

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the members of **STARAGRI FINANCE LIMITED** will be held on Friday, June 26, 2015 at Shop No. 115, 1st Floor, Suyog Complex, Below Sakar English Medium School, New C.G. Road, Chandkheda, Ahmedabad - 382424 at 4.30 pm to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Accounts of the Company for the financial year ended 31 March 2015, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this General Meeting till the conclusion of the next General Meeting and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed there under, M/s. BSR & Co. LLP, Chartered Accountants, (Registration No. 101248W/W-100022) be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of Twenty Fifth Annual General Meeting, subject to ratification by shareholders at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

3. To appoint Director in place of Mr. Suresh Goyal , who retire by rotation and being eligible, offer himself for re- appointment

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr Y S P Thorat, who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has

received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Y S P Thorat as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 31, 2020, not liable to retire by rotation."

By Order of the Board of Directors
For StarAgri Finance Limited


Sunil Lotke
Head-Legal, Compliance & Company Secretary



Date: MAY 29, 2015
Place: Mumbai

NOTES:

1. 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. The proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
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. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
4. 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.
5. Members/Proxies are requested to bring the Attendance Slip duly filled in along with their copies of Annual Report for attending the Meeting.

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

Item No. 4

The Board of Directors, at its meeting held on March 21, 2015, appointed Dr. Y S P Thorat as an Additional Director of the Company with effect from April 1, 2015, pursuant to Section 161 of the Companies Act, 2013, read with applicable provisions of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Thorat will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Dr. Thorat for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Dr. Thorat (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Dr. Thorat as an Independent Director of the Company for a period up to March 31, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Dr. Thorat, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Dr. Thorat as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.


No director, key managerial personnel or their relatives, except Dr. Thorat, to whom the resolution relates, are interested or concerned in the resolution.



Staragri **FINANCE**

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

By Order of the Board of Directors
For StarAgri Finance Limited


Sunil Lotke
Head-Legal, Compliance & Company Secretary



Date: MAY 29, 2015
Place: Mumbai