

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 2<sup>ND</sup>/2018-19 EXTRAORDINARY GENERAL MEETING OF MAHINDRA AGRI SOLUTIONS LIMITED WILL BE HELD, AT A SHORTER NOTICE ON TUESDAY, 29<sup>TH</sup> JANUARY, 2019 AT 10:00 A.M. AT CONFERENCE ROOM NO.2, 6<sup>TH</sup> FLOOR, MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400 018 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:**

**ITEM NO. 1**

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

**“RESOLVED THAT in supersession of the Resolution passed by the Members at its Extraordinary General Meeting held on 26<sup>th</sup> February, 2018, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), in accordance with Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force) and the Memorandum and Articles of Association of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, may exceed at any time, the aggregate of the existing paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs.190,00,00,000/- (Rupees One Hundred and Ninety Crores only) in the aggregate at any point of time, on the terms and conditions as it may think fit.**

**FURTHER RESOLVED THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient, proper in respect of the above and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable as may be required to give effect to the aforesaid resolution.”**

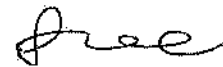
**ITEM NO. 2**

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

**“RESOLVED THAT** in supersession of the Resolution passed by the Members at its Extraordinary General Meeting held on 26<sup>th</sup> February, 2018 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to mortgage, and/or create charge by whatever name called on all or any of the immovable and movable properties of the Company, including Stocks and Book Debts of the Company, wherever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and in such manner and on such terms and conditions as it may think fit, in the course of business or for securing any loans and/or advances that may be obtained by the Company, from any Banks/Financial Institutions/other Lender(s) to a sum not exceeding Rs.190,00,00,000/- (Rupees One Hundred and Ninety Crores only) in excess of the aggregate of the existing paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose).

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient, proper in respect of the above and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable as may be required to give effect to the aforesaid resolution.”

By Order of the Board  
For Mahindra Agri Solutions Limited



**FEROZE BARIA**  
Company Secretary  
ACS:11357

Place: Mumbai

Date: 24<sup>th</sup> January, 2019

Registered Office:

Mahindra Towers, Dr. G. M. Bhosale Marg,  
P. K. Kurne Chowk, Worli, Mumbai - 400 018  
CIN: U01400MH2000PLC125781  
Email Id: [baria.feroze@mahindra.com](mailto:baria.feroze@mahindra.com)  
Tel. +91 22 24905625; Fax: +91 22 24900833

**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 Members 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable.
4. The Company's Registrar and Transfer Agents for its share registry work (Electronic) 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. All the documents referred to in the Notice and the Explanatory Statement annexed hereto will be available for inspection of members at the registered Office of the Company on all working days during business hours, upto the date of the Meeting and copies thereof shall also be made available for inspection at the Registered Office on all working days during business hours, upto the date of the Meeting as well as during the EGM at the venue thereof.
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. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, to holding this Extraordinary General Meeting at a shorter notice.
8. Route map for venue of the meeting is enclosed.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a Company cannot borrow moneys in excess of the amount of the paid-up capital of a company and its free reserves without the approval of the Shareholders in a General Meeting.

At the Extraordinary General Meeting of the Company held on 26<sup>th</sup> February, 2018, the Members by a Special Resolution had empowered the Board of Directors of the Company to borrow moneys upto Rs.160 crores (Rupees Hundred Crores Only).

In view of the expansion of the business, future business plans and to meet the working capital requirements, it is proposed to increase the borrowing limit from existing Rs.160 crores (Rupees One Hundred and Sixty Crores Only) to Rs. 190 crores (Rupees One Hundred and Ninety Crores Only) by passing Special Resolution to approve borrowing limits up to an amount not exceeding Rs.190 crores (Rupees One Hundred and Ninety Crores Only) in accordance with Section 180 of the Act.

The Company may also be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the Lender(s) in such form, manner and ranking from time to time, in consultation with the lender(s).

Accordingly, the consent of the Members is being sought by a Special Resolution to approve borrowing limits up to amounts not exceeding Rs.190 crores (Rupees One Hundred and Ninety Crores Only) and secure such borrowings by mortgage/ charge on any of the movable and/or immovable properties and/or the whole or any part of the Undertaking(s) of your Company as set out in the Resolution of the Notice.

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.

The Board recommends the Resolution as set out in the Notice as a Special Resolution for approval by the Members.

By Order of the Board  
For Mahindra Agri Solutions Limited



**FEROZE BARIA**  
Company Secretary  
ACS:11357

Place: Mumbai

Date: 24<sup>th</sup> January, 2019

Registered Office:

Mahindra Towers, Dr. G. M. Bhosale Marg,

P. K. Kurne Chowk, Worli, Mumbai - 400 018

CIN: U01400MH2000PLC125781

Email Id: [baria.feroze@mahindra.com](mailto:baria.feroze@mahindra.com)

Tel. +91 22 24905625; Fax: +91 22 24900833

**Mahindra Agri Solutions Limited**

Registered Office: Mahindra Towers, Dr. G. M. Bhosale Marg, P.K. Kurne Chowk,

Worli, Mumbai - 400 018

CIN: U01400MH2000PLC125781

**ATTENDANCE SHEET**

I / We, of ....., being a member(s) of Mahindra Agri Solutions Limited hereby register my/our presence at the Extra Ordinary General Meeting of the Company being held at a shorter notice on Tuesday, 29th January, 2019 at 10:00 a.m. at Conference Room No.2, 6<sup>th</sup> Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018

L.F.No:

Signed this      day of      , 2019

**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]

**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 : .....

Address :

E-mail Id :

Signature : ....., or failing him .....

2. Name : .....

Address :

E-mail Id :

Signature : ....., or failing him .....

3. Name : .....

Address :

E-mail Id :

Signature : ....., or failing him .....

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 the Company, to be held at a shorter notice on Tuesday, 29th January, 2019 at 10:00 a.m. at Conference Room No.2, 6<sup>th</sup> Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of the resolution as is indicated below :

Sr. No.	Resolution	Optional*	
		For	Against
1.	Enhancement of borrowing limit under section 180 (1) (c) of the Companies Act, 2013		
2.	Securing the aforesaid borrowings by way of charge/mortgage on the movable/immovable properties of the Company.		

Signed this ..... day of..... 2019

\_\_\_\_\_

Signature of Shareholder

\_\_\_\_\_

Signature of Proxy holder(s)

**Notes:**

- \*1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



