



May 24, 2017

**Dear Member,**

You are cordially invited to attend the **TWENTY SECOND ANNUAL GENERAL MEETING** (the 'AGM') of the members of **StarAgri Finance Limited** (the 'Company') to be held on Friday, June 23, 2017, at 11 A.M. IST at Unit no 111 & 112, 1st Floor, Tower 1, Corporate Solitaire Park, Chakala, Andheri (East), Mumbai -400093.

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**

[Sunil Lotke](#)

*Company Secretary*

***Enclosures:***

- 1. Notice to the 22<sup>nd</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 22<sup>nd</sup> Annual General Meeting of the members of **StarAgri Finance Limited** will be held on Friday, June 23, 2017, **at 11 A.M. IST at Unit no 111 & 112, 1st Floor, Tower 1, Corporate Solitaire Park, Chakala, Andheri (East), Mumbai -400093** to transact the following businesses:

### **Ordinary business**

#### **1. Item no. 1 – Adoption of Financial Statements**

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and 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. Amith Agarwal, who retires by rotation and, being eligible, seeks re-appointment.

### **SPECIAL BUSINESS**

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

To ratify the appointment of 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 other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on June 26, 2015, 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 that Meeting to hold such office for a period of five years till the conclusion of Twenty Fifth Annual General Meeting to be held in the calendar year 2020 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year

ending March 31, 2018 as may be determined by the audit committee in consultation with the auditors."

#### **4. To approve issue of Non-Convertible Debentures on Private Placement basis**

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

**"RESOLVED THAT** pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, Section 179(3)(c) and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, RBI Notification No. DNBR (PD) CC No. 021/03.10.001/2014-15 dated 20 February 2015 issued by the Reserve Bank of India, the provisions of the Memorandum of Association and Articles of Association of the Company and such other applicable provisions, if any, and subject to the approval of the Government of India ("GoI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, the Reserve Bank of India ("RBI") and all other appropriate authorities and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company, hereinafter referred to as the "Board" (which term shall be deemed to include any Committee constituted by the Board in this regard), the consent of the Members of the Company be and is hereby accorded, to offer/ issue/ allot up to such number of Non-Convertible Debentures (NCDs), through private placement, in one or more modes or combinations thereof and in one or more tranches, with or without

security, listed or unlisted and on such terms and conditions as may be determined by the Board including the price at which such NCDs will be issued on the basis of the prevailing market conditions, such that the aggregate principal amount of such NCDs does not exceed INR 100 crore (Rupees One Hundred crore only) during the year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, Securities to be offered, the number of Securities, tranches, issue price, tenor, interest rate, premium/discount, and to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, if required, as it may in

its absolute discretion deem it necessary or desirable and to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution and a copy of this Resolution duly certified as a True Copy by any Director or Mr. Gurinder Singh Sehmbey, Chief Financial Officer, Mr. TC Pattabiraman, Chief Financial Officer and Mr. Sunil Lotke, Company Secretary, be submitted to the concerned authority/entity and they be requested to rely upon the authority of the same."

**Registered Office:**

Unit no 111 & 112, 1st Floor,  
Tower 1, Corporate Solitaire  
Park, Chakala, Andheri (East),  
Mumbai -400093  
Maharashtra, INDIA

**By Order of the Board of  
Directors**

**For StarAgri Finance Limited**

**Mumbai  
March 24, 2017**

**Sunil Lotke  
Company Secretary**

**NOTES:**

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy, duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. 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.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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.
7. 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.
8. **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.
9. 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.
10. 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.
11. 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.
12. 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.
13. The shareholder needs to furnish the printed 'attendance slip' to enter the AGM hall.
14. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on Friday, June 23, 2017, are provided in Annexure A of this Notice.



**EXPLANATORY STATEMENT PURSUANT TO  
SECTION 102 OF COMPANIES ACT, 2013 IN  
RESPECT OF SPECIAL BUSINESS:**

**Item no 4.**

In order to augment long term resources for catering to the business needs and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

As per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

None of the Directors except Mrs. Mangala Prabhu and/or the Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

Your Directors recommend the resolution as at Item No. 4 for your approval as a special resolution.

**Registered Office:**

Unit no 111 & 112, 1st Floor,  
Tower 1, Corporate Solitaire  
Park, Chakala, Andheri (East),  
Mumbai -400093 Maharashtra,  
INDIA

**Mumbai  
May 24, 2017**

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

**Sunil Lotke  
Company Secretary**



**Proxy form**

*[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]*

**STARAGRI FINANCE LIMITED**

**REGISTERED & CORP. OFFICE:** Unit no 111 & 112, 1st Floor, Tower 1, Corporate Solitaire Park, Chakala, Andheri (East), Mumbai -400093

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

*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  
Name:*

\_\_\_\_\_

*Email:*

\_\_\_\_\_

*Address :*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*Signature:* \_\_\_\_\_

*or failing him / her*

*Name:*

\_\_\_\_\_

*Email:*

\_\_\_\_\_

*Address :*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*Signature:* \_\_\_\_\_

or failing him / her

Name:

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Email:

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Address :

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Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on the Friday, June 23, 2017, , at 11 A.M. IST at Unit no 111 & 112, 1st Floor, Tower 1, Corporate Solitaire Park, Chakala, Andheri (East), Mumbai -400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2) (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			
Special business				
4.	Issue of Non-Convertible Debentures			

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

Signature of Shareholder

Affix revenue  
stamp

Signature of proxy

Notes:

1. 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.
2. 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:** Unit no 111 & 112, 1st Floor, Tower 1, Corporate Solitaire Park, Chakala, Andheri (East), Mumbai -400093

**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 22nd Annual general meeting of the company, to be held on Friday, June 23, 2017, , at 11 A.M. IST at the Unit no 111 & 112, 1st Floor, Tower 1, Corporate Solitaire Park, Chakala, Andheri (East), Mumbai -400093*

\_\_\_\_\_  
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**

