

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 2/2019-20 OF THE MEMBERS OF STARAGRI FINANCE LIMITED ("COMPANY") WILL BE HELD ON MONDAY, 17TH FEBRUARY, 2020 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 601-604, A-WING, BONANZA BUILDING, SAHAR PLAZA, J.B. NAGAR METRO STATION, J.B. NAGAR, ANDHERI (E) MUMBAI – 400059, TO TRANSACT THE FOLLOWING BUSINESS:

AS A SPECIAL BUSINESS:

Item No. 1 :

Payment of remuneration to Directors including managing director and whole-time director and manager

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

RESOLVED THAT pursuant to provisions of Section 197 and any other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under and subject to provisions of Schedule V (including any statutory modification(s) or any re-enactment thereof for time being in force) and on the recommendation of nomination and remuneration committee and Board of Directors and subject to necessary approval as required, consent of members of the Company be & is hereby accorded to pay remuneration to its directors, including managing director and whole-time director and its manager exceeding 11% of net profits of the company computed in the manner laid down in section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT consent of members of the Company be and is hereby accorded to pay remuneration to

- a. any one managing director or whole-time director or manager exceeding 5% of net profits of the company and in case of more than one such director, aggregate remuneration to all such directors and manager taken together, exceeding 10% of net profits of the Company computed in manner laid down in section 198 of the Companies Act, 2013; and
- b. Directors who are neither managing directors nor whole-time directors exceeding 1% of net profits of the company if there is a managing or whole-time director or manager in the company and in any other case exceeding 3% of net profits of the company computed in manner laid down in section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to take all such steps and to do all other acts, deeds, matters and things as may be necessary or desirable in its absolute discretion for the purpose of giving effect to the above resolution.”

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



Fredrick Pinto
Company Secretary
ACS: A22085

Date: 22nd January, 2020

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 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.
6. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the at the Registered Office of the company during the business hours on all working days upto the date of EGM.

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

Item No. 1:

As per section 197 of the Companies Act, 2013, total managerial remuneration payable by the company, to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of net profits of the company computed in manner laid down in section 198 of the Companies Act, 2013, provided that same has been approved by members of the Company by way of Ordinary/Special resolution.

Also Section 197 of the Companies Act, 2013 permits payment of remuneration to Directors who are neither Managing Director nor Whole-time Directors (Non-Executive Directors) of a company by way of commission, in excess of 1% of net profits of the company if there is a managing or whole-time director or manager in the company and in any other case exceeding 3% of net profits of the company computed in manner laid down in section 198 of the Companies Act, 2013 subject to approval of members by means of a Special Resolution.

The Non-Executive Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as business strategy, finance and corporate governance. In order to do justice to their contribution and attract and retain such directors it is necessary to remunerate them adequately. The aggregate remuneration that may be paid to such Directors may exceed 1% of net profits of the company if there is a managing or whole-time director or manager in the company and in any other case exceeding 3% of net profits of the company computed in manner laid down in section 198 of the Companies Act, 2013.

The payment of such commission shall be in addition to the sitting fees for attending Board/Committee meetings.

Accordingly, the Board recommends special resolution set out at item no. 1 for approval of members.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

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



**Fredrick Pinto
Company Secretary
ACS: A22085**

**Date : 22nd January, 2020
Place: Mumbai**

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: 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai Mumbai City MH 400059.
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 : _____	or failing
	Email Id : _____	Signature : _____	him / her
(2)	Name : _____	Address : _____	or failing
	Email Id : _____	Signature : _____	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 Extra-Ordinary General Meeting No. 2/2019-20 of the company, to be held on Monday, 17th February, 2020 at 11:00 a.m. at the registered office of the Company at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai – 400059 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		
		For	Agai	Abstain
Special Business				
1.	Approval for payment of remuneration to Directors including managing director and whole-time director and manager.			

Signed this _____ day of _____ 20____

Signature of Shareholder

Signature of proxy

Affix
Revenue
stamp

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: 601-604, A-wing, Bonanza Building, Sahar Plaza,
J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai – 400059.

CIN: U65999MH1995PLC267097 **Website:** www.staragrifinance.com

Folio No. / DP ID / Client ID:

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Number of shares held

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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 members of StarAgri Finance Limited held on Monday, 17th February, 2020 at 11.00 a.m. at registered office of the Company at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) 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 Annual General Meeting

