Logistics Limited and hence, there is no shareholding of any relatives of Mr. Sreenivas Pamidimukkala in the Company.

Save and except the above, none of the other Directors and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice. The Company does not have any Key Managerial Personnel or Manager.
