

mahindra EPC
Mahindra EPC Irrigation Limited

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI(LODR) Regulations, 2015)

To,
The Members
Mahindra EPC Irrigation Limited

Dear Member(s),

Notice is hereby given to the Members of Mahindra EPC Irrigation Limited (**"the Company"**), pursuant to and in compliance with the provisions of Section 108, Section 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 (SS-2), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as **"MCA Circulars"**) and pursuant to other applicable laws and regulations, the resolution appended below is proposed for approval of the Members of Mahindra EPC Irrigation Limited (**"the Company"**) through postal ballot by remote e-voting process (**"Remote E-Voting"**).

In compliance with the provisions of Section 108, 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Act, Regulation 44 of the of the SEBI Listing Regulations and Secretarial Standards -2 ('SS-2'), the Company has engaged KFIN Technologies Limited (RTA), an authorized agency, to provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the notes to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Further, the Company has made necessary arrangements with the Company's RTA for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/depository participants to enable servicing of documents electronically to their e-mail address.

An explanatory statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the item setting out the material facts and reasons thereof along with the instructions/procedures for remote e-voting is annexed to this Postal Ballot Notice for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on July 18, 2025, has appointed Ms. Sujata Rajebahadur, Practising Company Secretary, Nashik, as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 09:00 A.M. (IST) on Tuesday, July 29, 2025 and ends at 05:00 P.M. (IST) on Thursday, August 28, 2025. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before August 30, 2025.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed besides it will be uploaded on the Company's website.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Special Business:

To Consider and appoint Mr. Rajeev Goyal (DIN: 03139184) as Non-Executive Non-Independent Director of the Company:

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof] and on the recommendation of Nomination and Remuneration Committee, Mr. Rajeev Goyal (DIN: 03139184), who was appointed by the Board of Directors as an Additional Non-Executive Non-Independent Director of the Board of Directors of the Company, with effect from 19th July, 2025 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of next Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorised to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution, 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 to file necessary E-forms with the Registrar of Companies.”

Yours faithfully,
For **Mahindra EPC Irrigation Limited**

Ratnakar Nawghare
Company Secretary and Compliance Officer
Membership No.: A8458
Place: Nashik

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto including the relevant details of the Directors seeking appointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is sent by electronic mode to all those members, whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on 25th July, 2025, **(Cut-off date)** and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes. Any member who is not a member on the said cutoff date shall treat this notice for information purposes only.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company has offered an e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged Registrar and Transfer Agent of the Company, i.e., KFIN Technologies Limited for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://www.mahindairrigation.com/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com and BSE Limited (BSE) at www.bseindia.com and on website of Registrar and Transfer Agent of the Company i.e., KFIN Technologies Limited at <https://evoting.kfintech.com>.
6. All the material documents referred to in this Notice, if any, shall be available for inspection based on requests received by the Company at the registered office of the company on or before the last day of e-voting on postal ballot.

7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) based on July 25, 2025, being the cutoff date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of such shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. The Scrutinizer will submit their report to the Chairman, or any other Director authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before August 30, 2025.
10. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
11. The result of the Postal Ballot will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and will be available on the website of the Company at <https://www.mahindrairrigation.com/>. The Resolution, if passed by majority of members so entitled to voting shall be deemed to have been passed on the last date of postal ballot i.e. August 28, 2025 by the Company.
12. The Company has appointed Ms. Sujata Rajebahaddar, Practicing Company Secretary (Membership No. 5728) as the Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. Scrutinizer will submit their report to the Chairman or the Executive Director or the Company Secretary as authorized by the Board after completion of the scrutiny of the votes cast by the remote e-voting facility. The Chairman or the Company Secretary of the Company will declare the results of the Postal Ballot on or before August 30, 2025 by placing it, along with the scrutinizer's report, on the website of the Company at www.mahindrairrigation.com. The result shall also be uploaded on the website of RTA at <https://evoting.kfintech.com> and upon submission, on the websites of National Stock Exchange of India Limited i.e., www.nseindia.com and BSE Limited i.e., www.bseindia.com.
13. The remote e-voting facility will be available during the following period:

Day, date and time of commencement of remote e-voting	Tuesday, July 29, 2025 at 9:00 a.m. (IST).
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	Thursday, August 28, 2025 at 5:00 p.m. (IST).

The e-voting facility shall be disabled by CDSL/NSDL for voting thereafter.

14. Submission of Questions / queries:

Members desiring any additional information with regard to the resolution proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of Kfintech e-voting website <https://evoting.kfintech.com> or contact kfintech's toll number 1800-3094-001 or at E-mail ID : evoting@kfintech.com

15. Instructions for members for remote e-Voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on the resolution set-forth in this notice through remote e-voting platform provided by KFin Technologies Limited ('remote e-voting').

i. For individual shareholders holding shares in demat mode:

Individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts/ websites of Depositories/Depository Participants (DPs).

ii. For non-individual shareholders holding shares in demat mode and all shareholders holding shares in physical mode:

The Login Credentials provided in the email received from Kfintech/generated as per procedure provided in Note No. 16 (B) shall be required for remote e-voting during the remote evoting period as mentioned above. For further details please refer Note No. 16 (B) of this Notice of Postal Ballot.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 Alternatively, by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed with completing the required fields. Follow the steps given in point 1.

	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

I) Login method for e-Voting by Institutional shareholders (other than Individual shareholders) holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

- ii. Enter the login credentials (i.e. User ID and password). In the case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Mahindra EPC Irrigation Limited” and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id cssujatarajebahadur@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Notice and e-voting instructions cannot be serviced, may temporarily get their email address and

mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
 - iv. The Scrutinizer’s decision on the validity of the vote shall be final.
1. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.
 2. The Scrutinizer after scrutinizing the votes cast by remote e-voting submit the same forthwith not later than 48 hours of conclusion of the e-voting to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
 3. The Results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company i.e., www.mahindrainirrigation.com and on the website of KFin Technologies Limited i.e., <https://evoting.kfintech.com/>. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
 4. The Resolution shall be deemed to be passed at the registered office of the Company on the last date of e-voting, subject to receipt of the requisite number of votes in favour of the Resolution.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

5. Pursuant to Securities & Exchange Board of India vide its circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

Freezing of Folios without valid PAN, KYC details, Nomination

- a. In case, any of the aforesaid documents / details are not available in a Folio, on or after 1st April 2025, the same shall be frozen by RTA.
- b. Similarly, in case the PAN(s) in a folio is/are not valid as on the cut-off date specified by The Central Board of Direct Taxes (CBDT) then also the folio shall be Frozen as above.
- c. A member/claimant will be eligible to lodge grievance or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.

- d. In case the folio continues to remain frozen as on 31st December 2025, the RTA/Company shall refer such frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

6. Issuance of Securities in dematerialized form in case of Investor Service Requests

We would further like to draw your attention to SEBI Notification dated 24th January 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialized form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

7. We hereby request holders of physical securities to furnish the documents/details, as per the table below for respective service requests, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No: ISR 1
2	Address with PIN code	
3	Email address	
4	Mobile Number	
5	Bank account details (Bank name and Branch, Bank account number, IFSC code)	
6	Demat Account Number	
7	Specimen Signature	Form No: ISR- 2
8	Nomination details	Form No. SH-13
9	Declaration to opt out nomination	Form No. ISR-3
10	Cancellation or Variation of Nomination	Form No. SH-14
11	Request for issue of Securities in dematerialized form in case of below: <ol style="list-style-type: none"> i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal / Exchange of securities certificate iv. Endorsement v. Sub-division / Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition 	Form No: ISR- 4

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Members may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along with the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the RTA at <https://ris.kfintech.com/clientservices/diy/>.

The Company had also dispatched separate communication providing information to the holders of physical securities as above with the status of their respective KYC in record of Company/RTA in the month of May, 2024.

8. Mode of submission of form(s) and documents

a. Submitting Hard Copy through Post/ Courier etc.,

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

KFin Technologies Limited,

Unit: Mahindra EPC Irrigation Limited

Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032

b. Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to einward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: <https://ris.kfintech.com/clientservices/diy/>.

c. Submitting Hard copy at the office of the RTA

The form(s) along with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorized person of the RTA and copy (ies) of such documents with IPV stamping with date and initials shall be retained for processing.

Mandatory Self-attestation of the documents

Please note that each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign or scan copies of the documents.

E-sign

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign users. The holder/claimant may approach any of the empaneled e-Sign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

9. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

10. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s KFin Technologies Limited on einward.ris@kfintech.com. Members holding shares in demat form may contact their Depository Participant for availing this facility.

a. Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The amount as mentioned in the Financial Statement being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2025. Members, who have not encashed their dividend warrants so far in respect of the aforesaid period, are requested to make their claim to KFinTech at the earliest.

b. Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address etc. Members holding shares in physical form are requested to submit these additional details to KFin Technologies Limited in the prescribed form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

- c. Members are requested to:
 - i. Intimate to KFin Technologies Limited at the address mentioned in Note No. 8 above, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - ii. Intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) at an early date, in case of Shares held in dematerialized form.
 - iii. Quote their folio numbers/Client ID/DP ID in all correspondence; and
 - iv. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- d. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.
- e. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member, as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- f. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company as per the prescribed form which is enclosed at the end of the Annual Report.
- g. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019. In view of the above and to avail of various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

EXPLANATORY STATEMENT pursuant to Sections 102 and other applicable provisions of the Companies Act, 2013 ("Act")

ITEM NO. 1:

TO APPOINT MR. RAJEEV GOYAL (DIN: 03139184) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of Mahindra EPC Irrigation Limited ("**The Company**"), based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Rajeev Goyal (DIN: 03139184) as an Additional Non-Executive Non-Independent Director of the Company with effect from 19th July, 2025, pursuant to section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Regulation 17 (1C) of SEBI Listing Regulations provides that the Company ensures that the approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the approval of the members of the Company is sought by way of passing Ordinary Resolution through Postal ballot, for the appointment of Mr. Rajeev Goyal as a Non-Executive Non-Independent Director of the Company.

Mr. Rajeev Goyal has given his consent in writing to act as the Director of the Company and has furnished the necessary declaration(s) to the Board of Directors. Further, as per the declaration received by the Company, he is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act. Further, he has declared that he is not debarred from holding the office of director by virtue of any Order issued by the Securities and Exchange Board of India or any other such authority. He is not inter-se related with any of the Director of the Company.

A brief profile of Mr. Rajeev Goyal is given as under:

Mr. Rajeev Goyal is the CFO of largest business vertical of the Mahindra Group - Auto & Farm Sectors (AFS) with consolidated global revenue of Rs. 92,000cr ~ \$11 bn. The entire domestic and global businesses of Auto and Farm including the subsidiaries are under his purview.

Mr. Rajeev Goyal is on the board of several group companies. He is a member of the AFLC (Auto and Farm Leadership Council); the apex thought leadership and governing body of AFS. He works closely with the ED - AFS in shaping growth strategies of the business.

Mr. Rajeev Goyal has held various strategic positions over the past 19 years at M&M. He has led various business performance transformation projects in both Farm and Auto spearheading path breaking initiatives for improving margins and optimising cost structures as well as Cash Management. He has driven implementations of various Governance, Risk Management, Controls and Compliance frameworks in the organisation. He has been closely involved in various value creation and strategic business initiatives in last few years.

Mr. Rajeev Goyal is a qualified Chartered Accountant with total experience of 35+ years in diverse industries & business verticals. Before joining Mahindra & Mahindra in 2006, he spent 13 years in Escorts Group in different roles & capacities.

He was also among the select group of executives chosen for Mahindra's Future Leadership Programme (FLP). He has attended Leadership Development Programmes at Harvard Business School, IMD Business School & Yale School of Management and Ross School of Management - University of Michigan.

A copy of the draft letter of appointment of Mr. Rajeev Goyal setting out the terms and conditions of his appointment is available for electronic inspection without any fee by the member from the date of sending of this Notice up to the last date of e-voting i.e. August 28, 2025. Members seeking to inspect the draft letter of appointment may send an email to Company at rvnawghare@mahindairrigation.com. A copy of the draft letter of appointment of Director, setting out the general terms and conditions of appointment is available on the website of the Company at: www.mahindairrigation.com.

Annexure - A

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Description
Name of Director	Mr. Rajeev Goyal
DIN	03139184
Age	59 years
Date of appointment / first appointment on the Board	19 th July, 2025
A brief resume of the director	As stated above.
Qualifications	Chartered Accountant
Nature of his expertise in specific functional areas	Finance and Accounts, risk management, governance and compliances, strategic management initiatives and general management.
Disclosure of relationships between directors inter-se	There are no inter-se relationships between the directors of the Company
Remuneration last drawn by such a person from the Company and remuneration sought to be paid	Nil
Terms and conditions of appointment/ re-appointment	As per the resolution set out in this notice read with the statement pursuant to Section 102 of the Act.
The number of meetings of the Board attended	Nil

Particulars	Description
Details of directorship in other companies, foreign companies etc.	1. Kota Farm Services Limited 2. Carnot Technologies Limited 3. Mahindra Last Mile Mobility Limited 4. Mahindra and Mahindra South Africa Private Limited 5. Mahindra North America Automotive Inc USA 6. Automobili Pininfarina Inc USA 7. Mahindra South East Asia Ltd., Thailand
Names of listed entities in which the person also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Justification for appointment as director and shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	His in-depth practical experience and extensive knowledge of diversified sectors as well as involvement in various value creation and business initiatives, strategy, compliance, governance, etc. as well as his educational background, enable him to provide the Board with valuable insights and guidance across extensive issues in business and governance matters of the Company. He is not holding any shares of the Company.

Mr. Rajeev Goyal will bring diversity to the Board in terms of his knowledge and expertise. Therefore, the Board of Directors recommend the resolution as set out in this Notice to be passed as an Ordinary Resolution by the members of the Company.

Except Mr. Rajeev Goyal, Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out in the Postal ballot notice. The relatives of Mr. Rajeev Goyal are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Yours faithfully,
For **Mahindra EPC Irrigation Limited**

Sd/-
Ratnakar Nawghare
Company Secretary and Compliance Officer
Membership No.: A8458
Place: Nashik
Date : 18th July, 2025