

## NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of Mahindra eMarket Limited (formerly known as Mriyalguda Farm Solution Limited) will be held at Mr. V S Parthasarathy's Conference Room, Ground Floor, Mahindra Towers, Worli, Mumbai 400018, on Wednesday, 26<sup>th</sup> July, 2017 at 1.00 p.m. to transact the following business:

### 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, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. V S Parthasarathy (DIN: 00125299) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Board of Directors, the Company hereby ratifies the appointment of M/s. B. K. Khare & Co, Chartered Accountants, (ICAI Firm Registration Number 105102W), as the auditors of the Company to hold office from conclusion of the 17<sup>th</sup> Annual General Meeting, till the conclusion of the 21<sup>st</sup> Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of audit.”

### 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 in the enclosed format must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.

- C. Corporate Members intending to send their authorised representative to attend meeting are requested to send a certified copy of Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting
- D. 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.
- E. Route map for venue of the meeting is enclosed.
- F. Additional information as per Secretarial Standards is given as under :-

**ITEM NO. 2**

Mr. V S Parthasarathy (DIN: 00125299), Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment at the 17th Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. V S Parthasarathy (DIN: 00125299) -

Name	Mr. V S Parthasarathy (DIN: 00125299)
Age	54 years
Qualifications	CA & Advanced Management Program from Harvard
Experience	Since 1985 till date (31 years)
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 a Non-Executive and Non-Independent Director on the Board of Directors of the Company w.e.f. 18 <sup>th</sup> September, 2015  No remuneration (including sitting fees) is payable
Date of first appointment on the Board	18 <sup>th</sup> September, 2015
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Mr. V S Parthasarathy is not related to any of the Directors, Manager and Key Managerial Personnel

<p>The number of Meetings of the Board attended during the year</p>	<p>Four Board Meetings of the Company were held during the Financial Year 2016 – 17 out of which Mr. V S Parthasarathy has attended all the Board Meetings.</p>
<p>Other Directorships, Membership/ Chairmanship of Committees of other Boards</p>	<p><u>Details of other Directorships –</u></p> <ol style="list-style-type: none"> <li>1. Mahindra USA Inc</li> <li>2. Mahindra Aerospace Private Limited</li> <li>3. Mahindra Yueda (Yancheng) Tractor Company Limited</li> <li>4. Mahindra Electric Mobility Limited</li> <li>5. CIE Automotive, S.A.</li> <li>6. Mahindra North America Technical Center, Inc</li> <li>7. Mahindra Tractor Assembly Inc</li> <li>8. Mahindra &amp; Mahindra Financial Services Limited</li> <li>9. Mahindra Holidays &amp; Resorts India Limited</li> <li>10. New Democratic Electoral Trust</li> <li>11. Mahindra Two Wheelers Limited</li> <li>12. Peugeot Motorcycles SAS</li> <li>13. Tech Mahindra Limited</li> <li>14. Mahindra Defence System Limited</li> <li>15. Bombay Chamber of Commerce &amp; Industry</li> </ol> <p><u>Details of other Memberships/ Chairmanship of Committees</u></p> <ol style="list-style-type: none"> <li>1. Mahindra Aerospace Private Limited- Audit Committee-Member</li> <li>2. Mahindra Holidays &amp; Resorts India Limited-       <ol style="list-style-type: none"> <li>i. Audit Committee- Member</li> <li>ii. Stakeholders Relationship Committee- Member</li> <li>iii. Risk Management Committee- Member</li> <li>iv. Corporate Social Responsibility Committee-Member</li> <li>v. Committee of Directors-Investment- Member</li> </ol> </li> <li>3. Mahindra Two Wheelers Limited       <ol style="list-style-type: none"> <li>i. Audit Committee- Chairman</li> <li>ii. Nomination &amp; Remuneration Committee-Member</li> </ol> </li> <li>4. Mahindra &amp; Mahindra Financial Services Limited       <ol style="list-style-type: none"> <li>i. Audit Committee- Member</li> <li>ii. Risk Management Committee- Member</li> <li>iii. ALCO Committee- Member</li> <li>iv. Committee for Strategic Investments- Member</li> </ol> </li> </ol>



	<ul style="list-style-type: none"><li>5. Peugeot Motorcycles SAS<ul style="list-style-type: none"><li>i. Audit &amp; Finance Committee- Chairman</li></ul></li><li>6. Tech Mahindra Limited<ul style="list-style-type: none"><li>i. Investment Committee- Member</li></ul></li><li>7. Mahindra Electric Mobility Ltd<ul style="list-style-type: none"><li>i. Nomination &amp; Remuneration Committee- Member</li><li>ii. Audit Committee- Member</li></ul></li></ul>
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**For and on behalf of the Board**

**V. S. Parthasarathy**  
**Chairman**  
**DIN - 00125299**

Mumbai, 5<sup>th</sup> May, 2017

**Registered Office:** Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018



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## ATTENDANCE SHEET

I / We, of ....., being a member(s) of Mahindra eMarket Limited (*formerly known as Mriyalguda Farm Solution Limited*) hereby register my/our presence at the 17<sup>th</sup> Annual General Meeting of the Company being held on Wednesday, 26<sup>th</sup> July, 2017, at 1.00 p.m. at Mr. V S Parthasarathy's Conference Room, Ground Floor, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.

Folio No/ Client Id :

DP ID :

Signed this \_\_\_\_\_ day of , \_\_\_\_\_ 2017



**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: U72900MH2000PLC129103

**Name of the company:** Mahindra eMarket Limited (formerly known as Mriyalguda Farm Solution Limited)

**Registered office:** Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai- 400 018.

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:   
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, 26<sup>th</sup> July, 2017, at 1.00 p.m. at Mr. V S Parthasarathy's Conference Room, Ground 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:



Resolution No.	Ordinary Business: Ordinary Resolutions	Optional*	
		For	Against
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, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. V S Parthasarthy (DIN: 00125299) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	<p><b>Appointment of Statutory Auditors</b></p> <p>“RESOLVED THAT pursuant to section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Board of Directors, the Company hereby ratifies the appointment of M/s. B. K. Khare &amp; Co, Chartered Accountants, (ICAI Firm Registration Number 105102W), as the auditors of the Company to hold office from conclusion of the 17<sup>th</sup> Annual General Meeting, till the conclusion of the 21<sup>st</sup> Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of audit.”</p>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix Revenue Stamp of Re 1
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\_\_\_\_\_  
Signature of shareholder

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

**Notes:**

- \*1. Please put a '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.
2. 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.
3. **This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**



**Venue of the Annual General Meeting:**

**Mr. V S Parthasarathy's Conference Room,  
Ground Floor,  
Mahindra Towers,  
P. K. Kurne Chowk,  
Worli,  
Mumbai- 400 018.**

**Route Map:**

