

# FIFTH GEAR VENTURES LIMITED

CIN: U74999MH2015PLC357932

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

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

EMAIL ID: [vs.ramesh@mahindra.com](mailto:vs.ramesh@mahindra.com)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF FIFTH GEAR VENTURES LIMITED WILL BE HELD, THROUGH VIDEO CONFERENCE/OAVM, AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI-400018 (DEEMED VENUE OF THE AGM) ON TUESDAY, 26<sup>TH</sup> JULY, 2022 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Kavinder Singh (DIN: 06994031) who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

“**RESOLVED** that Mr. Kavinder Singh (DIN: 06994031), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

**For and on behalf of the Board**

Mumbai, 6<sup>th</sup> May, 2022

**Rajeev Dubey**  
Director  
DIN: 00104817

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## **Notes:**

1. In view of the guidelines provided under General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 02/ 2021 dated 13<sup>th</sup> January, 2021, General Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 (collectively referred to as 'MCA Circulars'), the companies are permitted to hold the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

The MCA has clarified that for Companies that are not required to provide E-voting facility under the Companies Act, 2013, while they are transacting any business(es) by voting at the General Meeting, the requirements provided in the Companies (Management and Administration) Rules, 2014, as amended up to date as well as the framework provided in the MCA Circulars will be applicable.

With reference to the above, the AGM of the Company is being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ("Act"), Rules made there under and aforementioned MCA Circulars and the Meeting shall be deemed to be held at the venue as mentioned in the Notice of AGM.

Notice and Annual Report has been sent via e-mail to all Members as per e-mail addresses registered with the Company and is also uploaded on the website.

Members whose email ids are not registered or changed, are requested to update/register their email ids by sending a request to the below mentioned designated email ids by providing Name of the shareholder, e-mail id, PAN, DPID/Client ID or Folio number and number of shares held by them for registering the email id.

2. The Company's Registrar and Transfer Agents for its share registry work (Electronic) are NDSL Database Management Limited having its office at Kamala Mills Compound, 11<sup>th</sup> Floor, Trade World, D Wing, Times Tower, Lower Parel, Mumbai, Maharashtra 400013. Tel: 022 2499 4200, Email id: [info\\_ndml@nsdl.co.in](mailto:info_ndml@nsdl.co.in);

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3. Details of Director(s) seeking appointment/reappointment at the 7<sup>th</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013 are given as an Annexure to the Notice.
4. Since this AGM is being held through VC/OAVM where physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
6. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this 7<sup>th</sup> Annual General Meeting of the Members. The standard operating procedure on how to access and participate in the Meeting along with IT helpline number for joining the Meeting through VC/OAVM is also provided in the email containing the Notice of this AGM.
7. The facility for joining the meeting will be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance to the designated email id.
10. Members are entitled to attend and vote by show of hands, if permitted by the Chairman of the Meeting. Further, where a poll is required/demanded, the Members shall communicate their assent/ dissent on the agenda items of this Annual General Meeting by sending an email to [DUBEY.RAJEEV@mahindra.com](mailto:DUBEY.RAJEEV@mahindra.com) ("*Designated email ID*") with cc to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [sharma.manish2@mahindra.com](mailto:sharma.manish2@mahindra.com).

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11. Corporate members intending to attend this Meeting through their authorized representatives as per Section 113 of the Act, are requested to email to the Company/lodge at the venue of the Meeting, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 26<sup>th</sup> July, 2022. Members seeking to inspect such documents can send an email to [DUBEY.RAJEEV@mahindra.com](mailto:DUBEY.RAJEEV@mahindra.com) ("*Designated email ID*") with cc to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [sharma.manish2@mahindra.com](mailto:sharma.manish2@mahindra.com).

**For and on behalf of the Board**

**Mumbai, 6<sup>th</sup> May, 2022**

**Rajeev Dubey**  
**Director**  
**DIN: 00104817**

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## ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Directors seeking appointment/re-appointment at the 7<sup>th</sup> Annual General Meeting in pursuance to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

### ITEM NO. 2

Mr. Kavinder Singh (DIN: 06994031), Director, retires by rotation and being eligible, offers himself for re-appointment at the Seventh Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. Kavinder Singh (DIN: 06994031).

Name	Kavinder Singh
Age	57 years
Qualifications	Mr. Kavinder Singh is a graduate in Mechanical engineering from NIT Warangal and has completed his General Management Program at Wharton Business School , Advance Manufacturing Strategy program of Harvard Business School and Advanced Marketing Management program from Wharton Business School
Experience	Mr. Kavinder Singh has an overall experience spanning more than 36 years in consumer sector( FMCG/Paints/Adhesives). Prior to joining Mahindra Holidays, he has worked in Asian Paints Limited, ITC Limited and Pidilite Industries Limited. During his 17-year career with ITC, he was heading the Biscuits and Confectionery business and played a crucial role in setting up and building the 'Sunfeast' biscuits business. At Pidilite, he initiated the 'Strategic Initiatives Group' and led the transformational Corporate Strategic Initiatives. After a successful stint as Chief Strategy Officer, he became the first CEO of the Consumer Products Business at Pidilite
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Non-Executive and Non-Independent Director, liable to retire by rotation.  Remuneration: N.A.  No sitting fees shall be payable.

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Date of first appointment on the Board	24 <sup>th</sup> January, 2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company	Mr. Kavinder Singh is not related to any of the Directors and KMPs
The number of Meetings of the Board attended during the year	Mr. Kavinder Singh attended the following Three Meetings of the Board of Directors out of the Five Meetings during the year ended on 31 <sup>st</sup> March, 2022:  1. 28 <sup>th</sup> April, 2021 2. 25 <sup>th</sup> October, 2021 3. 28 <sup>th</sup> January, 2022
Other Directorships, Membership/Chairmanship of Committees of other Boards	<b>Details of other Directorships –</b>  1. Mahindra Holidays & Resorts India Limited 2. Holiday Club Resorts OY, Finland  <b>Details of other Memberships of Committees –</b>  1. Member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Inventory Approval Committee, Securities Allotment Committee of Mahindra Holidays & Resorts India Limited.

**For and on behalf of the Board**

**Mumbai, 6<sup>th</sup> May, 2022**

**Rajeev Dubey**  
**Director**  
**DIN: 00104817**