

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE (1<sup>ST</sup>/2023-24) EXTRA ORDINARY GENERAL MEETING OF MAHINDRA AGRI SOLUTIONS LIMITED WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, 25<sup>TH</sup> APRIL, 2023 AT 12.45 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:**

The proceedings of the Extra Ordinary General Meeting (“EGM”) shall be deemed to be conducted at the Registered Office of the Company at Mahindra Towers, Dr. G. M. Bhosale Marge, P. K. Kurne Chowk, Worli, Mumbai – 400 018, which shall be the deemed venue of the EGM.

**SPECIAL BUSINESS:**

**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 an **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. 145,60,20,000/- (Rupees One Hundred Forty-Five Crores Sixty Lakhs and Twenty Thousand Only) divided into 9,56,00,000 (Nine Crores Fifty-Six Lakhs) Equity Shares of Rs. 10/- each and 1,08,70,000 (One Crore Eight Lakhs and Seventy Thousand) 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46/- each to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 14,99,98,000 (Fourteen Crores Ninety-Nine Lakhs Ninety-Eight Thousand) Equity Shares of Rs. 10/- each and 1,08,70,000 (One Crore Eight Lakhs and Seventy Thousand) 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46/- each by creation of additional 5,43,98,000 (Five Crores Forty-Three Lakhs Ninety-Eight Thousand) 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.

**RESOLVED FURTHER 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. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 14,99,98,000 (Fourteen Crores Ninety-Nine Lakhs Ninety-Eight Thousand) Equity Shares of Rs. 10/- each and 1,08,70,000 (One Crore Eight Lakhs and Seventy Thousand) 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46/- each.'*

**RESOLVED FURTHER 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."

**NOTES:**

- A. The Ministry of Corporate Affairs ("MCA") has vide its General Circular dated 5<sup>th</sup> May, 2020 read together with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June 2021, 8<sup>th</sup> December, 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December, 2022 (collectively referred to as "MCA Circulars") permitted convening the EGM through VC/OAVM, without the physical presence of Members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 ('the Act'), the EGM of the Company is being held through VC.

The MCA has clarified that for companies that are not required to provide E-voting facility under the Companies Act, 2013 while they are transacting any business(es) by voting at the General Meeting, the requirements provided in the Companies (Management and Administration) Rules, 2014, as amended up to date as well as the framework provided in the MCA Circulars will be applicable.

Notice is sent via e-mail to all Members who have registered their e-mail addresses with the Company and is also available on the web-address of the Company - [www.mahindraagri.com](http://www.mahindraagri.com).

Members whose email ids are not registered or changed, are requested to update/register their email ids by sending a request to the below mentioned designated email ids by providing Name of the shareholder, email id, PAN, DPID/Client ID or Folio number and number of shares held by them for registering the email id.

- B. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members intending to attend the Meeting through their authorized representatives are requested to email to the Company by sending an email to [baria.feroze@mahindra.com](mailto:baria.feroze@mahindra.com) ("Designated email ID") with cc to [kadu.anwaya@mahindra.com](mailto:kadu.anwaya@mahindra.com), a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- C. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- D. The Members can join the EGM through VC 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC will be made available to all the Members of the Company.
- E. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- F. Members are requested to communicate their assent/ dissent on the agenda items of this EGM by show of hands, if the Chairman allows or by sending an email to [baria.feroze@mahindra.com](mailto:baria.feroze@mahindra.com) (“Designated email ID”) with cc to [kadu.anwaya@mahindra.com](mailto:kadu.anwaya@mahindra.com) in case a poll is demanded.
- G. The Company’s Registrar and Transfer Agents for its share registry work are KFin Technologies Limited having its office at Selenium Building, Tower-B, Plot No. - 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Tel: 040 - 67162222; Fax: 040– 23001153 and Email id: [karisma@kfintech.com](mailto:karisma@kfintech.com).
- H. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed hereto.
- I. Members are requested to accord their consent pursuant to Section 101 of the Companies Act, 2013, to holding this EGM at a shorter notice.
- J. Members are requested to update their change in contact details including email address, if any to the abovementioned emails.
- K. All documents referred to in the Notice as available for inspection will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect documents can send an email to [kadu.anwaya@mahindra.com](mailto:kadu.anwaya@mahindra.com) any time before and during the Meeting.
- L. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.

M. Instructions for members for attending the EGM through VC are as under:

- i) Members can join the Meeting by clicking on the link provided in the email containing this notice convening the EGM of the Shareholders.
- ii) Members who need IT assistance before or during the EGM can contact Mr. Sidheswara Sahu (9930557433/ 9967650333).

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

Sd/-  
**Feroze Baria**  
Company Secretary  
ACS - 11357

Place: Mumbai  
Date: 22<sup>nd</sup> April, 2023

**Registered Office:**

Mahindra Towers, Dr. G. M. Bhosale Marg,  
P. K. Kurne Chowk, Worli, Mumbai – 400 018  
CIN: U01400MH2000PLC125781  
E-mail: [baria.feroze@mahindra.com](mailto:baria.feroze@mahindra.com)  
Website: [www.mahindraagri.com](http://www.mahindraagri.com)  
Tel. +91 22 24905625; Fax: +91 22 24900833

**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. 145,60,20,000/- (Rupees One Hundred Forty-Five Crores Sixty Lakhs and Twenty Thousand Only) divided into 9,56,00,000 (Nine Crores Fifty-Six Lakhs) Equity Shares of Rs. 10/- each and 1,08,70,000 (One Crore Eight Lakhs and Seventy Thousand) 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46/- 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. 145,60,20,000/- (Rupees One Hundred Forty-Five Crores Sixty Lakhs and Twenty Thousand Only) divided into 9,56,00,000 (Nine Crores Fifty-Six Lakhs) Equity Shares of Rs. 10/- each and 1,08,70,000 (One Crore Eight Lakhs and Seventy Thousand) 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46/- each to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 14,99,98,000 (Fourteen Crores Ninety-Nine Lakhs Ninety-Eight Thousand) Equity Shares of Rs. 10/- each and 1,08,70,000 (One Crore Eight Lakhs and Seventy Thousand) 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) of Rs. 46/- each by creation of additional 5,43,98,000 (Five Crores Forty-Three Lakhs Ninety-Eight Thousand) 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.

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 will be made available for inspection on receipt of request from Members to the Company through their registered email IDs on [kadu.anwaya@mahindra.com](mailto:kadu.anwaya@mahindra.com) any time before and during the Meeting.

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

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

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

Sd/-  
**Feroze Baria**  
Company Secretary  
ACS - 11357

Place: Mumbai  
Date: 22<sup>nd</sup> April, 2023

**Registered Office:**

Mahindra Towers, Dr. G. M. Bhosale Marg,  
P. K. Kurne Chowk, Worli, Mumbai – 400 018  
CIN: U01400MH2000PLC125781  
E-mail: [baria.feroze@mahindra.com](mailto:baria.feroze@mahindra.com)  
Website: [www.mahindraagri.com](http://www.mahindraagri.com)  
Tel. +91 22 24905625; Fax: +91 22 24900833