

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-NINTH ANNUAL GENERAL MEETING OF MAHINDRA INTERTRADE LIMITED WILL BE HELD ON FRIDAY, 23RD JUNE, 2017 AT 5.45 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI 400 018 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, 2017, including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Bharat Doshi (DIN: 00012541) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pravin Shah (DIN: 00056173) who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. B S R & Co. LLP, (a KPMG member firm), Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as statutory auditors of the Company, in place of retiring statutory auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai (Registration No. 117365W), to hold office for a period of five years i.e. from the conclusion of this Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2022 , on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the statutory auditors, plus service tax and other levies as may be applicable, and out of pocket expenses as may be incurred by them during the course of the audit.”

SPECIAL BUSINESS:

6. 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), and pursuant to the recommendation of the Audit Committee, M/s. Shilpa & Company, Cost Accountants, Nashik (Firm registration no. 100558), the Cost Auditors appointed by the Board of the Company to conduct the audit of the cost accounting records of the Company for the financial year ending 31st March, 2018, be paid the remuneration of Rs. 1,72,541/- (excluding service tax) plus reimbursement of out-of-pocket expenses.

RESOLVED FURTHER 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 such approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regards.”

By Order of the Board

Romali M. Malvankar
Company Secretary
Membership No. A29447
Address: Mahindra Towers, P. K. Kurne Chowk
Worli, Mumbai - 400 018.
Contact No. 022-24905623
Email ID: malvankar.romali@mahindra.com

Place: Mumbai
Dated: 27th April, 2017

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. 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 Companies, must be supported by an appropriate resolution/authority as applicable.**
3. An Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
4. Members 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.
5. The Board has recommended dividend @ 120% for the year ended on 31st March, 2017, i.e. Rs. 12 per equity share on 1,21,00,007 fully paid-up equity shares of Rs 10 each and a pro-rata dividend of Rs 3.60 per equity share on 1,50,00,000 partly paid-up equity shares of face value of Rs 10 each, Rs 3 per share paid-up, aggregating Rs 19.92 crore (excluding applicable taxes).
6. The Company has notified the date of the Annual General Meeting i.e. 23rd June, 2017 as the record date for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
7. Route map for venue of the meeting is enclosed.
8. Additional Information as per clause 1.2.5 of the Secretarial Standard 2:

ITEM NO. 3

Mr. Bharat Doshi (DIN: 00012541), Director, being eligible, offers himself for re-appointment at the 39th Annual General Meeting of the Company.

The following additional information is provided in respect of Bharat Doshi (DIN: 00012541):

Name	Mr. Bharat doshi
Age	67 years
Qualifications	Mr. Bharat Doshi is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and holds a Master's degree in Law from Bombay University. He is an alumnus of Harvard Business School (PMD) and Fellow of the Salzburg Seminar on "Asian Economies: Regional and Global Relationships"
Experience	<p>Mr. Doshi, former Executive Director and Group CFO of Mahindra & Mahindra Limited, the flagship Company of Mahindra Group</p> <p>He was also the Chairman of Mahindra & Mahindra Financial Services Limited from April 2008 and he stepped down from this position on his nomination as Director on the Central Board of Reserve Bank of India in March 2016.</p> <p>Mr. Doshi is on the Governing Board of The Mahindra United World College of India, K.C. Mahindra Education Trust and Mahindra Foundation. He is also on the Board of Gateway House: Indian Council on Global Relations, a foreign policy think tank in Mumbai.</p> <p>Over the last 35 years, Mr. Doshi has been actively involved with the work of Chambers of Commerce and Industry.</p> <p>He served as the President of Bombay Chamber of Commerce and Industry for the year 2009-10.</p> <p>He was a member of the High Powered Expert Committee constituted by the Ministry of Finance, Government of India, on Making Mumbai an International Financial Centre.</p>

	<p>He was a Member of Reserve Bank of India constituted Working Group to examine a range of emerging issues pertaining to regulation of the NBFC sector and a Member of the RBI constituted Committee on Comprehensive Financial Services for Small Businesses and Low-Income Households.</p> <p>He was a member of the SEBI (Securities and Exchange Board of India) Committee on Disclosures and Accounting Standards.</p> <ul style="list-style-type: none"> ▪ He serves on the Advisory Board of Excellence Enablers, an organization committed to promote corporate governance in India. <p>Mr. Doshi's career achievements have earned him several awards and accolades, including being adjudged "India's Best CFO" by Business Today, "CFO of the Year" by IMA India in 2005 and in 2007 by CNBC and induction by CFO India as a Founding Member to the CFO Hall of Fame in recognition of an exemplary career and a lifetime of contribution to the field of Finance.</p> <p>He is the Director on the Board of Mahindra Holdings Limited.</p> <p>He is an Independent Director of Godrej Consumer Products Limited and Dr. Reddy's Laboratories Limited.</p>
<p>Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)</p>	<p>NA</p>
<p>Date of first appointment on the Board</p>	<p>27/12/1990</p>
<p>Shareholding in the company</p>	<p>NIL</p>
<p>Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company</p>	<p>NA</p>

The number of Meetings of the Board attended during the year	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Details of other Directorships :</u></p> <ol style="list-style-type: none"> (1) Director – Mahindra Holdings Limited. (2) Independent Director – Dr. Reddy’s Laboratories Limited. (3) Independent Director – Godrej Consumer Products Limited. (4) Member of Board of Governors – The Mahindra United World College of India (A Company registered under Section 25 of Companies Act 2013). (5) Director – Indian Council on Global Relations (A Company registered under Section 25 of Companies Act 2013) (6) Director – Mahindra Foundation (USA) – (a foreign non-profit corporation registered in USA). (7) Director – Mahindra Foundation (UK) – (a foreign private limited company registered in UK). (8) Director of Central Board – Reserve Bank of India. <p><u>Details of other Memberships of Committees :</u></p> <ol style="list-style-type: none"> (1) Member of Loans & Investment Committee – Mahindra Holdings Limited (2) Member of Nomination and Remuneration Committee – Mahindra Holdings Limited (3) Chairman of Audit Committee – Godrej Consumer Products Limited (4) Member of Nomination and Remuneration Committee – Godrej Consumer Products Limited (5) Member of Audit Committee – Dr. Reddy’s Laboratories Limited (6) Member of Stakeholder’s Relationship Committee – Dr. Reddy’s Laboratories Limited (7) Chairman of Corporate Social Responsibility Committee – Dr. Reddy’s Laboratories Limited (8) Member of Nomination, Governance and Compensation Committee – Dr. Reddy’s Laboratories Limited

ITEM NO. 4

Mr. Pravin Shah (DIN: 00056173), Director, being eligible, offers himself for re-appointment at the 39th Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. Pravin Shah (DIN: 00056173):

Name	Mr. Pravin Shah
Age	63 years
Qualifications	B.com(Hons), F.C.A
Experience	<p>Mr. Pravin Shah was the president & Chief Executive-(Automotive) & Member of the Group Executive Board, Mahindra & Mahindra Limited (M&M). He is Chartered Accountant by profession & has held various positions within Mahindra Group. Over his three decade stint with Mahindra, Mr. Shah has been closely involved with several milestones in Mahindra's evolution as a modern Sports Utility Vehicle (SUV) and Multi-Purpose Vehicle (MPV) manufacturer.</p> <p>Mr. Pravin Shah is currently the Senior Advisor of Mahindra & Mahindra Ltd.</p>
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	NA
Date of first appointment on the Board	25/10/2006
Shareholding in the company	Holding one share jointly with Mahindra Vehicle Manufacturers Ltd.
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	NA
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>
	<ol style="list-style-type: none">1. Mahindra Europe s.r.l2. Mahindra North America Technical Centre, Inc3. Mahindra Automotive Australia Pty. Ltd.4. Mahindra South Africa (proprietary) Ltd.5. Mahindra International UK Ltd.6. NBS International Ltd.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the notice dated 27th April, 2017

ITEM NO.5

Pursuant to the provisions of section 139(2) of the Companies Act, 2013 ('the Act') read with Companies (Audit and Auditors) Rules, 2014 (effective from 1st April, 2014), an unlisted public company having paid-up share capital of Rs. 10 crores or more shall not re-appoint an audit firm as auditors for more than two terms of five consecutive years.

Since M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai (Firm Registration No. 117365W), the present statutory auditors, have already functioned as statutory auditors of the Company for two terms of five consecutive years, they cannot be appointed as the statutory auditors for any further term.

It is proposed to appoint M/s. B S R & Co. LLP (a KPMG member firm) Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as the statutory auditors of the Company for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2022 at such remuneration as may be fixed by the members of the Company.

A written consent from M/s. B S R & Co. LLP, confirming that their appointment, if made, shall be in accordance with the conditions prescribed under the Act and a certificate from them indicating that they satisfy the criteria provided in section 141 of the Act have been received by the Company.

A brief profile of M/s. B S R & Co. LLP, is given below.

B S R & Co. ('the firm ') was constituted on 27th March, 1990 with Firm Registration No. 101248W. It was converted into a limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 with

Firm Registration No. 101248W/W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai - 400011, Maharashtra.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.

None of the Directors, Key Managerial Personnel or their respective relatives is/are concerned or interested, financially or otherwise in this item of business, except to the extent of their shareholding, if any, in the Company.

The resolution at Item No. 5 is recommended by the Board to be passed as an Ordinary Resolution.

Pursuant to Clause 1.2.5 of Secretarial Standard-2 (SS-2), the documents mentioned in this item of the Notice will be available for inspection at the Registered Office of the Company during business hours, i.e. 9.00 a.m. to 6.00 p.m. and the same shall also be available for inspection during the Annual General Meeting.

ITEM No. 6:

The cost accounts being maintained by the Company are required to be audited in terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time.

The Board of the Company has upon recommendation of the Audit Committee, re-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, 2018 at a remuneration of Rs. 1,72,541/- (excluding service tax) plus reimbursement of out-of-pocket expenses. M/s. Shilpa & Co., has inter alia confirmed pursuant to the aforesaid provisions of the Companies Act, 2013 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 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 or their respective relatives is/are concerned or interested, financially or otherwise in this item of business, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at item no. 6 of the notice for approval of the Shareholders.

Pursuant to Clause 1.2.5 of Secretarial Standard-2 (SS-2), the documents mentioned in this item of the Notice will be available for inspection at the Registered Office of the Company during business hours, i.e. 9.00 a.m. to 6.00 p.m. and the same shall also be available for inspection during the Annual General Meeting.

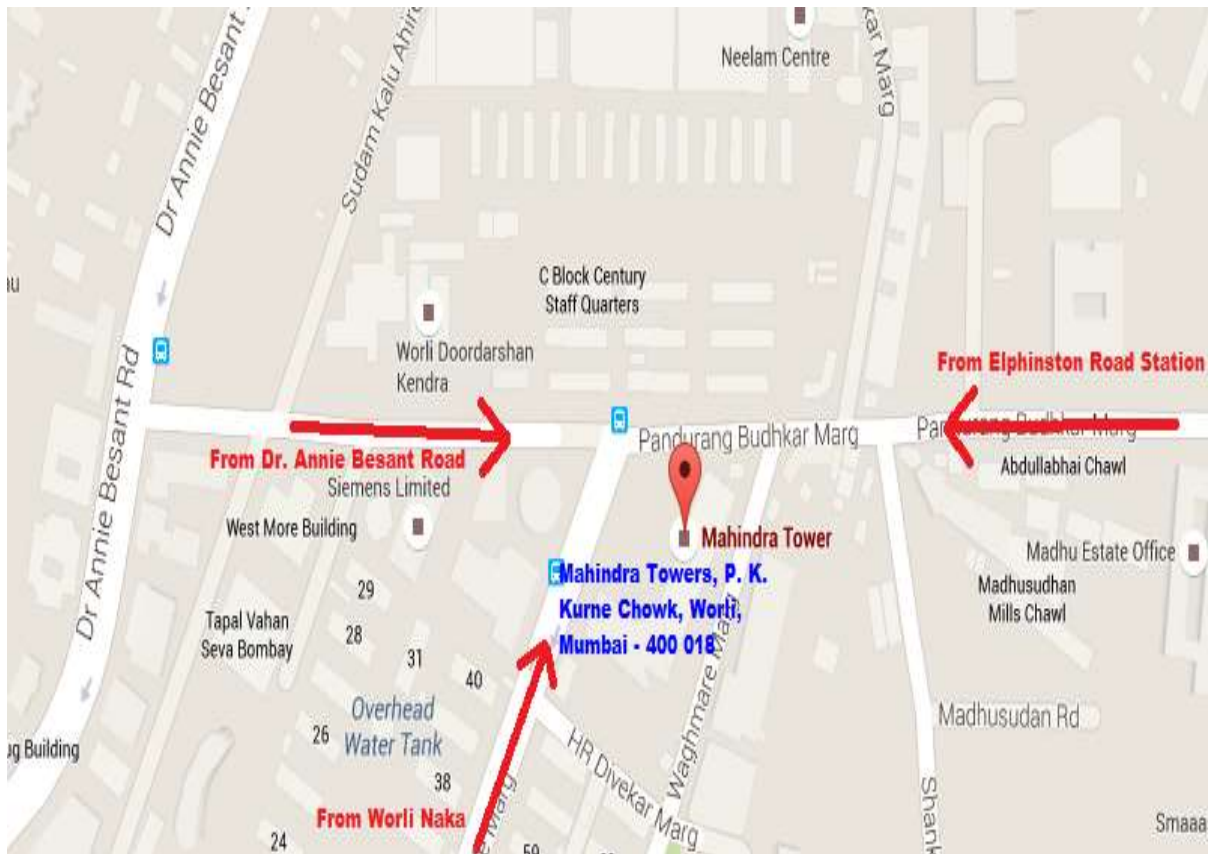
By Order of the Board

Romali M. Malvankar
Company Secretary
Membership No. A29447
Address: Mahindra Towers, P. K. Kurne Chowk
Worli, Mumbai - 400 018.
Contact No. 022-24905623
Email ID: malvankar.romali@mahindra.com

Place: Mumbai
Dated: 27th April, 2017

Venue of AGM :
Mahindra Towers,
P.K. Kurne Chowk, Worli,
Mumbai- 400018.

Route Map:



ATTENDANCE SLIP

I / We,, of
....., being a member(s) of **Mahindra Interttrade Limited** hereby
register my/our presence at the 39th Annual General Meeting of the Company being held on
Friday, 23rd June, 2017 at 5.45 p.m. at the Registered Office of the Company at Mahindra Towers,
P. K. Kurne Chowk, Worli, Mumbai- 400018.

L F 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]

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 39th Annual General Meeting of the Company, to be held on Friday, 23rd June, 2017 at 5.45 p.m. at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai- 400018 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, 2017, including the Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint a director in place of Mr. Bharat Doshi (DIN: 00012541) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a director in place of Mr. Pravin Shah (DIN: 00056173) who retires by rotation and being eligible, offers himself for re-appointment.		
5.	To appoint M/s. B S R & Co. LLP, (a KPMG member firm) as the Statutory Auditors and to fix their remuneration.		
6.	To approve the Remuneration to be paid to Cost Auditors for the Financial year ending 31 st March, 2018.		

Signed this _____ day of _____ 2017.

Signature of shareholder

Signature of Proxy holder(s)

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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.