

**Dear Members,**

You are cordially invited to attend the **TWENTY THIRD ANNUAL GENERAL MEETING** (the 'AGM') of the members of **StarAgri Finance Limited** (the 'Company') to be held on Tuesday, July 17, 2018 at 10 A.M. at 1st Floor, B Wing, Litolier Chambers, Near Marol Metro Station, Marol Naka, Andheri (E) Mumbai- 400 059.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

**Yours faithfully,  
By Order of the Board of Directors  
For StarAgri Finance Limited**

**Sankari Muthuraj  
Company Secretary**

***Enclosures:***

- 1. Notice to the 23<sup>rd</sup> Annual General Meeting*
- 2. Proxy form*
- 3. Attendance slip*
- 4. Route map to the venue of the AGM*

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of **StarAgri Finance Limited** (CIN: 65999MH1995PLC267097) will be held on **Tuesday, July 17, 2018, at 10.00 A.M. at 1st Floor, B Wing, Litolier Chambers, Near Marol Metro Station, Marol Naka, Andheri (E) Mumbai- 400 059** to transact the following businesses:

### **Ordinary business**

#### **1. Adoption of Financial Statements**

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the statement of audited Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors ('the Board') and Auditors thereon.

#### **2. Re-Appointment of retiring director**

To appoint a director in place of Mr. Amit Khandelwal, who retires by rotation and, being eligible, seeks re-appointment.

#### **3. Ratification of appointment of statutory auditors**

To ratify the appointment of M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary resolution** thereof:

**"RESOLVED THAT**, pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Registration No. 101248W / W-100022) as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 24th AGM of the Company to be held in the year 2019 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

***Registered Office:***

*1st Floor, B Wing,  
Litolier Chambers,  
Near Marol Metro  
Station, Marol Naka,  
Andheri (East),  
Mumbai -400093  
Maharashtra, INDIA*

***Mumbai  
June 12, 2018***

***By Order of the Board of  
Directors  
For StarAgri Finance Limited***

*Sankari Muthuraj  
Company Secretary*

**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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority as applicable.
2. Corporate Members are required to send to the Company Secretary a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at AGM.
3. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. **Members are requested to:**
  - a) Notify immediately any change in their address to the Company.
  - b) Quote their Folio Numbers in all correspondence with the Company.
8. The Notice of the AGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
9. Members seeking any detailed information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
10. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
11. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Attendance slip is enclosed.
12. The shareholder needs to furnish the printed 'attendance slip' to enter the AGM hall.

**PROXY FORM**  
**Form No. MGT-11**

*[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]*

CIN : U65999MH1995PLC267097  
Name of the company: STARAGRI FINANCE LIMITED  
Registered office: 1st Floor, B Wing, Litolier Chambers, Near Marol Metro Station, Marol Naka, Andheri (E) Mumbai- 400 059.

Name of the member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Folio/ DP ID - Client ID No.: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him / her

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him / her

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual general meeting of the company, to be held on the -----day, -----, 2018, at ----A.M. at 1st Floor, B Wing, Litolier Chambers, Near Marol Metro Station, Marol Naka, Andheri (E) Mumbai- 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Accounts			
2.	Re-appointment of retiring director			
3.	Ratification of appointment of Statutory auditors			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_



Signature of Shareholder

Signature of proxy

**Notes:**

- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.

**ATTENDANCE SLIP**

**STARAGRI FINANCE LIMITED**

**REGISTERED & CORP. OFFICE:** 1st Floor, B Wing, Litolier Chambers, Near Marol Metro Station,  
Marol Naka, Andheri (E) Mumbai- 400 059.

**CIN:** U65999MH1995PLC267097 **Website:** [www.staragrifinance.com](http://www.staragrifinance.com)

**Folio No. / DP ID / Client ID:**

**Number of shares held**

*I certify that I am a member / proxy for the member of the Company*

*I hereby record my presence at the 23<sup>rd</sup> Annual general meeting of the company, to be held on -----day, ----  
----, 2018, at -----A.M. 1st Floor, B Wing, Litolier Chambers, Near Marol Metro Station, Marol Naka,  
Andheri (E) Mumbai- 400 059.*

---

*Name of the Member / Proxy (in Block Letters)*

---

*Signature of the Member / Proxy*

**Note:**

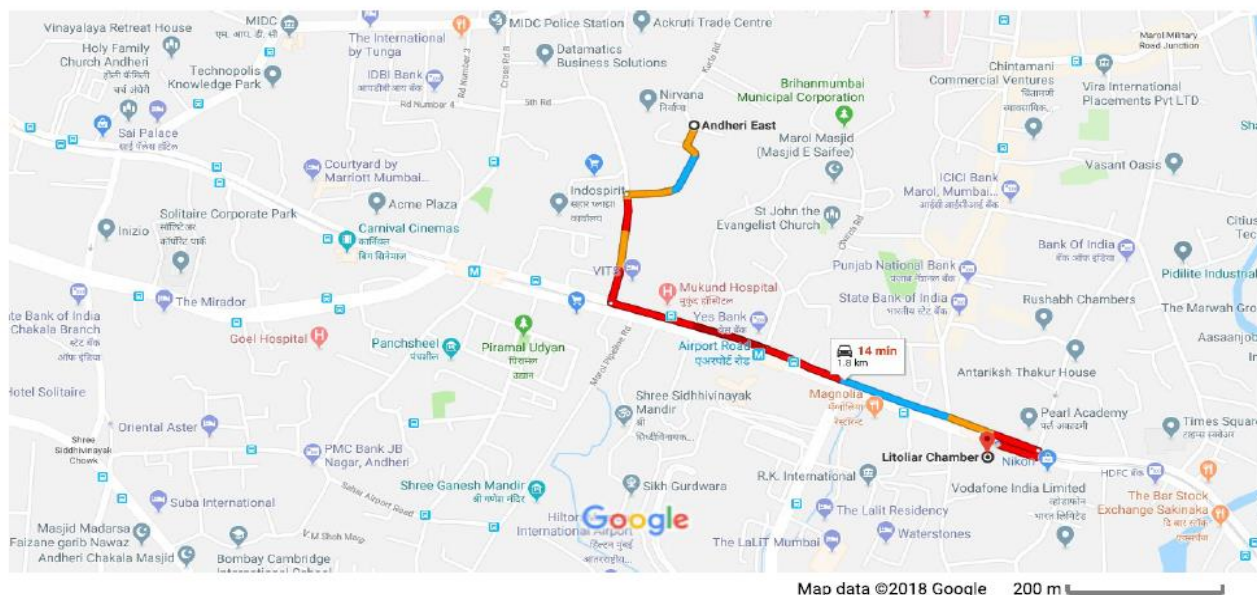
- 1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.*
- 2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.*

## Route Map to the Venue of Annual General Meeting

Google Maps

Andheri East, Mumbai, Maharashtra to Litoliar Chamber

Drive 1.8 km, 14 min



### Andheri East

Mumbai, Maharashtra

- ↑ 1. Head south on Kondivita Rd/Kurla Rd/Maheshwari Rd towards Rk Mandir Rd  
 ⓘ Continue to follow Kondivita Rd  
 300 m
- ↩ 2. Turn left after Regent Hotel (on the right)  
 290 m
- ↩ 3. Turn left after Apna Dhaba Family Restaurant and Bar (on the left)  
 ⓘ Pass by Mukund Hospital (on the left)  
 1.1 km
- ↪ 4. Make a U-turn at Makwana Rd  
 ⓘ Destination will be on the left  
 120 m

### Litoliar Chamber

Andheri - Kurla Rd, Chimatpada, Marol, Andheri East, Mumbai, Maharashtra 400059