

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, 27th day of March 2018 at 1st Floor, B Wing, Litolier Chambers, Andheri-Kurla Road, Marol Naka, Andheri East Mumbai 400059.

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**

**Amith Agarwal
Director
DIN: 01140768**

Enclosures:

- 1. Notice of the EGM*
- 2. Proxy form*
- 3. Attendance slip*
- 4. Route map to the venue of the EGM*

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF STARAGRI FINANCE LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, 27TH DAY OF MARCH 2018 AT 1ST FLOOR, B WING, LITOLIER CHAMBERS, ANDHERI-KURLA ROAD, MAROL NAKA, ANDHERI EAST MUMBAI 400059 TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1:

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

“RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded, to the Board of Directors of the Company to sell, transfer, assign or dispose of by way of securitisation or direct assignment all or any part of the moveable properties and immoveable properties including but not limited to loan receivables with or without underlying security whether constituting the whole or part of the undertaking of the Company in favour of banks, financial institutions, any other lenders or debenture trustees/ security trustee to meet the financial requirements of the Company provided that the maximum extent of the loan receivables that can be securitised by the Company does not exceed **Rs. 50,00,00,000/- (Rupees Fifty Crores only)** at any time.

RESOLVED FURTHER THAT any of the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

RESOLVED FURTHER THAT any of the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution.”

**By order of the Board
For StarAgri Finance Limited**

**Place: Mumbai
Date: 18-01-2018**

**Amith Agarwal
Director
DIN: 01140768**

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 HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy form duly completed must reach the registered office before the scheduled time of the Meeting.
3. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
4. An Explanatory Statement with respect to the special business to be transacted at the meeting, as required under Section 102(1) of the Companies Act, 2013, is annexed hereto.
5. Route Map for the convenience of the members is also enclosed with the Notice.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The members may note that the Board of Directors of the Company in its meeting held on 18th January, 2018, approved and recommended for shareholder's approval by way of special resolutions under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, authorizations to sell, transfer, assign or dispose of by way of securitization or direct assignment all or any part of the moveable properties and immoveable properties including but not limited to loan receivables with or without underlying security whether constituting the whole or part of the undertaking of the Company, provided that the maximum extent of the loan receivables that can be securitised by the Company does not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores only) at any time.

In view of the above, the members are requested to consider and approve by way of Special Resolutions under Section 180(1)(a) of Companies Act, 2013 to sell, transfer, assign or dispose of by way of securitization or direct assignment all or any part of the moveable properties and immoveable properties including but not limited to loan receivables with or without underlying security whether constituting the whole or part of the undertaking of the Company in favour of banks, financial institutions, any other lenders or debenture trustees/ security trustee, to meet the financial requirements of the Company, provided that the maximum extent of the loan receivables that can be securitised by the Company does not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores only) at any time.

Hence, your directors recommend resolutions set out at item no. 1 of notice for your approval by way of Special Resolutions.

None of the Directors and other key managerial personnel and their respective relatives, are in any way concerned or interested or have any financial or other interest in the above resolutions.

**By order of the Board
For StarAgri Finance Limited**

**Place: Mumbai
Date: 18-01-2018**

**Amith Agarwal
Director
DIN: 01140768**

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: 3rd floor, B Wing, Litolier Chambers Andheri-Kurla Road, Marol Naka,
Andheri East Mumbai – 400059.

CIN: U65999MH1995PLC267097 **Website:** 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: _____

Email: _____

Address :

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 (the 'EGM') of the members of StarAgri Finance Limited to be held on Tuesday, 27th day of March 2018 at 1st Floor, B Wing, Litolier Chambers, Andheri-Kurla Road, Marol Naka, Andheri East Mumbai 400059 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.	Authorizations to sell, transfer, assign or dispose of by way of securitization or direct assignment all or any part of the moveable properties and immoveable properties			

Signed this _____ day of _____ 20____

Affix revenue
stamp

Signature of Shareholder

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.

Attendance Slip

STARAGRI FINANCE LIMITED

REGISTERED & CORP. OFFICE: 1st Floor, B Wing, Litolier Chambers, Andheri-Kurla Road, Marol Naka,
Andheri East Mumbai 400059.

CIN: U65999MH1995PLC267097 **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 Extraordinary General Meeting (the 'EGM') of the members of StarAgri Finance Limited to be held on Tuesday, 27th day of March 2018 at 1st Floor, B Wing, Litolier Chambers, Andheri-Kurla Road, Marol Naka, Andheri East Mumbai 400059.

Name of the Member / Proxy (in Block Letters)

Signature of the Member / Proxy

Note:

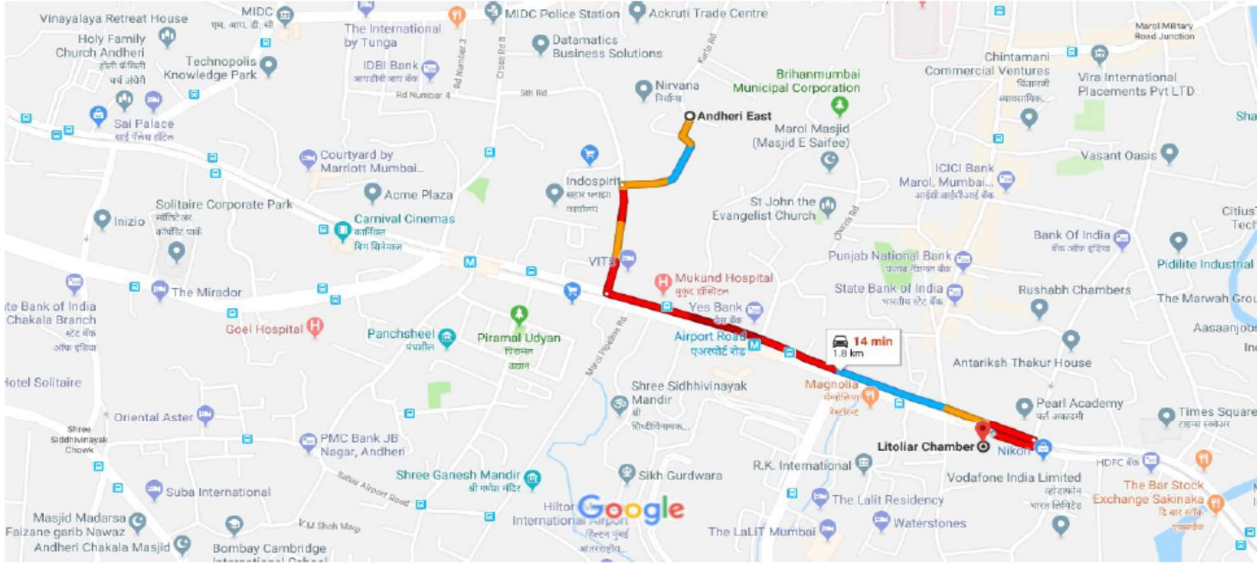
- 1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.*
- 2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.*

Route Map to the Venue of Extra-Ordinary General Meeting



Andheri East, Mumbai, Maharashtra to Litoliar Chamber

Drive 1.8 km, 14 min



Map data ©2018 Google 200 m

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