

February 10, 2016

**Dear Member,**

You are cordially invited to attend the Extraordinary General Meeting (the 'EGM') of the members of **StarAgri Finance Limited** to be held on Tuesday, February 23, 2016, at 11.30 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 of the EGM*
- 2. Proxy form*
- 3. Attendance slip*
- 4. Route map to the venue of the EGM*

**NOTICE TO THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **StarAgri Finance Limited** will be held on **Tuesday, February 23, 2016, at 11.30 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:

**SPECIAL BUSINESS**

**1. Remuneration to Non -Executive Director(s)**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder in this regard (“Act”), and other applicable laws and such statutory approvals as may be necessary, approval of the members be and is hereby accorded, for a period not exceeding three financial years from the financial year ending March 31, 2016 onwards, to the proposal that the Non-Executive Director(s) of the Company on the Board, who are not in the whole-time employment of the Company, be paid, in addition to the sitting fees for attending the Meetings of the Board of Directors or any Committee thereof, remuneration by way of Commission of an aggregate amount in excess of the limits as specified in the Section 197 (1) of the Act but not exceeding 11% of the net profits of the Company for each financial year or part thereof computed in the manner as specified under provisions of the Act, to be divided among those who would have been on the Board of Directors of the Company during the financial year concerned or in such manner as the Board of Directors deems fit.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to do all

acts, deeds, matters and such other things as may be considered necessary, expedient, usual, incidental or proper to give effect to the above resolution.”

**2. Adoption of new set of Articles of Association of the Company**

3. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:-**

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

**RESOLVED FURTHER THAT** the Board be and hereby authorised to do all such acts, deeds and anything and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**Registered Office:**

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

**Mumbai**  
**February 10, 2016**

**By Order of the Board of  
Directors**

**For StarAgri Finance  
Limited**

**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 EGM 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 EGM 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 EGM.
5. **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.
6. The Notice of the EGM 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.
7. 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.
8. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the EGM and seek registration before entering the meeting hall. Attendance slip is enclosed.
9. The shareholder needs to furnish the printed 'attendance slip' to enter the EGM hall.

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

**Item No. 1**

Dr. YSP Thorat is a Non-Executive Chairman of the Company and also an Independent Director on the Board. Further, Company is also in the process of identifying few more Independent Director(s) with the relevant background in order to comply with the requirements of the Companies Act, 2013.

Considering the relevant expertise in the field of financial services and the valuable contribution which Independent Directors shall be providing in the growth of the Company, it may be prudent to remunerate such Directors by way of payment of commission.

Pursuant to the provisions of the Companies Act, 2013, a public company having adequate profits may pay remuneration to its directors by way of commission not exceeding a maximum of 11% of the profits as calculated under sec 198 of the Companies Act, 2013. Further, in case there is no Managing Director or Whole Time Director in the company, a company shall not pay to its Non-executive directors a remuneration exceeding 3% of the net profits, except with the approval of the company in a general meeting.

Thus in light of above provisions, it is proposed to seek approval of the members of the Company for payment of remuneration to its non-executive Independent Directors by payment of commission upto a limit of 11% of its net profits as computed under the Act.

None of the Directors except Dr. Y S P Thorat and 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. 2 for your approval as a special resolution.

**Item No. 2**

The Companies Act, 2013 is now largely in force. The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956, but some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions. It is therefore considered expedient to wholly replace the existing AOA by a new set of AOA.

The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013.

The proposed new draft AOA is sent along with this notice and also shall be provided to the shareholders, who request for the same in writing, for their perusal.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution set out at Item except as members.

Your Directors recommend the resolution as at Item No. 2 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**  
**February 10, 2016**

**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:** U65999GJ1995PLC025025 **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 :

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

*or failing him / her*

Name:

---



---

Email:

---



---

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 Extraordinary general meeting of the company, to be held on the Tuesday, February 23, 2016, at 11.30 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
Special business				
1.	Commission to Non –Executive Directors			
2.	Adoption of new set of Articles of Association of the Company			

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 Extra Ordinary General Meeting.*

**STARAGRI FINANCE LIMITED**

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

**CIN:** U65999GJ1995PLC025025 **Website:** 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 Extra Ordinary General Meeting of the Company on Tuesday, February 23, 2016 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 Extra Ordinary General Meeting

**Andheri**  
Andheri Railway Overpass, Sambhaji Nagar, Railway Colony, Andheri East, Mumbai, Maharashtra 400058

- ↑ Head east towards Sahar Rd  
20 m
- Turn right onto Sahar Rd  
350 m
- ⬆ Turn left onto the slip road to Prof NS Phadke Marg  
140 m
- ↑ Continue onto Prof NS Phadke Marg  
600 m
- ↑ Continue onto Guru Hargovindji Rd  
700 m

**D'Decor Exports Pvt. Ltd.**  
Guru Hargovindji Rd, Mota Nagar, Andheri East, Mumbai, Maharashtra 400059

These directions are for planning purposes only. You may find that road works, traffic, weather or other events may cause conditions to differ from the map results, and you should plan your route.

The map displays a route starting from Andheri, heading east on Sahar Rd, turning right, then left onto Prof NS Phadke Marg, and finally continuing onto Guru Hargovindji Rd to reach D'Decor Exports Pvt. Ltd. The route is marked with orange and red lines. Various landmarks and roads are labeled, including Andheri Metro, Sanjeevani Hospital, GK Gokhale Bridge, Prof NS Phadke Marg, and Guru Hargovindji Rd. A satellite inset is visible in the bottom left of the map area.