



## MAHINDRA INTERTRADE LIMITED

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting of the Members of Mahindra Intertrade Limited will be held at a Shorter Notice on Tuesday, 31<sup>st</sup> July, 2018 at 5:15p.m. at 5<sup>th</sup> Floor, Mr. Rajeev Dubey's Conference Room, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 to transact the following Special Business:

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**Approval for increase in remuneration to be paid to Mr. Sumit Issar, Managing Director of the Company w.e.f. 1<sup>st</sup> August, 2018**

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

**“RESOLVED THAT** in partial modification of the Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 20<sup>th</sup> July, 2015 and pursuant to the provisions of sections 197, 198 and all other applicable provisions of the Companies Act, 2013 ('the Act'), read with Schedule V to the Act and 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) and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded for increasing the remuneration payable to Mr. Sumit Issar (DIN:06951249) Managing Director of the Company with effect from 1<sup>st</sup> August, 2018 for the remainder of his term of office, i.e. up to 30<sup>th</sup> September, 2020, on the following revised terms and conditions, in line with the industry standards and the responsibilities handled by him:

<b>Basic Salary:</b>	In the range of Rs. 25,00,000 per annum to Rs. 45,00,000 per annum.
<b>Perquisites/Allowances:</b>	In addition to the salary, the Managing Director shall be entitled to such number/ amount of stock appreciation rights/ESOPs as the Nomination and Remuneration Committee may, at its sole discretion decide. Further, the Managing Director shall also be entitled to such perquisites/allowances which shall include furnished/unfurnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, leave travel assistance if any, performance pay, encashment of leave, contributions to provident fund, superannuation fund, annuity fund, gratuity/ contribution to gratuity fund, provision for Company car, fuel and maintenance thereof on actuals, medical and personal accident insurance,



	<p>residential telephone and such other benefits, amenities and facilities in accordance with the Company's rules/policy.</p> <p>The value of perquisites/allowances would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such rule.</p> <p>Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.</p> <p>Encashment of earned leave at the end of the tenure as per the Company's rules/policy shall not be included in the computation of ceiling on remuneration.</p> <p>Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.</p>
<p><b>Commission:</b></p>	<p>In addition to salary and perquisites/allowances, the Managing Director would be entitled to such commission based on the net profits of the Company in any Financial Year not exceeding 1% of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.</p> <p>Provided that the remuneration payable to the Managing Director (including the salary, commission, perquisites/allowances, benefits and amenities) does not exceed the limits laid down in Section 197 of the Act and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.</p> <p>Annual increment/revision in the remuneration payable to Mr. Sumit Issar, Managing Director of the Company, within the overall scale of remuneration mentioned above, would be recommended by the Nomination and Remuneration Committee to the Board.</p>

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director, the above remuneration as the minimum remuneration, for the remainder of his term of office, i.e. up to 30<sup>th</sup> September, 2020, by way of salary, perquisites/allowances and



benefits as specified above subject to the compliance of the applicable laws and receipt of requisite approvals, if any.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this resolution) to do all such acts, deeds, matters and things and to take 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 and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**By the order of the Board**

**Romali M. Malvankar**  
**Company Secretary**  
**Membership No.: A29447**  
**Address: 5<sup>th</sup> Floor, Mahindra Towers, Worli, Mumbai-400018.**

**Place: Mumbai**  
**Dated: 23<sup>rd</sup> July, 2018**

**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 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 limited companies, societies, etc., 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 request for Consent of the Members as required in terms of the provisions of the amended Section 101 of the Companies Act, 2013 read with Clause 1.2.7 of Secretarial Standards - 2 on General Meetings is enclosed.
6. Route map for venue of the meeting is provided hereinbelow.

**Venue:**

**5<sup>th</sup> Floor, Mr. Rajeev Dubey's Conference Room,  
Mahindra Towers,  
P.K. Kurne Chowk, Worli,  
Mumbai- 400018.**



7. Additional information as per Clause 1.2.5 of the Secretarial Standards 2 (SS2) is provided herein below:

Name	Mr. Sumit Issar
Age	47 years
Qualifications	B.E. (Mechanical Engineer) Hons., M.B.A. (Marketing)



<p>Experience</p>	<p>Mr. Sumit Issar started his career as a Graduate Engineer Trainee in 1995 with M&amp;M (Intertrade Division). Mr. Issar has been associated with various roles including Steel Service Centre sales and operations, product development, sourcing, supply chain management and business development. In addition to heading a Strategic Business Unit in 2005, he was responsible for the Sharjah Operations at Mahindra Middle East Electrical Steel during the period 2009 -2012.</p> <p>In 2012-2013, Mr. Issar played a critical role in Joint Venture discussions with potential global partners. This successfully culminated with the signing of a JV with China Steel Global Trading Corporation, Taiwan and Mitsui &amp; Co. (Asia Pacific) Pte. Ltd., Singapore to establish Mahindra Auto Steel Pvt. Ltd.</p> <p>Mr. Issar has been a key member of the leadership team and has played a pivotal role in transforming Intertrade to a multi-vertical steel solutions company leading to his position as Managing Director of Mahindra Intertrade Ltd. and Mahindra Steel Service Centre Ltd. in October 2015.</p> <p>Mr. Issar has overall experience of 21 years in the steel domain and was awarded CEO with HR orientation award at Malaysia Best Employer Brand Awards 2016 and Next Generation Leader Award 2016 at Manufacturing Today Awards 2016.</p>
<p>Terms &amp; conditions of appointment</p> <p>along with details of remuneration sought to be paid and</p>	<p>5 years with effect from 1<sup>st</sup> October, 2015, i.e., up to 30<sup>th</sup> September, 2020</p> <p><b>Basic Salary</b> : In the range of Rs. 25,00,000 per annum to Rs. 45,00,000 per annum.</p> <p><b>Perquisites/Allowances:</b> In addition to the salary, the Managing Director shall be entitled to such number/ amount of stock appreciation rights/ESOPs as the Nomination and Remuneration Committee may, at its sole discretion decide. Further,</p>



the Managing Director shall also be entitled to such perquisites/allowances which shall include furnished/unfurnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, leave travel assistance if any, performance pay, encashment of leave, contributions to provident fund, superannuation fund, annuity fund, gratuity/ contribution to gratuity fund, provision for Company car, fuel and maintenance thereof on actuals, medical and personal accident insurance, residential telephone and such other benefits, amenities and facilities in accordance with the Company's rules/policy.

The value of perquisites/allowances would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such rule.

Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

Encashment of earned leave at the end of the tenure as per the Company's rules/policy shall not be included in the computation of ceiling on remuneration.

Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

**Commission:**

In addition to salary and perquisites/allowances, the Managing Director would be entitled to such commission based on the net profits of the Company in any Financial Year not exceeding 1% of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.



<p>the remuneration last drawn by such person, if applicable)</p>	<p>Provided that the remuneration payable to the Managing Director (including the salary, commission, perquisites/allowances, benefits and amenities) does not exceed the limits laid down in Section 197 of the Act and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.</p> <p>Annual increment/revision in the remuneration payable to Mr. Sumit Issar, Managing Director of the Company, within the overall scale of remuneration mentioned above, would be recommended by the Nomination and Remuneration Committee to the Board.</p> <p>The remuneration drawn as on 31<sup>st</sup> March 2018: Rs. 154.73 Lakhs per annum.</p>
<p>Date of first appointment on the Board</p>	<p>1<sup>st</sup> October, 2015</p>
<p>Shareholding in the company</p>	<p>1 share held jointly with Mahindra Vehicle Manufacturers Limited</p>
<p>Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company</p>	<p>NA</p>
<p>The number of Meetings of the Board attended during the year</p>	<p>During the year from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018, 5 Board meetings were held, all of which were attended by Mr. Sumit Issar.</p>
<p>Other Directorships, Membership/ Chairmanship of Committees of other Boards</p>	<p><b>Details of other Directorships –</b></p> <ol style="list-style-type: none"> <li>1. Mahindra Steel Service Centre Limited</li> <li>2. Mahindra Electrical Steel Private Limited</li> <li>3. Mahindra Auto Steel Private Limited</li> <li>4. Mahindra Intertrade Limited</li> <li>5. Mahindra Middleeast Electrical Steel Service Centre (FZC)</li> </ol> <p><b>Details of other Memberships of Committees –</b></p> <ol style="list-style-type: none"> <li>1. Mahindra Intertrade Limited – CSR Committee</li> <li>2. Mahindra Steel Service Centre Limited - CSR Committee</li> <li>3. Mahindra Auto Steel Private Limited - CSR Committee</li> </ol>



**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE DATED 23<sup>RD</sup> JULY, 2018, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Members of the Company at their Extra-Ordinary General Meeting held on 20<sup>th</sup> July, 2015, had appointed Mr. Sumit Issar as the Managing Director of the Company for a period of 5 years i.e. with effect from 1<sup>st</sup> October, 2015 up to 30<sup>th</sup> September, 2020 at such remuneration which included Basic Salary in the range of Rs. 12,00,000 per annum to Rs. 25,00,000 per annum and perquisites/ allowances and which shall be within the limits laid down under Section 197 of the Companies Act, 2013.

The Members of the Company at their 38<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> June, 2016, had approved revision in the remuneration payable to Mr. Sumit Issar, as the Managing Director of the Company with effect from 1<sup>st</sup> April, 2016 i.e. in addition to salary and perquisites, Mr. Sumit Issar, during the currency of his tenure as Managing Director shall also be entitled to such commission based on the net profits of the Company in any Financial Year not exceeding 1% of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

In view of the highly competitive market, growing and diversified activities of the Company, there has been an increase in the responsibilities of the Managing Director of the Company.

Taking into consideration his vast experience, professional expertise, significant contribution, the Board of Directors of the Company at their Meeting held on 23<sup>rd</sup> July, 2018, approved increase in remuneration payable to Mr. Sumit Issar, Managing Director of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, for the remainder of his term of office, i.e. up to 30<sup>th</sup> September, 2020, on the following revised terms and conditions, in line with the industry standards and the responsibilities handled by him:

<b>Basic Salary:</b>	In the range of Rs. 25,00,000 per annum to Rs. 45,00,000 per annum.
<b>Perquisites/Allowances:</b>	In addition to the salary, the Managing Director shall be entitled to such number/ amount of stock appreciation rights/ESOPs as the Nomination and Remuneration Committee may, at its sole discretion decide. Further, the Managing Director shall also be entitled to such perquisites/allowances which shall include furnished/unfurnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, leave travel assistance if any, performance pay, encashment of leave, contributions to provident fund, superannuation fund, annuity fund, gratuity/ contribution to gratuity fund, provision for Company car, fuel and maintenance thereof on actuals, medical and personal accident insurance,





	<p>residential telephone and such other benefits, amenities and facilities in accordance with the Company's rules/policy.</p> <p>The value of perquisites/allowances would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such rule.</p> <p>Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.</p> <p>Encashment of earned leave at the end of the tenure as per the Company's rules/policy shall not be included in the computation of ceiling on remuneration.</p> <p>Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.</p>
<p><b>Commission:</b></p>	<p>In addition to salary and perquisites/allowances, the Managing Director would be entitled to such commission based on the net profits of the Company in any Financial Year not exceeding 1% of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.</p> <p>Provided that the remuneration payable to the Managing Director (including the salary, commission, perquisites/allowances, benefits and amenities) does not exceed the limits laid down in Section 197 of the Act and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.</p> <p>Annual increment/revision in the remuneration payable to Mr. Sumit Issar, Managing Director of the Company, within the overall scale of remuneration mentioned above, would be recommended by the Nomination and Remuneration Committee to the Board.</p>

In compliance with Section 190 of the Companies Act, 2013, a Memorandum of terms of Service of Managing Director is available for inspection of the Members in physical or in electronic form at the Registered Office of the Company, up to the date of this Extra-Ordinary General Meeting and shall also be made available for inspection in physical or electronic form during the General Meeting at the venue thereof.



Pursuant to sections 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, the revision in the remuneration payable to Mr. Sumit Issar, as the Managing Director of the Company is being placed before the Members in the Extra Ordinary General Meeting for their approval by way of a Special Resolution.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

**I. General Information :**

**i) Nature of Industry:**

The Company is currently engaged in the business of processing of Steel and Steel trading.

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

The Company was incorporated on 20<sup>th</sup> March, 1978 and started its business activities during the Financial year 1983-1984. The Company's current main object is manufacturing, processing and trading of non-ferrous/ferrous material including various grades of steel.

**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, 2018):**

<b>Particulars</b>	<b>(Rupees in Crores)</b>
Gross Turnover and Other Income	1120.23
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	96.98
Net profit as per Statement of Profit & Loss (After tax)	62.33
Net Worth	535.24



**v) Foreign Investments or collaborations, if any:**

The Company has invested in the shares of its subsidiary company, Mahindra Middleeast Electrical Steel Service Centre (FZC) aggregating to Rs. 2.25 crores.

**II. Information about the appointee:**

**i) Background details:** Refer Additional information as per Clause 1.2.5 of the Secretarial Standards 2 (SS2) provided as note no. 7 to this Notice of Extra-Ordinary General Meeting.

**ii) Past Remuneration drawn during the financial year ended 31<sup>st</sup> March 2018:** Rs. 154.73 Lakhs

**iii) Recognition or Awards:**

Refer Additional information as per Clause 1.2.5 of the Secretarial Standards 2 (SS2) provided as note no. 7 to this Notice of Extra-Ordinary General Meeting.

**iv) Job profile and his suitability:**

Mr. Sumit Issar started his career as a Graduate Engineer Trainee in 1995 with M&M (Intertrade Division). Mr. Issar has been associated with various roles including Steel Service Centre sales and operations, product development, sourcing, supply chain management and business development. In addition to heading a Strategic Business Unit in 2005, he was responsible for the Sharjah Operations at Mahindra Middle East Electrical Steel during the period 2009 -2012.

In 2012-2013, Mr. Issar played a critical role in Joint Venture discussions with potential global partners. This successfully culminated with the signing of a JV with China Steel Global Trading Corporation, Taiwan and Mitsui & Co. (Asia Pacific) Pte. Ltd., Singapore to establish Mahindra Auto Steel Pvt. Ltd.

Mr. Issar has been a key member of the leadership team and has played a pivotal role in transforming Intertrade to a multi-vertical steel solutions company leading to his position as Managing Director of Mahindra Intertrade Ltd. and Mahindra Steel Service Centre Ltd. in October 2015.

The Members of the Company at their Extra-Ordinary General Meeting held on 20<sup>th</sup> July, 2015, had appointed Mr. Sumit Issar as the Managing Director of the Company for a period of 5 years i.e. with effect from 1<sup>st</sup> October, 2015 up to 30<sup>th</sup> September, 2020.



v) **Remuneration Proposed:**

<b>Basic Salary:</b>	In the range of Rs. 25,00,000 per annum to Rs. 45,00,000 per annum.
<b>Perquisites/Allowances:</b>	<p>In addition to the salary, the Managing Director shall be entitled to such number/ amount of stock appreciation rights/ ESOPs as the Nomination and Remuneration Committee may, at its sole discretion decide. Further, the Managing Director shall also be entitled to such perquisites/allowances which shall include furnished/unfurnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, leave travel assistance if any, performance pay, encashment of leave, contributions to provident fund, superannuation fund, annuity fund, gratuity/ contribution to gratuity fund, provision for Company car, fuel and maintenance thereof on actuals, medical and personal accident insurance, residential telephone and such other benefits, amenities and facilities in accordance with the Company's rules/policy.</p> <p>The value of perquisites/allowances would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such rule.</p> <p>Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.</p> <p>Encashment of earned leave at the end of the tenure as per the Company's rules/policy shall not be included in the computation of ceiling on remuneration.</p> <p>Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.</p>
<b>Commission:</b>	<p>In addition to salary and perquisites/allowances, the Managing Director would be entitled to such commission based on the net profits of the Company in any Financial Year not exceeding 1% of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.</p> <p>Provided that the remuneration payable to the Managing Director (including the salary, commission, perquisites/allowances, benefits and amenities) does not exceed the limits laid down in Section 197 of the Act and computed in the manner laid down in</p>



	<p>section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.</p> <p>Annual increment/revision in the remuneration payable to Mr. Sumit Issar, Managing Director of the Company, within the overall scale of remuneration mentioned above, would be recommended by the Nomination and Remuneration Committee to the Board.</p>
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**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):**

In line with the size of the Company, industry standards and taking into account the profile of Mr. Sumit Issar, responsibilities handled by him as the Managing Director of the Company, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart (s) in other Companies.

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

Besides the remuneration proposed to be paid to him, the Managing Director 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:**

Not Applicable as the Company has posted a net profit after tax of Rs. 62.33 crores during the year ended 31<sup>st</sup> March, 2018.

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

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

Not applicable, as the Company has adequate profits.



#### **IV. Disclosures:**

Mr. Sumit Issar, Managing Director satisfies all the conditions as set out in Part -I of Schedule V to the Companies Act, 2013 as also conditions set out under Section 196 (3) of the said Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the said Act.

Save and except Mr. Sumit Issar, Managing Director and his relatives to the extent of their Shareholding interest, if any in the Company, none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned financially or otherwise, in the said special resolution.

The Board of Directors recommends the Special Resolution set out in this Notice for the approval of the Members of the Company.

**By the order of the Board**

A handwritten signature in blue ink, appearing to read "Romali Malvankar", with a horizontal line underneath and two small dots below the line.

**Romali Malvankar**  
**Company Secretary**  
**Membership No.: A29447**  
**Address: 5<sup>th</sup> Floor, Mahindra Towers, Worli, Mumbai-400018.**  
**Place: Mumbai**  
**Dated: 23<sup>rd</sup> July, 2018**



### ATTENDANCE SLIP

<b>Folio No. / DP ID Client ID No.</b>		<b>Name of Proxy:</b>
<b>Name &amp; address of First named Member:</b>		
<b>Name of Joint Member(s), if any:</b>		

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held at shorter notice on Tuesday, 31<sup>st</sup> July, 2018 at 5.15 p.m. at 5<sup>th</sup> Floor, Mr. Rajeev Dubey's Conference Room, Mahindra Towers, Worli, Mumbai- 400018.

Signature of First holder/Proxy

Signature of 1<sup>st</sup> Joint holder

Signature of 2<sup>nd</sup> Joint holder

Note (s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.



**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: U51900MH1978PLC020222

Name of the Company: Mahindra Intertrade 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: \_\_\_\_\_





as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General Meeting of the Company, to be held at Shorter Notice on Tuesday, 31<sup>st</sup> July, 2018, at 5.15 p.m. at 5<sup>th</sup> Floor, Mr. Rajeev Dubey's Conference Room, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolution as is indicated below, (for voting refer note no.3):

Resolution No.	Nature of Resolution	For	Against
1.	To approve the increase in remuneration to be paid to Mr. Sumit Issar, Managing Director of the Company w.e.f. 1 <sup>st</sup> August, 2018.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Revenue Stamp
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\_\_\_\_\_  
Signature of shareholder

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

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.
3. It is optional to indicate your preference if you leave 'for' or 'against' column blank on the resolution your proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.