

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup>/2019-20 EXTRA-ORDINARY GENERAL MEETING OF MAHINDRA AGRI SOLUTIONS LIMITED WILL BE HELD AT A SHORTER NOTICE, ON THURSDAY, 22<sup>ND</sup> AUGUST, 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

#### Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder including any statutory enactment, modification, amendment etc. for the time being in force, consent of the members of the Company be and is hereby accorded, for increase in the Authorised Share Capital of the Company from existing Rs.75,00,00,000 (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10 each to Rs. 132,50,20,000 (Rupees One Hundred Thirty Two Crores Fifty Lakhs and Twenty Thousand only) by creation of additional 1,83,70,000 (One Crore Eighty Three Lakhs Seventy Thousand) Shares divided into 75,00,000 Equity Shares of Rs. 10 each ranking *paripassu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company and 1,08,70,000 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46 each shall rank senior to all other Preference Shares and Instruments which may be issued by the Company from time to time in respect of voting rights, dividend and liquidation.

**FURTHER RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby given, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

*'V. The Authorised Share Capital of the Company is Rs. 132,50,20,000 (Rupees One Hundred Thirty Two Crores Fifty Lakhs and Twenty Thousand only) divided into 8,25,00,000 Equity Shares of Rs. 10 each and 1,08,70,000 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46 each.'*

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, proper or desirable as may be required to give effect to the aforesaid resolution."

**ITEM NO. 2**

**Approve revision in remuneration of Mr. Ashok Sharma (DIN: 02766679), Managing Director and Chief Executive Officer of the Company**

**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 applicable provisions of the Articles of Association of the Company and the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government, if any, and such other consents and permissions as may be necessary, and subject to such modifications, variations as may be approved, consent of the Members of the Company be accorded to the revision of remuneration payable to Mr. Ashok Sharma (DIN: 02766679), Managing Director and Chief Executive Officer of the Company from the existing consolidated salary of Rs.1,42,00,0000 (One Crore Forty Two Lakhs only) per annum to a consolidated salary of Rs.1,70,00,000 (One Crore Seventy Lakhs only) per annum with effect from 1<sup>st</sup> August, 2019 for the residual period of his appointment.

Provided that the remuneration payable to the Managing Director and Chief Executive Officer (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in Section 197 of the Companies Act, 2013, including any statutory modifications or re-enactment thereof.

**FURTHER RESOLVED THAT** where in any financial year during the currency of the tenure of the Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration from the date of appointment or such other period as may be statutorily permitted by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

**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."

By Order of the Board  
For **Mahindra Agri Solutions Limited**

Sd/-  
**FEROZE BARIA**  
Company Secretary  
ACS:11357

Place: Mumbai  
Date: 19<sup>th</sup> August, 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:**

- A. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
- B. 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.
- C. The instrument appointing proxy must be deposited with the Company at its Registered Office not less than 48 hours 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(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
- D. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Item Nos. 1 and 2 of the Notice is annexed hereto.
- E. The Company's Registrar and Transfer Agents for its share registry work are Karvy Fintech Private Limited having its office at Karvy Selenium, Tower B, Plot No - 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Tel: 040 - 67162222; Fax: 040- 23001153.
- F. 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 Extraordinary General Meeting (EGM) at the venue thereof.
- G. 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.
- H. Members are requested to accord their consent pursuant to Section 101 of the Companies Act, 2013, to holding this EGM at a shorter notice.
- I. A route map including prominent landmark of the venue of the meeting is enclosed for your reference and the same forms part of this notice.

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

**Item No. 1**

The present Authorised Share Capital of the Company is Rs.75,00,00,000 (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10 each.

Keeping in view the capital requirement of the Company in future, it is proposed to increase the Authorised Share Capital of the Company from existing Rs.75,00,00,000 (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10 each to Rs. 132,50,20,000 (Rupees One Hundred Thirty Two Crores Fifty Lakhs and Twenty Thousand only) by creation of additional 1,83,70,000 (One Crore Eighty Three Lakhs Seventy Thousand) Shares divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs. 10 each ranking *paripassu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company and 1,08,70,000 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46 each shall rank senior to all other Preference Shares and Instruments which may be issued by the Company from time to time in respect of voting rights, dividend and liquidation.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

The altered Memorandum of Association shall be open for inspection by the members at the Registered Office of the Company during the business hours between 9.00 a.m. to 6.00 p.m on Tuesday to Wednesday upto the date of the General Meeting.

The consent of the members is, therefore, being sought for passing the aforesaid resolution at Item No. 1 of the notice as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company; or their respective relatives, is in any way concerned or interested in the said resolution except to the extent of their respective shareholding, if any, in the Company.

**Item No. 2**

Mr. Ashok Sharma was appointed as Managing Director and Chief Executive Officer of the Company for a period of 5 years with effect from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2021 (both days inclusive) on a consolidated salary of Rs.59,09,520 (Rupees Fifty Nine Lakhs Nine Thousand Five Hundred and Twenty Only) per annum. On 2<sup>nd</sup> May, 2017 the remuneration of Mr. Ashok Sharma was revised from a consolidated salary of Rs. 59,09,520 (Rupees Fifty Nine Lakhs Nine Thousand Five Hundred and Twenty Only) per annum to a consolidated salary of Rs.1,42,00,0000 (One Crore Forty Two Lakhs only) per annum for a period of 3 years with effect from 1<sup>st</sup> April, 2017.

Considering the provisions of Schedule V of the Companies Act, 2013 and the latest amendment and also considering the growth opportunities and future potential of the Business, it is proposed to increase the remuneration of Mr. Ashok Sharma, Managing Director and Chief Executive Officer of the Company.

In accordance with the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), it is proposed to revise the remuneration of Mr. Ashok Sharma from a consolidated salary of Rs.1,42,00,0000 (One Crore Forty Two Lakhs only) per annum to Rs.1,70,00,000 (One Crore Seventy Lakhs only) per annum for the residual period of his appointment.

The Board upon the recommendations of Nomination and Remuneration Committee have approved revision in remuneration of Mr. Ashok Sharma with effect from 1<sup>st</sup> August, 2019.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 2 of the Notice for revision of the remuneration of Mr. Ashok Sharma.

Except Mr. Ashok Sharma, none of the other 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 following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information :

i) Nature of Industry:

The Company is in the business of dealing in various agri products and commodities like Fruits, Crop Care, Seeds, Potatoes and Dairy.

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

The Company was incorporated on 11<sup>th</sup> April, 2000 and commenced business activities on 11<sup>th</sup> April, 2000.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

iv) Financial performance based on given indicators -as per audited financial results for the year ended 31<sup>st</sup> March, 2019:

Particulars	Rupees in lakhs
Turnover and Other Income	31,688.08
Profit/(Loss) before tax as per Profit & Loss Account	(5,747.29)
Profit/(Loss) after Tax	(6,390.01)

v) Foreign Investments or collaborators, if any: Not Applicable

## II. Information about the appointee:

### i) Background details:

Mr. Ashok Sharma has a Bachelor's Degree in Mechanical Engineering from the renowned Victoria Jubilee Technical Institute, Mumbai and has done his Masters in Management Studies from the prestigious Jannalal Bajaj Institute of Management Studies, Mumbai.

He joined the Farm Equipment Sector of Mahindra and Mahindra Limited in 1998 as General Manager Sales and since then has made significant contributions in the areas of Quality, Strategic Planning and Business Excellence. He has played a vital role in expanding and growing Mahindra's Powerol and Agri Businesses.

Prior to joining Mahindra & Mahindra, Mr. Ashok Sharma has held successful leadership positions in various Indian and Multinational corporations like Godrej & Boyce Manufacturing Co., Videocon International, and Daewoo Electronics.

In a career spanning over 29 years, Mr. Sharma has rich experience in various functions like sales, marketing, strategic and business planning and has held various general management functions.

ii) Past remuneration during the financial year ended 31<sup>st</sup> March, 2019: Rs.1,42,00,000 (One Crore Forty Two Lakhs only) per annum.

iii) Recognition or Awards : -

iv) Job profile and his suitability :

Taking into consideration Mr. Ashok Sharma's qualification and expertise in relevant fields, he is best suited for the responsibilities of Managing Director and Chief Executive Officer of the Company currently assigned to him by the Board of Directors.

v) Remuneration Proposed : Rs.1,70,00,000 (One Crore Seventy Lakhs only) per annum.



- 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 Mr. Sharma, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.

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

Besides the remuneration proposed, the Managing Director and Chief Executive Officer 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:

This year, your Company has seen subdued figures financially, mainly owing to the business corrections it has made in seeds and crop care businesses. This has translated well into balance sheet and has significantly reduced receivables for these two input businesses. Further, your Company has worked to de-risk its several businesses and leveraged analytical models to reduce its exposure in inputs and fruit exports businesses.

The Company with its revised and focused strategy and one-time business corrections is much better poised than before to scale profitably in the next financial year.

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

On the Agri inputs side, your Company would be reinforcing its portfolio through launch of new products in Crop care and seeds businesses. It would be furthering its presence in identified markets and focus on sales of high margin “Gold” products in crop care business and rice varieties in seeds business.

In the fruit exports business, your Company would look to strengthen its presence in non-European markets and establish revenue and margin leaderships through Saboro brand. The Company would also seek to leverage digital to further its brand story of ethical and high-quality fruits on back of a traceable supply chain.

To further its businesses in food space, your Company seeks to expand its health Café network in Mumbai. Also, it seeks to scale its dairy operations in Madhya Pradesh (MP) disproportionately and scale 1.5X in the current year.

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

Particulars	Rupees in lakhs
Turnover and Other Income	29,100
Profit/(Loss) before tax as per Profit & Loss Account	(3,000)
Profit/(Loss) after Tax	(3,000)

IV. Disclosures:

Adequate disclosures required, if any, shall be made in the Board of Directors Report.

The following additional information is provided in respect of Mr. Ashok Sharma  
-

Name	Mr. Ashok Sharma
Age	55 years
Qualifications	Bachelor's in Mechanical Engineering and Master's in Management Studies
Experience	Prior to joining Mahindra & Mahindra Limited, Mr. Ashok Sharma has held successful leadership positions in various Indian and Multinational Corporations like Godrej & Boyce Manufacturing Co., Videocon International and Daewoo Electronics.  Currently, he is the President of the rapidly growing portfolio of Agri Businesses.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as the Managing Director and Chief Executive Officer of the Company w.e.f. 01/04/2016  Remuneration of Rs. 1.42 crores per annum is payable in the capacity of Managing Director and Chief Executive Officer of the Company
Date of first appointment on the Board	06/12/2010
Shareholding in the company	NIL
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	5
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Details of other Directorships -</u> MeraKisan Private Limited Mahindra EPC Irrigation Limited Mahindra Greenyard Private Limited

	<p>Mahindra HZPC Private Limited Origin Fruit Direct holding B.V. Mahindra Summit Agriscience Limited</p> <p><u>Details of other Memberships/Chairmanship of Committees -</u></p> <p>Mahindra EPC Irrigation Limited: Corporate Social Responsibility Committee (Chairman), Risk Management Committee (Member) and Stakeholders Relationship Committee (Member)</p> <p>Mahindra HZPC Private Limited: Nomination and Remuneration Committee (Member)</p>
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By Order of the Board  
For **Mahindra Agri Solutions Limited**

Sd/-  
**FEROZE BARIA**  
Company Secretary  
ACS:11357

Place: Mumbai  
Date: 19<sup>th</sup> August, 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

## ATTENDANCE SHEET

I / We, ..... of  
....., being a member(s) of **Mahindra Agri  
Solutions Limited** hereby register my/our presence at the 1<sup>st</sup>/2019-20 Extra-  
Ordinary General Meeting of the Company being held at a shorter notice on  
Thursday, 22<sup>nd</sup> August, 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:

Signature (s) -----

Date: -----

**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: U01400MH2000PLC125781**

Name of the company: **Mahindra Agri Solutions 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: \_\_\_\_\_

\_\_\_\_\_  
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup>/2019-20 Extra-Ordinary General Meeting of the Company, to be held at a shorter notice on Thursday, 22<sup>nd</sup> August, 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 such resolutions as are indicated below:

Sr. No.	Resolution	Optional*	
		For	Against
1.	Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.		
2.	Approve revision in remuneration of Mr. Ashok Sharma (DIN: 02766679), Managing Director and Chief Executive Officer of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**Notes:**

\*Please put an '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.

**Venue of the Extra Ordinary General Meeting:**  
Conference Room No. 2, 6<sup>th</sup> Floor  
Mahindra Towers, P. K. Kurne Chowk,  
Worli, Mumbai – 400 018

## Route Map

