



**Gromax Agri Equipment Ltd.**

(Formerly known as Mahindra Gujarat Tractor Ltd.)

Vishwamitri, Vadodara - 390011, Gujarat, India.

Tel: +91 265 2311617, 2339547

Fax: +91 265 2338015, 2338156

Website: <https://trakstartractor.com/>

Email: [trakstar@gromaxagri.com](mailto:trakstar@gromaxagri.com)

CIN: U34100GJ1978PLC003127

## NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (1/2018-19) OF THE MEMBERS OF GROMAX AGRI EQUIPMENT LIMITED (FORMERLY KNOWN AS MAHINDRA GUJARAT TRACTOR LIMITED) WILL BE HELD ON THURSDAY, 25<sup>TH</sup> OCTOBER, 2018 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT GROMAX AGRI EQUIPMENT LIMITED, VISHWAMITRI, NEAR RAILWAY OVERBRIDGE, VADODARA 390011, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:**

### **1. Alteration of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the relevant Rules framed thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

**FURTHER RESOLVED THAT** that approval of the Company be accorded to the Board of Directors of the Company 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 necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board**

Sd/-

**Sumeet Maheshwari**

**Company Secretary**

**ACS 15145**

**[Maheshwari.sumeet@mahindra.com](mailto:Maheshwari.sumeet@mahindra.com)**

**Tel.: 022- 24905626**

**Registered Office Address:** Vishwamitri

Railway Overbridge

Vadodara GJ 390011

CIN: U34100GJ1978PLC003127

Website: [www.trakstartractor.com](http://www.trakstartractor.com)

Tel.: +91-265-2311617/2339547

Fax: +91-265-2338015/2338156

Place: Mumbai

Date: 3<sup>rd</sup> October, 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/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. 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.
3. 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.
4. The Company's Registrar and Transfer Agents for its share registry work are NSDL Database Management Limited having its office at 4<sup>th</sup> Floor A wing Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013. Tel: 022 - 4914 2700 ; Fax: 022 - 49142503.
5. An Explanatory Statement as required under section 102 of the Companies Act 2013 is annexed hereto and forms part of the Notice.
6. Members/Proxies/Authorised Representatives 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.
7. Route map for venue of the meeting is enclosed.

**EXPLANATORY STATEMENT pursuant to section 102 of the Companies Act, 2013, Annexed to the Notice dated 3<sup>rd</sup> October, 2018**

The Board of Directors of the Company at their meeting held on 11<sup>th</sup> May, 2018, approved the revised Shareholders' Agreement ("SHA") between the Company, Mahindra & Mahindra Limited, Mahindra Holdings Limited and Governor of State of Gujarat (collectively referred as "Parties"). Subsequently at the same meeting, the Board approved the revised Articles of Association ("AOA") of the Company to give effect of the new clauses of the revised SHA as well as the Companies Act, 2013 subject to approval of members at the 39<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 19<sup>th</sup> July, 2018. The draft of the amended AOA was placed before the Board and was approved subject to approval of members at a said General meeting.

However, the said SHA was signed and executed by all the parties very recently.

Accordingly, it is proposed to adopt the new AOA of the Company. Further, the existing AOA of the Company is based on the provisions of the Companies Act, 1956. After notification of the Companies Act, 2013, the AOA has not been altered due to pendency of execution of the new SHA.

The approval of the shareholders of the Company is required, by way of a Special Resolution pursuant to section 14 of the Companies Act, 2013.

Draft of the AOA proposed to be amended shall be open for inspection by the shareholders at the Registered Office of the Company during the business hours between 10.00 a.m. to 1.00 p.m. on Monday to Friday upto the date of the Extra ordinary General Meeting at the Registered Office of the Company. The notice of Extra ordinary General Meeting is being uploaded on the Company's website <http://trakstartractor.com> for information of the shareholders.

Your Directors recommend this Resolution for approval of the members as a Special Resolution.

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

**By Order of the Board**

Sd/-

**Sumeet Maheshwari**

**Company Secretary**

**ACS 15145**

[Maheshwari.sumeet@mahindra.com](mailto:Maheshwari.sumeet@mahindra.com)

**Tel.: 022- 24905626**

**Registered Office Address:** Vishwamitri

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Place: Mumbai

Dated: 3<sup>rd</sup> October, 2018



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**ATTENDANCE SHEET**

I/We, ..... of  
....., being a member(s) of Gromax Agri Equipment Limited  
(Formerly Known as Mahindra Gujarat Tractor Limited) hereby register my/our presence at the Extra  
Ordinary General Meeting (1/2018-19) of the Company being held on Thursday, 25<sup>th</sup> October, 2018  
at 1.00 p.m. at the registered office of the company at Gromax Agri Equipment Limited,  
Vishwamitri, Near Railway Overbridge, Vadodara 390011, Gujarat.

L F No:

Signature (s) -----

Date: -----



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**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: U34100GJ1978PLC003127**

**Name of the company: Gromax Agri Equipment Limited (Formerly known as Mahindra Gujarat Tractor Limited)**

**Registered office: Vishwamitri, Near Railway Overbridge Vadodara Gujarat-390011**

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 : .....

Address :

E-mail Id :

Signature :....., or failing him .....

2. Name : .....

Address :

E-mail Id :

Signature :....., or failing him .....

3. Name : .....

Address :

E-mail Id :

Signature :.....,

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 (1/2018-19) of the Company being held on Thursday, 25<sup>th</sup> October, 2018 at 1.00 p.m. at the registered office of the company at Gromax Agri Equipment Limited, Vishwamitri, Near Railway Overbridge, Vadodara 390011, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Alteration of Articles of Association of the Company		

Signed this ..... day of..... 2018

\_\_\_\_\_  
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.

**Venue of the Extra ordinary General Meeting:**

Gromax Agri Equipment Limited,  
Vishwamitri, Near Railway Overbridge,  
Vadodara 390011, Gujarat.

**Route Map**

