



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MAHINDRA MSTC RECYCLING PRIVATE LIMITED WILL BE HELD ON FRIDAY, 29TH NOVEMBER, 2019 AT 1.00 P.M. AT 5TH FLOOR, B WING, COLUMBUS CONFERENCE ROOM, MAHINDRA TOWERS, WORLI, MUMBAI - 400 018 AT SHORTER NOTICE TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Appointment of Mr. Ashish Bhagra, as Chief Operating Officer and Manager of the Company under the provisions of the Companies Act, 2013:

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 Sections 2(51), 196, 197, 198, 203 read with Schedule V thereof and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder (including any statutory modification or re-enactment thereof), Articles of Association of the Company, the recommendations of the Nomination and Remuneration Committee and the Board of Directors and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Ashish Bhagra as the Chief Operating Officer (COO) and the Manager (being the Key Managerial Personnel) of the Company for a period of 3 years w.e.f. 1st December, 2019 to 30th November, 2022 on the following terms and conditions including remuneration:

| | |
|------------------------------------|--|
| Tenure: | 3 years w.e.f. 1 st December, 2019 to 30 th November, 2022 |
| Basic Salary: | Rs. 1,111,550 /- per annum in the scale of Rs. 1,000,000 p.a. to Rs. 2,200,000 p.a. |
| Perquisites and Allowances: | In addition to Salary the COO and Manager shall be entitled to such perquisites and allowances as per Company's Rules/ Policy, which would include furnished/ unfurnished Residential Accommodation or House Rent Allowance in lieu thereof, Medical Reimbursement and Leave Travel Assistance, if any, Performance Pay, Encashment of Leave, contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity/ Contribution to Gratuity Fund, provision for Company's Car, fuel and maintenance thereof on actuals, Medical and Personal Accident Insurance, residential telephone and such other allowances, perquisites, benefits, amenities and facilities etc. |

Mahindra MSTC Recycling Pvt. Ltd.

Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018 India | Tel: +91 22 2493 5185 / 5186 | cerorecycling.com

CIN : U37100MH2016PTC288535

| | |
|--|---|
| | <p>Provided that:</p> <ul style="list-style-type: none"> • The value of the perquisites/ allowances would be evaluated as per Income-Tax Rules, 1962 as amended from time to time wherever applicable and at cost in the absence of any such Rules. • 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. • Encashment of earned leave at the end of the tenure as per Company's Rules/ Policy shall not be included in the computation of ceiling on remuneration. • Provision of car for use of Company's business, telephone and other communication facilities at residence would not be considered as perquisites. |
|--|---|

RESOLVED FURTHER THAT the remuneration payable to the COO and Manager (including the salary, perquisites/allowances, benefits and amenities) shall not exceed the limits laid down in Section 197 of the Act read with schedule V, including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the COO and Manager, the Company has no profits or its profits are inadequate, the Company may pay to the COO and Manager, the above remuneration as the minimum remuneration by way of salary, perquisites/allowances and benefits as specified above subject to the compliance of the applicable laws and receipt of requisite approvals if any;

RESOLVED FURTHER THAT the COO and Manager of the Company shall perform from time to time such acts, duties and functions as may be assigned by the Board of Directors or prescribed under the Companies Act, 2013 or any other applicable law and Rules made thereunder as may be in force from time to time.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised severally to finalise the terms of appointment including his remuneration/annual increment as may be decided from time to time, within the overall limit under the Companies Act, 2013, sign and issue the Letter of Appointment and/or such other letters, papers, documents etc. and if required, make such modifications and amendments therein as may be necessary, for issuing the same on behalf of the Company to COO and Manager.



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to sign and execute, issue and file with the concerned authorities all the necessary documents, applications, forms, returns and writings as may be necessary, proper, desirable or expedient.”

**By Order of the Board of Directors of
Mahindra MSTC Recycling Private Limited**

**Dolly Dhandhresha
Company Secretary
Membership No.:A41200**

Registered Office Address:

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

CIN : U37100MH2016PTC288535

Email : malvankar.romali@mahindra.com

Contact No. : 022-24905623

Website : cerorecycling.com

Place: Mumbai

Date: 27th November, 2019

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NOTES:

1. An Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
2. The notice of the Extra-Ordinary General Meeting (EGM) along with the Explanatory Statement is also available on website at <http://www.cerorecycling.com> till the conclusion of the EGM.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
4. The instrument appointing a proxy should however, be deposited at the Registered Office of the Company before the time for holding the Meeting. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature of the representative authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. A person can act as Proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such a person shall not act as Proxy for any other Member. Proxies submitted on behalf of limited companies, must be supported by an appropriate resolution/ authority as applicable. The proxy holder shall prove his identity at the time of attending the Meeting.
6. Members are requested to bring their copy of the Notice of the Extra-Ordinary General Meeting.
7. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
8. The Company's Registrar and Transfer Agents for its share registry work are Link Intime India Private Limited situated at 247 Park, C 101 1st Floor, LBS Marg, Vikhroli (West), Mumbai - 400083, Tel No. 022-49186000 fax: 022 - 49186060, email: rnt.helpdesk@linkintime.co.in

9. The Consent of the members as required in terms of the provisions of the Section 101 of the Companies Act, 2013 read with Clause 1.2.7 of Secretarial Standards - 2 on General Meetings is enclosed.
10. Members are requested to update their change in contact details including email address, if any.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection of the Members at the venue of the Meeting.
12. The Articles of Association and such documents as mentioned herein are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during specified business hours i.e. i.e. 10.00 a.m. to 1.00 p.m. at the Registered Office of the company and also at the Meeting.
13. Route map for venue of the meeting is provided hereinbelow.

Venue of the EGM:

5th Floor, B Wing, Columbus Conference Room
Mahindra Towers, P.K. Kurne Chowk,
Worli, Mumbai- 400018.
Prominent Landmark: Near Doordarshan

Route Map:



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, ANNEXED TO THE NOTICE DATED 27TH NOVEMBER, 2019

The Members of the Company at their Extra Ordinary General Meeting held on 8th January, 2018, had appointed Mr. Laxman Popalghat, as the Chief Operating Officer (COO) and Manager, Key Managerial Personnel (KMP) of the Company for a period of 3 years w.e.f. 2nd November, 2017 to 1st November, 2020 on such terms and conditions of appointment which included remuneration.

Mr. Laxman Popalghat, COO and Manager (KMP) of the Company vide his resignation letter dated 4th November, 2019, has tendered his resignation w.e.f. 4th November, 2019.

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company and every Public Company having paid up share capital of Rs. 10 Crores or more is required to appoint the following Whole-Time KMP:

- i. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
- ii. Company Secretary; and
- iii. Chief Financial Officer

Further, as per the provisions of Section 203 of the Companies Act, 2013, if the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

Currently, the Company is a Subsidiary of Mahindra Intertrade Limited, a Public Limited Company and the paid-up share capital of the Company as on the date is Rs. 37,20,00,000 (Rupees Thirty Seven Crores and Twenty Lakhs Only), comprising of 3,72,00,000 (Three Crores Seventy Two Lakhs) Equity Shares of Rs. 10 each.

Further as per the provisions of the Companies Act, 2013, a Managing Director, Whole-Time Director or Manager shall be appointed, subject to the provisions of Section 197 and Schedule V and the terms and conditions of such appointment including remuneration payable be approved by the Board of Directors, subject to approval of the Members at the next General Meeting of the Company.

In view of the above and on the recommendation of the Board of Directors of the Company, the consent of the Shareholders of the Company be accorded to appoint Mr. Ashish Bhagra as COO and Manager of the Company, for a period of 3 years with effect from 1st December, 2019 to 30th November, 2022 on such terms of appointment including remuneration.

Upon his appointment as the COO and Manager of the Company he will be a Key Managerial Personnel (KMP) as per the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 and the Rules framed thereunder.

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Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, except Mr. Ashish Bhagra and his relatives, are in any way concerned or interested financially or otherwise in the said Special Resolution.

Mr. Ashish Bhagra is not related to any other Director and Key Managerial Personnel of the Company.

Your Directors recommend the Resolution set out in this Notice for approval of the Shareholders as a Special Resolution.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information :

i) Nature of Industry:

The Company is engaged in the business of recycling of Vehicles & White Goods.

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

The Company has commenced its manufacturing operations from 27th December, 2018.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

No prospectus was issued by the Company since its incorporation and therefore approval of the project by the financial institutions is not applicable. However, the Company commenced commercial operations from financial year 2018-2019.

iv) Financial performance based on given indicators (as per audited financial statements for the period ended 31st March, 2019):

| Particulars | Amount (in Rs.) |
|----------------------------|------------------------|
| Turnover and Other Income | 11,893,127 |
| Profit / (Loss) before tax | (54,598,270) |
| Profit / (Loss) after Tax | (58,135,486) |

v) Foreign Investments or collaborations, if any: NIL

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II. Information about the appointee:

i) Background details:

Mr. Ashish Bhagra is a qualified appointee. Currently, Mr. Bhagra is the General Manager - Automotive & Steel Recycling Business of the Company. Prior to that, Mr. Bhagra was associated with Mahindra Intertrade Limited (Holding Company) as Chief - Sales, (Steel Service Centre (Home Appliance) & Chief - Business Development.

ii) Past Remuneration (drawn during the financial year ended 31st March, 2019):

Rs. 4,155,300/- per annum from previous employer. (CTC as of 31st March, 2019)

iii) Recognition or Awards:

None

iv) Job profile and his suitability:

Mr. Bhagra has considerable experience as an operations and sales and marketing specialist including experience in greenfield project execution, people management and enhancing operational capability.

v) Remuneration proposed:

Basic Salary: Rs. 1,111,550/- per annum in the scale of Rs. 1,000,000 p.a. to Rs. 2,200,000 p.a.

Perquisites and Allowances:

In addition to Salary the COO and Manager shall be entitled to such perquisites and allowances as per Company's Rules/ Policy, which would include furnished/ unfurnished Residential Accommodation or House Rent Allowance in lieu thereof, Medical Reimbursement and Leave Travel Assistance, if any, Performance Pay, encashment of Leave, contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity/ Contribution to Gratuity Fund, provision for Company's Car, fuel and maintenance thereof on actuals, Medical and Personal Accident Insurance, residential telephone and such other allowances, perquisites, benefits, amenities and facilities etc.

Provided that:

- The value of the perquisites/ allowances would be evaluated as per Income-Tax Rules, 1962 as amended from time to time wherever applicable and at cost in the absence of any such Rules.



- 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.
 - Encashment of earned leave at the end of the tenure as per Company's Rules/ Policy shall not be included in the computation of ceiling on remuneration.
 - Provision of car for use of Company's business, telephone and other communication facilities at residence would not be considered as perquisites.
- 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 prospective operations, business requirements, expertise and work profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee(s) in other companies in the industry.

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

Besides the remuneration proposed, the COO and Manager does not have any other pecuniary relationship with the Company or relationship with the Key Managerial Personnel.

III. Other Information :

- i) **Reasons of loss or inadequate profits:**

The Company has commenced commercial production around the last quarter of the Financial year 2018-2019. The Company is the first entrant in the organized sector in this industry (which was dominated by the unorganized sector). Hence a longer gestation period is required to break-even.

- ii) **Steps taken or proposed to be taken for improvement:**

The Company is expanding its network by setting up Collection & Dismantling Centres in various cities across the country.

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

With the establishment of a PAN India network of Collection & Dismantling Centres resulting in step up in scale of operations in coming years the Company expects to turn profitable.



IV. Disclosures:

Mr. Ashish Bhagra satisfies all the conditions as set out in Part -I of Schedule V to the Companies Act, 2013 as also conditions set out under Section 196 (3) of the said Act for being eligible for his appointment.

Additional Information as per Clause 1.2.5 of the Secretarial Standard - 2 on General Meeting

| | |
|--|--|
| Name | Mr. Ashish Bhagra |
| Age | 51 years |
| Qualifications | BA, MBA |
| Experience | 28 years |
| Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable) | <p>Tenure: 3 years w.e.f. 1st December, 2019 to 30th November, 2022</p> <p>Rs. 1,111,550 /- per annum in the scale of Rs. 1,000,000 p.a. to Rs. 2,200,000 p.a.</p> <p>Perquisites and Allowances:</p> <p>In addition to Salary the COO and Manager shall be entitled to such perquisites and allowances as per Company's Rules/ Policy, which would include furnished/ unfurnished Residential Accommodation or House Rent Allowance in lieu thereof, Medical Reimbursement and Leave Travel Assistance, if any, Performance Pay, encashment of Leave, contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity/ Contribution to Gratuity Fund, provision for Company's Car, fuel and maintenance thereof on actuals, Medical and Personal Accident Insurance, residential telephone and such other allowances, perquisites, benefits, amenities and facilities etc.</p> <p>Provided that:</p> <ul style="list-style-type: none"> The value of the perquisites/ allowances would be evaluated as per Income-Tax Rules, 1962 as amended from time to time |

| | |
|--|---|
| | <p>wherever applicable and at cost in the absence of any such Rules.</p> <ul style="list-style-type: none"> • 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. • Encashment of earned leave at the end of the tenure as per Company's Rules/ Policy shall not be included in the computation of ceiling on remuneration. • Provision of car for use of Company's business, telephone and other communication facilities at residence would not be considered as perquisites. <p>Provided that the remuneration payable to the COO and Manager (including the salary, perquisites/allowances, benefits and amenities) shall not exceed the limits laid down in Section 197 of the Act including any statutory modification(s) or re-enactment thereof.</p> <p>Annual increment/revision in the remuneration payable to the COO and Manager within the overall scale of remuneration mentioned above, would be decided by any Director of the Company.</p> <p>Last drawn Remuneration (for the Financial year ended 31st March, 2019): Rs. 4,155,300 per annum (Rupees Forty One Lakhs Fifty Five Thousand and Three Hundred Only) from the previous employer.</p> |
|--|---|



| | |
|---|---|
| Date of first appointment on the Board | N.A. |
| Shareholding in the Company | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company | Not related to any Director and other Key Managerial Personnel of the Company |
| The number of Meetings of the Board attended during the year | During the financial year ending 31 st March, 2020, attended one Board Meeting held on 7 th November, 2019. Did not attend any Board Meeting during the financial year ended 31 st March, 2019. |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards | N.A. |

**By Order of the Board of Directors of
Mahindra MSTC Recycling Private Limited**

**Dolly Dhandhresha
Company Secretary
Membership No.:A41200**

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

CIN : U37100MH2016PTC288535
Email : malvankar.romali@mahindra.com
Contact No. : 022-24905623
Website : cerorecycling.com

Place: Mumbai

Date: 27th November, 2019

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ATTENDANCE SLIP

| | | |
|--|--|-----------------------|
| Folio No. / DP ID Client ID No. | | Name of Proxy: |
| Name & address of First named Member: | | |
| Name of Joint Member(s), if any: | | |

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Friday, 29th November, 2019 at 1.00 p.m. at 5th Floor, B Wing, Columbus Conference Room, Mahindra Towers, Worli, Mumbai - 400 018 at shorter notice.

Signature of First holder/Proxy

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note (s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

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**FORM NO. MGT-11
PROXY FORM**

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

CIN: U37100MH2016PTC288535

Name of the Company: Mahindra MSTC Recycling Private Limited

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No./ Client Id DP ID:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: _____

E-mail Id: _____

Address: _____

Signature:

or failing him,

2. Name: _____

E-mail Id: _____

Address: _____

Signature:

or failing him,

3. Name: _____

E-mail Id: _____

Address: _____

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General Meeting of the Company, to be held on Friday, 29th November, 2019 at 1.00 p.m. at 5th Floor, B Wing, Columbus Conference Room, Mahindra Towers, Worli, Mumbai - 400 018 at shorter notice and at any adjournment thereof in respect of such resolution as is indicated below, (for voting refer note no.3):

| Resolution No. | Nature of Resolution | For | Against |
|----------------|--|-----|---------|
| 1. | Appointment of Mr. Ashish Bhagra, as Chief Operating Officer and Manager of the Company under the provisions of the Companies Act, 2013 for a period of 3 years w.e.f. 1 st December, 2019 to 30 th November, 2022 | | |

Signed this _____ day of _____ 2019.

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
2. This form of Proxy, to be effective, should be completed, signed, stamped & deposited at the Registered Office of the Company before the commencement of the aforesaid Meeting.
3. It is optional to indicate your preference if you leave 'for' or 'against' column blank on the resolution your proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.

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