

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U01400MH2000PLC125781

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCM1298D

(ii) (a) Name of the company

MAHINDRA AGRI SOLUTIONS L

(b) Registered office address

MAHINDRA TOWERSDR G M BHOSLE MARG
P K KURNE CHOWK WORLI
MUMBAI
Maharashtra
400018

(c) *e-mail ID of the company

baria.feroze@mahindra.com

(d) *Telephone number with STD code

02224901441

(e) Website

www.mahindraagri.com

(iii) Date of Incorporation

11/04/2000

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/07/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MAHINDRA AND MAHINDRA L	L65990MH1945PLC004558	Holding	98.6
2	MAHINDRA GREENYARD PRIVA	U01403MH2014PTC255946	Subsidiary	60
3	MAHINDRA HZPC PRIVATE LIM	U01403MH2013PTC242474	Subsidiary	59.95
4	MAHINDRA SUMMIT AGRISCIE	U01400MH2018PLC315558	Subsidiary	60
5	MERAKISAN PRIVATE LIMITED	U51909MH2016PTC283578	Subsidiary	31.94
6	Mahindra Fresh Fruit Distributi		Subsidiary	100
7	OFD Holding BV		Subsidiary	0

8	Origin Direct Asia Limited		Subsidiary	0
9	Origin Fruit Services South Am		Subsidiary	0
10	Origin Fruit Direct B.V.		Subsidiary	0
11	Origin Direct Asia (Shanghai) T		Subsidiary	0

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	82,500,000	81,271,025	81,271,025	81,271,025
Total amount of equity shares (in Rupees)	825,000,000	812,710,250	812,710,250	812,710,250

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	82,500,000	81,271,025	81,271,025	81,271,025
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	825,000,000	812,710,250	812,710,250	812,710,250

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,870,000	10,754,230	10,754,230	10,754,230
Total amount of preference shares (in rupees)	500,020,000	494,694,580	494,694,580	494,694,580

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Optionally Convertible Cumulative Redeemable Pref				
Number of preference shares	10,870,000	10,754,230	10,754,230	10,754,230
Nominal value per share (in rupees)	46	46	46	46
Total amount of preference shares (in rupees)	500,020,000	494,694,580	494,694,580	494,694,580

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	69,268,987	692,689,870	692,689,870	
Increase during the year	12,002,038	120,020,380	120,020,380	373,263,382
i. Public Issues	0	0	0	0
ii. Rights issue	12,002,038	120,020,380	120,020,380	373,263,382
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	81,271,025	812,710,250	812,710,250	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	10,754,230	494,694,580	494,694,580	0
i. Issues of shares	10,754,230	494,694,580	494,694,580	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	10,754,230	494,694,580	494,694,580	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/>			
Type of transfer	<input style="width: 80px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 500px;" type="text"/>	
Transferor's Name	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 500px;" type="text"/>	
Transferee's Name	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/>			
Type of transfer	<input style="width: 80px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 500px;" type="text"/>	
Transferor's Name	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 500px;" type="text"/>	
Transferee's Name	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>	<input style="width: 180px;" type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			799,953,651
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			799,953,651

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

2,753,429,157.73

(ii) Net worth of the Company

1,083,501,925

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	80,135,372	98.6	10,696,170	99.46
10.	Others	0	0	0	0
	Total	80,135,372	98.6	10,696,170	99.46

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,135,653	1.4	58,060	0.54
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	1,135,653	1.4	58,060	0.54

Total number of shareholders (other than promoters)

23

**Total number of shareholders (Promoters+Public/
Other than promoters)**

31

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	8
Members (other than promoters)	21	23
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	6	1	5	0	0
(i) Non-Independent	1	3	1	3	0	0
(ii) Independent	0	3	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PAWAN KUMAR GOEN	00254502	Director	220,000	
ASHOK HIRALAL SHAF	02766679	Managing Director	0	
DURGASHANKAR SUE	00044713	Director	50,000	
RAMESH GANESH IYE	00220759	Director	21,000	
ARUNA RAJENDRA BH	07474950	Director	0	
HARDEEP SINGH	00088096	Additional director	0	
MEGHNAD MITRA	ADMPPM0166G	CFO	0	
FEROZE HOSHANG B	AADPB1596R	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DURGASHANKAR SUE	00044713	Director	26/07/2019	Change in designation
RAMESH GANESH IYE	00220759	Director	26/07/2019	Change in designation
MANOHAR GOPAL BH	00001826	Director	04/03/2020	Cessation
HARDEEP SINGH	00088096	Director	04/03/2020	Cessation
HARDEEP SINGH	00088096	Additional director	05/03/2020	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2019	28	10	98.4
Extra-Ordinary General Meeting	22/08/2019	28	10	98.4
Extra-Ordinary General Meeting	30/01/2020	28	10	98.6

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2019	7	7	100
2	10/06/2019	7	5	71.43
3	26/07/2019	7	6	85.71
4	23/10/2019	7	6	85.71
5	30/01/2020	7	6	85.71
6	16/03/2020	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/04/2019	3	3	100
2	Nomination and Remuneration	26/04/2019	3	3	100
3	Corporate Social Responsibility	26/04/2019	3	3	100
4	Risk Management	26/04/2019	3	3	100
5	Audit Committee	26/07/2019	3	3	100
6	Nomination and Remuneration	26/07/2019	3	3	100
7	Audit Committee	23/10/2019	3	3	100
8	Risk Management	23/10/2019	3	2	66.67
9	Audit Committee	30/01/2020	3	2	66.67

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/07/2020
								(Y/N/NA)
1	PAWAN KUMAR	6	6	100	2	2	100	Yes
2	ASHOK HIRAI	6	6	100	1	1	100	Yes
3	DURGASHAN	6	5	83.33	6	5	83.33	Yes
4	RAMESH GAN	6	2	33.33	0	0	0	No
5	ARUNA RAJE	6	5	83.33	1	1	100	Yes
6	HARDEEP SINGH	6	6	100	9	9	100	Yes

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHOK HIRALAL S	Managing Direct	16,755,996	0	0	0	16,755,996
	Total		16,755,996	0	0	0	16,755,996

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MEGHNAD MITRA	CFO	13,842,750	0	0	0	13,842,750
2	FEROZE HOSHAN	Company Secre	0	0	0	263,700	263,700
	Total		13,842,750	0	0	263,700	14,106,450

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOHAR GOPAL	Independent Dir	0	0	0	460,000	460,000
2	HARDEEP SINGH	Independent Dir	0	0	0	570,000	570,000
3	ARUNA RAJENDR	Independent Dir	0	0	0	280,000	280,000
	Total		0	0	0	1,310,000	1,310,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mukesh Siroya

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4157

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

30/01/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ASHOK
HIRALAL
SHARMA
Digitally signed by
ASHOK HIRALAL
SHARMA
Date: 2020.09.25
18:36:57 +05'30'

DIN of the director

02766679

To be digitally signed by

Feroze
Hoshang
Baria
Digitally signed by
Feroze Hoshang
Baria
Date: 2020.09.25
18:43:52 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MASL_List of Shareholders as on 3103202
MASL- MGT-8-2020-signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company