

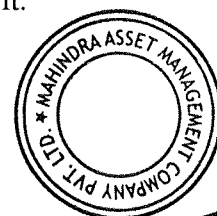
NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of **MAHINDRA ASSET MANAGEMENT COMPANY PRIVATE LIMITED** will be held at a shorter notice at 4.30 p.m. on Friday the 27th day of April, 2018, at 4th Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018, to transact the following Business:

1. 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 197 of the Companies Act, 2013 read with Schedule V, and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, if any, as may be required, approval of the Members be and is hereby accorded for the waiver of the recovery of excess remuneration of Rs. 144.94 lakhs paid to Mr. Ashutosh Bishnoi, the Managing Director & Chief Executive Officer (the MD & CEO), during the Financial Year 2017-18;

FURTHER RESOLVED THAT any one of the Directors of the Company or the Company Secretary be and is hereby singly authorized to make an application to the Central Government under the extant provisions of the Act and the Rules for the waiver of the excess remuneration so paid to the MD & CEO and in this regard sign / execute / certify, whether digitally or otherwise, all the necessary forms (including e-forms), declarations, resolutions, statements, affidavits or any other papers required in connection with making an application to the Central Government for waiver of excess remuneration paid to the MD & CEO, and to do and undertake all the other acts, matters and things as may be necessary, incidental or ancillary for executing the authority hereby granted, including but not limited to, appointing consultants, advocates, advisors, etc., determining the fees to be paid to them for their services, appearing / representing before the Central Government / Registrar of Companies / Ministry of Corporate Affairs / National Company Law Tribunal or any other authority, if and as may be required, and further delegating this authority to employees / officers / others by way of Powers Of Attorney or Letters Of Authority as may be deemed fit.”



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

“RESOLVED THAT in partial modification of the resolution passed by the Members at their Extraordinary General Meeting held on 17th October, 2016, and subject to the provisions of Sections 196, 197, 203, and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval be and is hereby accorded to the payment of remuneration to Mr. Ashutosh Bishnoi, Managing Director & Chief Executive Officer of the Company (hereinafter referred to as the MD & CEO) in the manner hereinafter mentioned:

Salary:

Name and Designation	Scale of Basic Salary	Period covered
Mr. Ashutosh Bishnoi Managing Director & Chief Executive Officer	In the scale of Rs. 3,50,000 to Rs. 6,50,000 per month.	1 st April, 2018 up to *11 th October, 2018.

*The last date of the existing tenure

The perquisites (including allowances) payable or allowable to Mr. Ashutosh Bishnoi shall be as follows:

Perquisites:

1. In addition to the salary, the MD & CEO shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, performance award, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company.



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The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

2. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
3. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
4. Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.
5. Total Remuneration (CTC) range: Rs. 2.00 crores to Rs. 3.50 crores per annum.

Provided that the remuneration payable to the MD & CEO (including the salary, perquisites, allowances, performance incentive, benefits and amenities) shall not exceed the limits laid down in section 197 of the Act read with Schedule V of the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Rules framed thereunder.

FURTHER RESOLVED THAT the terms and conditions of the appointment and the remuneration payable to the MD & CEO may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee and / or the Board, as they may in their discretion deem fit, within the above limits and subject to the limits laid down in section 197 of the Act read with Schedule V of the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Rules framed thereunder, and subject to the approval of the Central Government, if necessary / required, and subject to other requisite approvals, if any, being obtained.



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FURTHER RESOLVED THAT the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity, and leave encashment shall not be included in the computation of the ceiling on remuneration as specified in Section II and Section III of Part II of Schedule V of the Act.

FURTHER RESOLVED THAT the remuneration proposed for the MD & CEO shall be as per the 'Policy on Remuneration of Directors' of the Company.

FURTHER RESOLVED THAT any one of the Directors of the Company or the Company Secretary be and is hereby singly authorized to make an application to the Central Government, if required, under the extant provisions of the Act and the Rules for the payment of remuneration to the MD & CEO in excess, if any, of the limits prescribed therefor in section 197 of the Act read with schedule V, and in this regard sign / execute / certify, whether digitally or otherwise, all the necessary forms (including e-forms), declarations, resolutions, statements, affidavits or any other papers required in connection with making an application to the Central Government for payment of remuneration to the MD & CEO in excess of the prescribed limits, and to do and undertake all the other acts, matters and things as may be necessary, incidental or ancillary for executing the authority hereby granted, including but not limited to, appointing consultants, advocates, advisors etc., determining the fees to be paid to them for their services, appearing / representing before the Central Government / Registrar of Companies / Ministry of Corporate Affairs / National Company Law Tribunal or any other authority, if and as may be required, and further delegating this authority to employees / officers / others by way of Powers Of Attorney or Letters Of Authority as may be deemed fit."

NOTES:

- (1) An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of the items of the special business is annexed hereto.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.



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- (3) The instrument appointing a proxy must be deposited with the Company at its Registered Office before the time for holding the Meeting.

Registered Office:

"A" Wing, 4th Floor,
Mahindra Towers, 570 P.B. Marg,
P. K. Kurne Chowk, Worli
Mumbai - 400018.
CIN : U65900MH2013PTC244758
Tel. : 91 22 6652 6000 Fax: 91 22 2498 4170
E-mail: mamc@mahindra.com
Website: www.mahindramutualfund.com

Place : Mumbai
Date : 26th April, 2018

By Order of the Board
For Mahindra Asset Management
Company Private Limited



Ravi Dayma
Company Secretary



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Explanatory Statement as required under Section 102(1) of the Companies Act, 2013.

Item No. 1

- a) The Members, at their Extraordinary General Meeting held on 4th November, 2015, approved the appointment of Mr. Ashutosh Bishnoi as the Managing Director & Chief Executive Officer (hereinafter referred to as the MD & CEO) for a period of three years with effect from 12th October, 2015 i.e. upto 11th October, 2018, on the terms and conditions, including remuneration, approved by the Board, subject to the approval of the Central Government, as the remuneration proposed was in excess of the limits envisaged under the provisions of schedule V of the Companies Act, 2013 (the Act).
- b) An application was made to Central Government and Central Government vide its order dated 21st June, 2016, granted approval for payment to the MD & CEO for a period of 3 years with effect from 12th October, 2015 to 11th October, 2018 for a total amount of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lac only) per annum, for the period of 3 years mentioned above.
- c) However, Ministry of Corporate Affairs, vide its notification no. S.O. 2922(E) 12th September, 2016, replaced section II of part II of Schedule V, whereby in case of a managerial person who is functioning in a professional capacity, no approval of Central Government is required, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialised knowledge in the field in which the company operates.
- d) The MD & CEO satisfied the conditions mentioned above as a 'managerial person functioning in professional capacity' and hence the Members, upon the recommendation / approval by the Nomination and Remuneration Committee and the Board of Directors, revised the remuneration of the MD & CEO vide the Special Resolution passed at their Meeting held on 17th October, 2016.



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- e) However, the MD & CEO acquired shares in the Holding Company in February, 2018, thus becoming interested in the capital of the Holding Company. Consequently, the MD & CEO has ceased to satisfy one of the conditions as a 'managerial person functioning in professional capacity'. This has resulted in the remuneration paid to him during the financial year 2017-18, to exceed the limits mentioned in Clause (A) of Section II of Part II of the said Schedule VI. The total amount of remuneration paid to the MD & CEO for the Financial Year 2017-18 is Rs. 264.94 Lakhs. The Excess Remuneration paid is Rs. 144.94 lakhs.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 17th April, 2018 has approved the waiver of excess remuneration paid to the MD & CEO, as mentioned above, subject to the approval of the Members and the approval of Central Government, as may be required under the relevant provisions of the Act and Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Under the extant provisions of section 197 read with schedule V of the Act, approval of the Members by way of a Special Resolution is required for the waiver of any excess managerial remuneration paid and also the approval of Central Government is required therefor and hence the Resolution at item no. 1 of the Notice.

Till such time as the approval of the Central Government is received for the waiver of the excess remuneration paid, the MD & CEO will hold the excess amount paid in trust.

The Board of Directors recommends the passing of the Resolution at item no. 1 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except the MD & CEO and his relatives, are interested in passing of the Resolution at item no. 1 of the Notice.



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Item No. 2

The remuneration payable to the MD & CEO was revised by the Members at their Meeting held on 17th October, 2016. The MD & CEO received remuneration under (B) of Part II of Section II of Schedule V of the Companies Act, 2013 (the Act) as a 'managerial person functioning in professional capacity' as he satisfied the conditions prescribed therefor. However, upon the MD & CEO acquiring the interest in the capital of the Holding Company on 20th February, 2018, he has ceased to comply with one of the provisions prescribed in the said (B) of Part II of Section II of Schedule V and hence cannot be paid remuneration under the said provisions. Considering this, it is considered desirable to obtain approval of the Members again for the payment of remuneration to the MD & CEO.

The Company received on 4th February, 2016 from Securities and Exchange Board of India (SEBI) the license to act as a Asset Manager of the Mahindra Mutual Fund. Since then the Company is in expansion mode. The business of the Company will ramp up over the next few years. Mahindra Mutual Fund has already launched six schemes and the approval for other Mutual Fund schemes of the Company are in the pipe line. The Assets Under Management (AUM) of all the Mutual Fund schemes managed by the Company is Rs. 2,931 crores as on 31st March, 2018. In such a dynamic business environment, the acumen, experience and expertise of Mr. Ashutosh Bishnoi, to steer the Company to greater heights and to make it a profitable venture, are very crucial. To retain the services of Mr. Ashutosh Bishnoi, it is necessary to remunerate him as per his position and Industry standards. The business of the Company is in its infancy and it needs to be groomed and expanded under the able stewardship and vision of Mr. Ashutosh Bishnoi.

Pursuant to Section 197 read with Schedule V of the Act pertaining to Managerial Remuneration, the revised remuneration payable to Mr. Ashutosh Bishnoi as Managing Director & Chief Executive Officer of the Company as mentioned in the Resolution, is being placed before the Shareholders for their approval by way of a Special Resolution, as envisaged in clause section III (b) (i) of Part II of Schedule V of the Companies Act, 2013, which states that where the Company is a newly incorporated Company, for a period of seven years from the date of its incorporation, it may pay remuneration up to two times the amount permissible under section II of the said Schedule V, subject to meeting all the conditions under section II of the said Schedule V and the following additional conditions:



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- (i) except as provided in para (a) of this Section, the managerial person is not receiving remuneration from any other company;
- (ii) the auditor or Company Secretary of the company or where the company has not appointed a Secretary, a Secretary in whole-time practice, certifies that all secured creditors and term lenders have stated in writing that they have no objection for the appointment of the managerial person as well as the quantum of remuneration and such certificate is filed along with the return as prescribed under sub-section (4) of section 196; and
- (iii) the auditor or Company Secretary or where the company has not appointed a secretary, a secretary in whole-time practice certifies that there is no default on payments to any creditors, and all dues to deposit holders are being settled on time.

As all the aforesaid conditions are satisfied, it is proposed to remunerate the MD & CEO under the provisions of section III (b) (i) of Part II of Schedule V of the Companies Act, 2013, with effect from 1st April, 2018.

The Memorandum setting out the revised terms of Contract as required under Section 190 of the Act, and other relevant certificates, papers etc. shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days.

The Board of Directors recommends the passing of the Resolution at item no. 2 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except the MD & CEO and his relatives, are interested in passing of the Resolution at item no. 2 of the Notice.



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Information required to be provided for items no. 1 and 2, as prescribed under Scheduled V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION :

i) Nature of Industry:

The Company was incorporated to act as manager, consultant, advisor, etc. for mutual funds, unit trusts, venture capital funds etc. and is currently engaged as the Asset Manager of the Mahindra Mutual Fund.

ii) Date or expected date of commencement of commercial production:

The Company received from the Securities and Exchange Board of India (SEBI) on 4th February, 2016 the license to act as the Asset Manager of the Mahindra Mutual Fund and thereafter has commenced the business activities.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

iv) Financial performance based on given indicators - as per audited financial results for the year ended 31st March, 2018:

Particulars	Rupees in lacs
Turnover and Other Income	2336.71
Net Profit / (Loss) as per Profit & Loss Account (after Tax)	(3809.74)
Profit as computed under Section 197 read with Section 198 of the Companies Act, 2013	N.A.
Net Worth	5691.62



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v) Foreign Investments or collaborations, if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

i) Background details:

Mr. Ashutosh Bishnoi, has over two decades of experience in the Mutual Fund and Financial Services business in India. The senior roles held by him in the Mutual Fund business include Chief Marketing Officer of the DSP Merrill Lynch Mutual Fund, President & CEO of the JM Mutual Fund, Executive Director of the UTI Mutual Fund and CEO of the L&T Mutual Fund.

Prior to joining the Mahindra Asset Management Company Private Limited, Mr. Bishnoi was an independent business strategy consultant advising several financial and non-financial corporates on Business Development, Marketing, M&A and Sales & Distribution. As on the date Mr. Ashutosh Bishnoi is also a Director on the Board of Association of Mutual Funds in India (AMFI). Mr. Bishnoi is a member of two committees of the National Institute of Securities Markets (a division of SEBI) that have oversight on the empanelment of resource persons for the training of market participants and on the continuing education and accreditation of advisors in the investment markets.

ii) Past remuneration during the financial year ended 31st March, 2018:

Mr. Ashutosh Bishnoi was paid remuneration of Rs. 264.94 Lakhs during the financial year ended 31st March, 2018.

iii) Recognition or Awards:

NIL

iv) Job Profile and his Suitability:

Job Profile

Primary Responsibilities:

1. To lead the set up and management of the mutual fund business of the Mahindra Group on an ongoing basis.



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2. To lead the team of professionals that will oversee all the key activities of the Mutual Fund business i.e. Investment Management, Sales & Marketing, Regulatory Compliance and Operations.
3. To create strategic and tactical goals and objectives for the Mahindra Mutual Fund, and the Company, and to translate these into annual budgets and performance goals for each of the departments.
4. To integrate the Mahindra Asset Management business with the larger Mahindra Group to ensure that Group level policies and best practices are followed in the business.

Secondary Responsibilities:

5. To ensure revenue and cost management of Mahindra Asset Management business.
6. To ensure ongoing Risk Management of the Mahindra Mutual Fund.
7. To ensure ongoing SEBI compliances of the Mahindra Mutual Fund.
8. To ensure ongoing Customer Service satisfaction of the Mahindra Mutual Fund customers.
9. To ensure ongoing performance management of the team of professionals that manage the Mahindra Mutual Fund

This Profile Reports to:

1. The Board of Directors of the Company.
2. The Board of Directors of Mahindra Trustee Company Private Limited.

Reporting into this Profile:

1. The fund manager of various Mutual Fund schemes of Mahindra Mutual Fund.
2. Head of Sales & Marketing Department of the Company.
3. Head of Compliance, Head of Finance, Operations, and IT & Customer Service of the Company.



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Suitability

Mr. Ashutosh Bishnoi has special expertise in starting up and turning around mutual fund businesses. He advised the start-up of several private sector mutual fund businesses during 1994-96 period, and was a member of the leadership team that started up the DSP Merrill Lynch mutual fund business. He was one of the team of Executive Directors of the UTI Asset Management Company that turned around the UTI Mutual Fund and grew the business from beginning to over 13000 crores Asset Under Management (AUM). He was also instrumental in buying out two different mutual fund businesses to form the L & T Mutual Fund and take its size from start to beyond 10000 crores AUM in 2 years.

Mr. Ashutosh Bishnoi was an advisor to State Street Global Advisors, a leading global player in the asset management business and one of the world's largest fund administrator and Asset Management Company.

Taking into consideration his qualifications and expertise, Mr. Ashutosh Bishnoi is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.

v) Remuneration Proposed (revised):

The revised Remuneration proposed is as mentioned in the Resolution herein proposed for the approval of Shareholders. The aggregate remuneration, including the salary, perquisites, allowances, etc. shall be in the range of Rs. 2.00 Crores to Rs. 3.50 Crores per annum for the period from 1st April, 2018 to 11th October, 2018, which includes basic salary, performance pay and perquisites and allowances as fully set out in the resolution provided that the remuneration shall not exceed the limits envisaged under section 197 read with schedule V of the Act and the relevant Rules made thereunder including any modification(s) or re-enactment(s) thereof for the time being in force.

vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :

Taking into consideration the profile of the appointee, his responsibilities and the industry benchmarks, the revised remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.



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- vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any :

Besides the revised remuneration proposed to be paid to him, the MD &CEO does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. OTHER INFORMATION :

- i) Reasons of loss or inadequate profits:

The Company was granted approval to act as the Asset Manager of the Mahindra Mutual Fund on 4th February, 2016 and commenced business thereafter. Considering the business model, it will take some time for the Company operations to become profitable.

- ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Upon the receipt of the approval from Securities and Exchange Board of India (SEBI), to act as the Fund Manager for the Mahindra Mutual Fund, the Company went in to an expansion mode. The business of the Company will ramp up over the next few years. The Mahindra Mutual Fund has already launched six mutual fund schemes and the approvals for other Mutual Fund schemes of the Company are also in the pipe line. As on 31st March, 2018, the Assets Under Management (AUM) of the Mutual Fund Schemes of Mahindra Mutual Fund, managed by the Company, are Rs. 2,931 crores.

- iii) Expected increase in productivity and profits in measurable terms:

In the next three to four years, the Assets Under Management (AUM) are expected to grow three to four times from the existing Assets Under Management of Rs. 2,931 crores as at 31st March, 2018. It is expected that the Company will break-even within four to five years.



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IV. Disclosures :

The Shareholders of the Company are being informed of the remuneration package of Mr. Ashutosh Bishnoi in the Resolution forming part of this Notice.

Registered Office:

"A" Wing, 4th Floor,
Mahindra Towers, 570 P.B. Marg,
P. K. Kurne Chowk, Worli
Mumbai - 400018.
CIN : U65900MH2013PTC244758
Tel. : 91 22 6652 6000 Fax: 91 22 2498 4170
E-mail: mamc@mahindra.com
Website: www.mahindramutualfund.com

Place : Mumbai

Date : 26th April, 2018

By Order of the Board
For Mahindra Asset Management
Company Private Limited



Ravi Dayma
Company Secretary

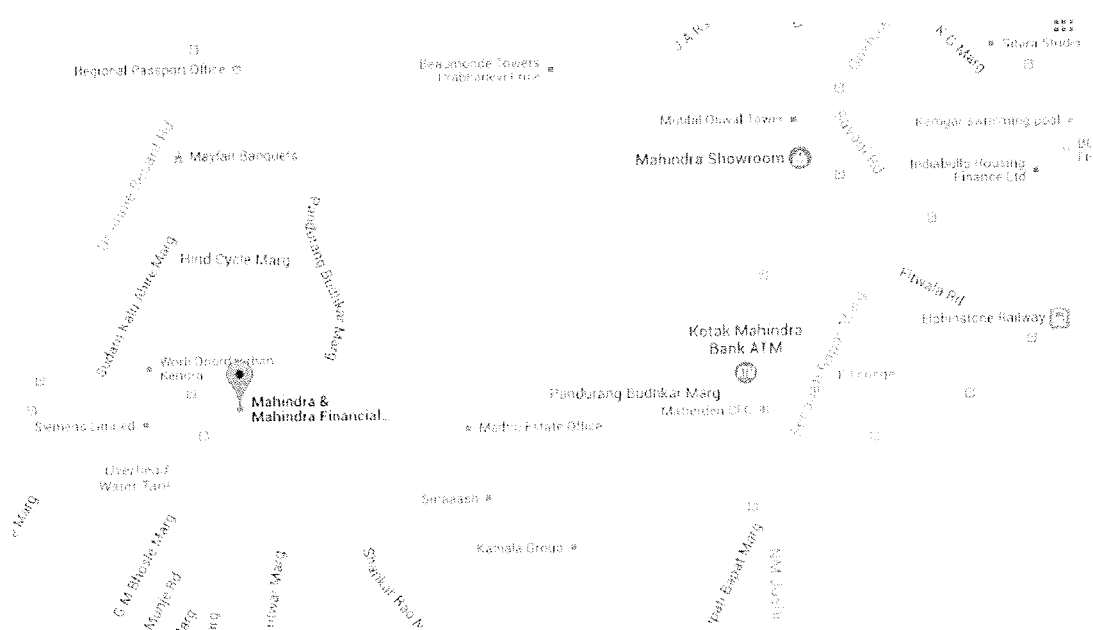


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- ROUTE MAP -

Extraordinary General Meeting of Mahindra Asset Management Company Private Limited to be held at the Registered Office of the Company at 4th Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018, on Friday, the 27th day of April, 2018, at 4.30 p.m.

Prominent Landmark : Near Worli T. V. Tower [Doordarshan]



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s) of the Member(s) :

Registered Address :

E-mail ID :

Folio no. / Client ID :

DP ID :

I/We, being the Member(s) of MAHINDRA ASSET MANAGEMENT COMPANY PRIVATE LIMITED holding _____ Equity Shares hereby appoint:

1 Name :

Address :

E-mail ID :

Signature :

or failing him/ her

2 Name :

Address :

E-mail ID :

Signature :



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or failing him / her

3 Name :
 Address :
 E-mail ID :
 Signature :

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the **Extraordinary General Meeting of Mahindra Asset Management Company Private Limited** to be held on Friday, the 27th day of April, 2018 at 4.30 p.m. at 4th Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description
1.	Approval for the waiver of excess remuneration paid to Mr. Ashutosh Bishnoi, Managing Director & Chief Executive Officer of the Company during the financial year ended 31 st March, 2018.
2.	Approval for the remuneration payable to Mr. Ashutosh Bishnoi, Managing Director & Chief Executive Officer of the Company for the period from 1 st April, 2018.

Signed this ____ day of _____, 2018.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy Holders

NOTE: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name and Registered Address of :
the shareholder

Joint Holder :

Folio no. / DP ID no. :

Client ID no. :

No. of shares :

I hereby record my presence at the Extraordinary General Meeting of **Mahindra Asset Management Company Private Limited** held on Friday, the 27th day of April, 2018 at 4.30 p.m. at 4th Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.

Name(s) of the Shareholder(s)/ Representative/Proxy (IN BLOCK CAPITALS)	
Signature(s) of the Shareholder(s)/ Representative/Proxy	



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THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

To,
 The Board of Directors,
 Mahindra Asset Management Company Private Limited
 Mahindra Towers,
 P.K.Kurane Chowk,
 Worli, Mumbai – 400 018.

I / We _____ *son of _____ *resident of / *having
 Registered Office at _____ holding
 _____ Equity Shares of the Company of Rs. 10 each in our *name / joint name
 hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold
 the Extraordinary General Meeting on 27th April, 2018 at a shorter notice.

Signature

Name
 (in Block Letters)

Date :

*Strike off whatever is not applicable

