

MLL MOBILITY PRIVATE LIMITED

(formerly known as "Meru Mobility Tech Private Limited")

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai, Maharashtra – 400018

Corporate Office: 10th & 11th Floor, Arena Space, Near Majas Bus Depot, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060

Tel: +91 22 6836 7900; **Email:** info@meru.in; **Website:** www.meru.in

CIN: U63040MH2006PTC165959

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 2/2022-23 EXTRAORDINARY GENERAL MEETING ("EGM") OF MLL MOBILITY PRIVATE LIMITED IS SCHEDULED TO BE HELD ON FRIDAY, 7 OCTOBER 2022 AT 2:00 P.M. (IST) AT SHORTER NOTICE THROUGH VIDEO CONFERENCING ("VC") FACILITY / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS.

THE PROCEEDINGS OF THE EGM 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 EGM.

SPECIAL BUSINESS:

- 1. To consider and approve increase in Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of section 61 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded for increase in the authorised share capital of the Company from Rs. 25,00,000/- (Rupees Twenty-Five Lakhs Only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs 10/- (Rupees Ten Only) each to Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of section 13 of the Act and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to alter Clause V(a) of the Memorandum of Association of the Company, by substituting in its place and stead the following:

"V. (a) The Authorized Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect

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to this Resolution, to sign and execute all deeds, agreements, contracts, applications, documents, papers, forms, and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard, and to delegate all or any of its powers conferred by this Resolution to any Director(s) or to any Committee(s) of the Board and/or any or Officer(s) and/or representatives of the Company as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-

Yogesh Patel

Director

DIN: 08260173

Registered Office:

Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai – 400018

CIN: U63040MH2006PTC165959

Tel no.: 022-6836 7900

Email: khanna.ruchie@mahindra.com

Website: www.meru.in

Mumbai, 26 September 2022

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NOTES AND SHAREHOLDERS INFORMATION:

1. **Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") or any Other Audio-Visual Means ("OAVM"):**

The Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 3/2022 dated 5 May 2022 read with Circular Nos. 17/2020 and 14/2020, dated 13 April 2020 and 8 April 2020 respectively, (collectively referred to as "MCA Circulars") permitted the holding of the EGM 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 EGM through VC/OAVM ("VC Facility") to transact the special business set out in this notice of EGM.

The EGM being conducted through VC Facility shall be deemed to be convened at 10th Floor, Arena Space, Near Majas Bus Depot, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060, as stated in the Notice of the EGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. **Proxy Form:**

PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM is being held through VC Facility pursuant to the 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 EGM and hence the Proxy Form is not annexed to this Notice.

3. **Dispatch of Notice through electronic means:**

Pursuant to Section 101 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 EGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company/the Depository Participants.

Members may note that the Notice of EGM is made available on the Company's website at <https://www.meru.in/companylaw>

4. **Instructions for Members for attending the EGM through VC Facility:**

- i. The Company is providing a two-way VC facility for attending the EGM via Microsoft Teams platform.
- ii. The video streaming link of the EGM will be kept open for the Members to join 15 minutes before the time scheduled to start the EGM i.e. from 1:45 p.m. (IST) on Friday, 7 October 2022 and will be open throughout the proceeding of the EGM.
- 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 EGM through laptops/desktops with front camera and good speed internet connection to avoid any disturbance during the EGM and have a seamless experience.

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- 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.

Members may submit their questions/queries, with regard to agenda item to be placed at the EGM (at least 24 hours in advance) at designated email id – jain.sheelal2@mahindra.com / naik.supriya@mahindra.com so as to enable the Board/Management to respond suitably. Members can also pose questions/queries concurrently during the course of the EGM.

- vi. To attend the EGM 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:
- The EGM meeting link received on your registered e-mail Id.
 - Click and select - **Join Teams Meeting** to join the EGM. Members can join through any web browser or through Microsoft Teams Application.
 - 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.
 - Type in your name and turn-on the Camera and Microphone before joining the EGM. 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.
 - Select **Join now**.
 - 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 EGM, can connect with the technical team at ml-ithelpdesk@mahindra.com or ml-sdcoordinator@mahindra.com or contact IT Helpdesk at +91 89999 58039 / +91 83691 56078.

5. **Quorum:**

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

6. **Manner of Voting at the EGM:**

The agenda item proposed to be transacted at this EGM 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 proposal by sending an e-mail to jain.sheelal2@mahindra.com with CC to naik.supriya@mahindra.com ("Designated email IDs"), prior to the EGM, 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 EGM:

If during the EGM, a poll on the matter proposed to be transacted at the EGM 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 MCA circulars electronically.

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Members shall cast their votes on resolution 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 Resolution shall be deemed to be passed at 10th Floor, Arena Space, Near Majas Bus Depot, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060 on the date of the EGM, i.e. on Friday, 7 October 2022 subject to receipt of the requisite number of votes in favour of the Resolution.

7. Explanatory Statement:

The Explanatory Statement under Section 102 of the Act pertaining to the proposed item of Special Business setting out the material facts, objectives, implications etc. is annexed herewith for consideration and forms part of this Notice.

The Board of Directors considers Special Business at Item No. 1 of the Notice as unavoidable in nature, hence the same is being placed for approval of the Shareholders through VC Facility.

8. Attendance Slip:

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

9. Corporate Representations:

Corporate Members are encouraged to attend the EGM 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 EGM on their behalf, to the Company at the Designated email IDs.

10. 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
(Formerly known as Meru Mobility Tech 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

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11. 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.

12. Inspection of Statutory Registers/documents:

Relevant statutory registers and documents referred to in this Notice of EGM 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 EGM i.e. Friday, 7 October 2022 and during the EGM. 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.

13. 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. 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.

14. Transcript of the EGM:

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

15. Shorter Consent Notice:

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, for calling and convening this EGM at shorter notice is requested.

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

**Sd/-
Yogesh Patel
Director
DIN: 08260173**

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Mumbai, 26 September 2022

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement setting out all material facts relating to the Special Business at Item No. 1 mentioned in the accompanying Notice, should be taken as forming part of this Notice.

Item No. 1

To consider and approve increase in Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

The Board of Directors of the Company had, at its meeting held on 26 September 2022, in line with the growth strategy of the Company and to further strengthen the multi-service line business of the Company, approved purchase and acquisition of the Enterprise Mobility Business from Mahindra Logistics Limited ("MLL"), Holding Company of the Company, on slump exchange basis, as a going concern, for consideration of Rs. 36.12 crore to be discharged by the Company by way of issue of 2,87,204 equity shares of the Company.

The present authorised share capital of the Company is Rs. 25,00,000/- (Rupees Twenty-Five Lakhs Only) divided into 2,50,000 (Two Lakhs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each, which may not be sufficient to accommodate the consideration for the purchase of the EM business as aforesaid.

Accordingly, it is proposed to increase the authorised share capital of the Company, from Rs 25,00,000/- (Rupees Twenty-Five Lakhs Only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs 10/- (Rupees Ten Only) each to Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each, by creation of by 2,50,000 (Two Lakhs Fifty Thousand) additional equity share of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequent to the increase in authorised share capital of the Company, the existing Clause V(a) of the Memorandum of Association of the Company will require amendment so as to reflect the increased authorised share capital. Hence it is proposed to alter Clause V(a) of the Memorandum of Association of the Company by substituting the following clause as Clause V(a) :

"V. (a) The Authorized Share Capital of the Company is Rs.50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting through ordinary resolution in terms of the provisions of the Companies Act 2013 and Rules framed thereunder.

The Board of Directors of the Company recommends passing of ordinary resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members.

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None of the Directors of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 1. The Company does not have any Key Managerial Personnel.

The Memorandum of Association will be open for inspection by the Members of the Company as per the instructions provided in Note No. 13 of this Notice. Members can request inspection of such documents by sending an e-mail to jain.sheetal2@mahindra.com / naik.supriya@mahindra.com.

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

**Sd/-
Yogesh Patel
Director
DIN: 08260173**

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Website: www.meru.in

Mumbai, 26 September 2022

**CONSENT BY THE SHAREHOLDERS FOR CONVENING GENERAL MEETING AT SHORTER NOTICE
[PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013]**

To,
The Board of Directors
MLL Mobility Private Limited ("the Company"),
(formerly known as Meru Mobility Tech Private Limited)
Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai – 400018

**Subject: Consent for holding the 2/2022-23 Extraordinary General Meeting of the Company at
Shorter Notice**

Dear Sirs,

I/We, _____, holding _____ Equity Shares of Rs. 10 each (representing ____%) in the Company, hereby give our consent, pursuant to Section 101 of the Companies Act, 2013, to hold the 2/2022-23 Extraordinary General Meeting ("EGM") of the Members of the Company at a shorter notice on Friday, 7 October 2022 at 1:30 p.m. (IST) through Video Conference/any other audio-visual means.

Name of Shareholder/Authorised Signatory:

Place:

Date: