

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of **Mahindra Agri Solutions Limited** will be held on Wednesday, 25th July, 2018 at 1.45 pm at MBLC Room, 4th floor AD Building, Mahindra Towers, Kandivali (East), Mumbai 400101 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 including the Audited Balance Sheet as on 31st March, 2018 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 Dr. Pawan Goenka (DIN 00254502) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Twenty-Second Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014 framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, and pursuant to the approval of the Members at the Seventeenth Annual General Meeting (AGM) held on 31st July, 2017, the Company hereby ratifies the appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty-second Annual General Meeting (subject to ratification of the

appointment by the members at every Annual General Meeting held after this Annual General Meeting as may be required under the Act) at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of Audit.”

SPECIAL BUSINESS

4. Ratification of Remuneration to Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019, amounting to Rs.1,00,000 (Rupees One Lakh only) (excluding all taxes and reimbursement of out of pocket expenses) be ratified and confirmed.

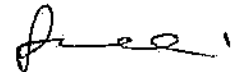
FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Corporate Members intending to send their authorised representative to attend meeting are requested to send a certified copy of Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.

3. 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.
4. The Company's Registrar and Transfer Agents for its share registry work are Karvy Computershare Private Limited having its office at Karvy Selenium, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500032. Tel: 040 - 67162222; Fax: 040 - 23001153.
5. An Explanatory Statement as required under section 102 of the Companies Act 2013 is annexed hereto and forms part of the Notice.
6. Members/Proxies/ Authorised Representatives 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.
7. Route map for venue of the meeting is enclosed.

By Order of the Board
For Mahindra Agri Solutions Limited



FEROZE BARIA
Company Secretary

ACS 11357

Mahindra Towers,
Dr. G. M. Bhosale Marg,
Worli, Mumbai 400 018

Registered Office:
Mahindra Towers,
Dr. G. M. Bhosale Marg, P. K. Kurne Chowk,
Worli, Mumbai - 400 018
CIN : U01400MH2000PLC125781
Ph: +91-22-2490 1441
Date: 4th May, 2018

Additional information as per Clause 1.2.5 Secretarial Standard 2:

ITEM NO. 2

Dr. Pawan Goenka (DIN 00254502), Director, being eligible, offers himself for re-appointment at the 18th Annual General Meeting of the Company.

The following additional information as per Secretarial Standards is provided in respect of Dr. Pawan Goenka (DIN 00254502):

Name	Dr. Pawan Goenka
Age	63 years
Qualifications	B.Tech. Mechanical Engineering, Indian Institute of Technology, Kanpur, India; Ph.D. Mechanical Engineering, Cornell University, USA; AMP (Advanced Management Program) from Harvard Business School.
Experience	Dr. Pawan Goenka has worked at General Motors R&D Centre in Detroit, USA from 1979 to 1993. Thereafter, he joined Mahindra & Mahindra Limited as General Manager (R&D). During his R&D tenure he laid the development of the Scorpio SUV. He was appointed as COO (Automotive Sector) in April, 2003, President (Automotive Sector) in September, 2005, President (Automotive and Farm Equipment Sectors) in April, 2010, Executive Director and Group President (AFS) in April, 2015 and Managing Director of Mahindra & Mahindra Limited in November, 2016. Dr. Goenka is also a member of the Group Executive Board at Mahindra Group.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the	Appointed as Director on the Board of Directors of the Company w.e.f. 26/04/2016 No remuneration

remuneration last drawn by such person, if applicable)	
Date of first appointment on the Board	29/03/2016
Shareholding in the company	2,20,000 Equity shares of Rs. 10 each
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	None
The number of Meetings of the Board attended during the year	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Details of other Directorship:</u></p> <ol style="list-style-type: none"> 1. Mahindra and Mahindra Limited 2. Mahindra Vehicle Manufacturers Limited 3. Mahindra First Choice Wheels Limited 4. Swaraj Engines Limited 5. Mahindra Electric Mobility Limited 6. New Democratic Electoral Trust 7. Classic Legends Private Limited 8. Mahindra and Mahindra South Africa (Pty.) Ltd 9. Mahindra Automotive North America Inc (MANA Inc) 10. Mahindra Racing UK Ltd 11. Mahindra USA Inc. 12. Saangyong Motor Company 13. Mitsubishi Mahindra Agricultural Machinery Co. Ltd. <p><u>Details of other Membership of Committees -</u></p> <ol style="list-style-type: none"> 1. Mahindra Vehicle Manufacturers Limited : Chairman of the Strategic Investments Committee and Member of the CSR Committee and Nomination and Remuneration Committee 2. Mahindra Electric Mobility Limited : Member of the Nomination and Remuneration Committee

	<ol style="list-style-type: none">3. Swaraj Engines Limited : Member of the Remuneration Committee4. Ssangyong Motor Company : Chairman of the Management Committee and Member of the Outside Director Candidate Recommendation Committee5. Mahindra and Mahindra Limited : Chairman of the Risk Management Committee and Member of the CSR Committee, Loans and Investments Committee, Stakeholders Relationship Committee, Research & Development Committee and Sale of Assets Committee.6. Classic Legends Private Limited : Chairman of the Nomination and Remuneration Committee
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Explanatory Statement in respect of the Special Businesses pursuant to section 102 of the Companies Act, 2013 annexed to the notice dated 4th May, 2018.

ITEM NO. 4

The Members are informed that the crop care business was taken over by the Company from Mahindra and Mahindra Limited in the Financial Year 2017, pursuant to which as per the provisions of section 148 of the Companies Act, 2013, the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

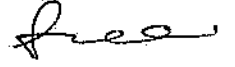
The Board of Directors, at its Meeting held on 4th May, 2018, upon the recommendation of the Audit Committee, approved the appointment of Messrs D. C. Dave & Co., Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending 31st March, 2019, at a remuneration of Rs.1,00,000 (Rupees One Lakh only) (excluding all taxes and reimbursement of out of pocket expenses).

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2019.


None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For Mahindra Agri Solutions Limited



FEROZE BARIA

Company Secretary

ACS 11357 

Mahindra Towers,

Dr. G. M. Bhosale Marg,

Worli, Mumbai 400 018

Registered Office:

Mahindra Towers,

Dr. G. M. Bhosale Marg, P. K. Kurne Chowk,

Worli, Mumbai - 400 018

CIN : U01400MH2000PLC125781

Ph: +91-22-2490 1441

Date: 4th May, 2018

ATTENDANCE SLIP

I/We, of
....., being a member(s) of **MAHINDRA AGRISOLUTIONS LIMITED**
hereby register my/our presence at the 18th Annual General Meeting of the Company being held on
Wednesday, 25th July, 2018 at 1.45 pm at MBLC Room, 4th floor AD Building, Mahindra Towers,
Kandivali (East), Mumbai 400101.

LF No:

Signature (s)

Date:

PROXY FORM

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

Mahindra Agri Solutions Limited

Registered Office: Mahindra Towers, Dr. G. M. Bhosale Marg, P.K. Kurne Chowk, Worli,
Mumbai - 400 018

CIN: U01400MH2000PLC125781

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: _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 25th July, 2018 at 1.45 pm at MBLC Room, 4th floor AD

Building, Mahindra Towers, Kandivali (East), Mumbai 400101 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2018 including the Audited Balance Sheet as at 31 st March, 2018 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 Dr. Pawan Goenka (DIN 00254502) who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To ratify appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Twenty-Second Annual General Meeting		
4.	Ratification of Remuneration to Cost Auditors		

Signed this _____ day of _____ 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Re 1

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 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Venue of the Annual General Meeting:
AD Building,
Mahindra Towers, Kandivali (East),
Mumbai 400101

Route Map

