

NOTICE

NOTICE is hereby given that the THIRTY-SIXTH ANNUAL GENERAL MEETING of the members of MAHINDRA INTERTRADE LIMITED will be held at 10:00 a.m. on Monday, 23rd June, 2014 at Board Room, 6th Floor, Mahindra Towers, Worli, Mumbai – 400 018 at a shorter notice to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Raghunath Murti who retires by rotation and, does not offer himself for re-election and in this connection, if thought fit, to pass the following Resolution:

“RESOLVED THAT Mr. Raghunath Murti, a Director liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 and who has not offered himself for re-election, be not re-elected as a Director of the Company.

FURTHER RESOLVED THAT the vacancy so caused in the constitution of the Board of Directors of the Company, be not filled.”

4. To appoint a Director in place of Mr. Bharat Doshi who retires by rotation and, being eligible, offers himself for re-election.
5. To appoint a Director in place of Mr. P. N. Shah who retires by rotation and, being eligible, offers himself for re-election.
6. To appoint a Director in place of Mr. Rajeev Dubey who retires by rotation and, being eligible, offers himself for re-election.
7. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

8. To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sudhir Mankad, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office with effect from the date of this Annual General Meeting, to 22nd June, 2019."

9. To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shilpa & Company, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board


Company Secretary

Place: Mumbai

Dated: 17th June, 2014

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) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- (C) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (D) The Company has notified Friday, 20th June, 2014 as the record date for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 8:

Pursuant to Section 149 of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, the Company is required to appoint at least two Independent Directors on the Board of the Company. Pursuant to the aforesaid provisions and clarifications issued by the Ministry of Corporate Affairs, Government of India vide General Circular No. 14/2014 dated 9th June, 2014, compliance with the aforesaid provisions will have to be observed within one year from 1st April, 2014, subject to compliance with eligibility and other prescribed conditions. Appointment of Independent Directors as above can be made upto five years and the provisions relating to retirement by rotation shall not apply to the Independent Directors.

In view of the provisions of Section 149 of the Act, the Board recommends appointment of Mr. Sudhir Mankad as an Independent Director, who shall hold office for a period as stated in the Resolution at item no. 8, with effect from the date of the Annual General Meeting.

The Company has received a Notice in writing from a member along with the requisite deposit under Section 160 of the Act proposing the candidatures of Mr. Sudhir Mankad as an Independent Director.

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Further, Mr. Mankad is not disqualified from being appointed as Director (Independent Director) in terms of Section 164 of the Act and he has given his consent in writing to act as an Independent Director of the Company.

The Company has also received declaration from Mr. Sudhir Mankad that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Mr. Mankad possesses appropriate skills, experience, knowledge and qualifications in the fields beneficial to the interests of the Company.

In the opinion of the Board, the above Independent Director fulfills the conditions for appointment as an Independent Director as specified under the Act.

In view of the vast experience and knowledge which Mr. Mankad possesses, it will be in the interest of the Company if he is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mr. Mankad as an Independent Director, setting out the terms and conditions of his appointment, is available for inspection by the members at the Registered Office of the Company.

Mr. Sudhir Mankad and his relatives are interested in the Resolution to the extent of Mr. Mankad's appointment as proposed in the Resolution set out at Item No. 8 of the Notice.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested in the Resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9:

The accounts being maintained by the Company are required to be audited in terms of Order No. 52/26/CAB – 2010 dated 30th June, 2011 issued by the Ministry of Corporate Affairs, Cost Audit Branch, New Delhi.

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The Board of Directors of the Company has, upon recommendation of the Audit Committee, appointed M/s. Shilpa & Co. as Cost Auditors for conducting the audit of the cost accounts of the Company for the financial year ending 31st March, 2015 at a remuneration of Rs 1,49,000 (excluding service tax and reimbursement of out of pocket expenses). M/s. Shilpa & Co., has inter alia confirmed pursuant to Para (e) of the General Circular No. 15/2011 dated 11th April, 2011 issued by the Ministry of Corporate Affairs, Cost Audit Branch, New Delhi that they are an independent firm of Cost Accountants and are at arm's length relationship with the Company.

In accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the shareholders of the Company are required to ratify and confirm the remuneration to be paid to the Cost Auditors for conducting audit of the cost accounts of the Company.

The scope and other terms of appointment of the cost auditors will be decided mutually between the Company and the Cost Auditors.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By Order of the Board


Company Secretary

Place: Mumbai

Dated: 17th June, 2014