

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 Monday, November 2, 2015, 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. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 9 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by deletion of clause 176 of Articles of Associations of the Company which is as under:-

SEAL

The seal its custody and use

176. (a) The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of the Directors or a Committee of the Directors previously given, and in the presence of one Director at the least, who shall sign every instrument to which the Seal is so affixed in his presence.

Seal abroad

(b) The Company shall also be at liberty to have an official seal in accordance with Section 50 of the Act for use in any territory, district or place outside India and such powers shall accordingly be vested in the Directors.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of

the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

Registered Office:

Unit no 111 & 112, 1st Floor, Tower 1,

Corporate Solitaire Park, Chakala,

Andheri (East), Mumbai -400093

Maharashtra, INDIA

October 30, 2015

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. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital 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. With a view to using natural resources responsibly, we request shareholders whose shareholding is in electronic mode to update their email address, with their Depository Participants to enable the Company to send communications electronically.
9. 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.
10. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EGM hall.

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

Item No. 1

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. Further Company being a Non-Banking Finance Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA.

Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 1 for the approval of the members.

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

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Maharashtra, INDIA

By Order of the Board of Directors
For StarAgri Finance Limited

October 30, 2015

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

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 of the company, to be held on the Monday, November 2, 2015, 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
<i>Special business</i>				
1.	Alteration of AOA			

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.

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: 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 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 Metro station. The route proceeds east on Sahar Rd for 20m, then turns right onto Sahar Rd for 350m. It then turns left onto the slip road to Prof NS Phadke Marg for 140m, continues on Prof NS Phadke Marg for 600m, and finally continues onto Guru Hargovindji Rd for 700m to reach D'Decor Exports Pvt. Ltd. The map also shows various other landmarks and roads in the area, including Sir Mathuradas Vasani Rd, Teli Galli Cross Rd, Sai Mandir Marg, Sahar Rd, Bisleri International Pvt, Jiva Mahale Marg, and Chakala Rd. A satellite inset is located in the bottom left corner of the map area.