

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON MONDAY, THE 21ST DAY OF SEPTEMBER, 2022 AT 3:00 P.M. THROUGH VIDEO CONFERENCING (VC) / OR OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE CORPORATE OFFICE OF THE COMPANY I.E. 1ST FLOOR, MARSHALL BUILDING, SHOORJI VALLABHDAS MARG, FORT, MUMBAI 400 001.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prabhakar Bobde (DIN: 09280816) who retires by rotation and being eligible, seeks re-appointment
3. **Appointment of Mr. Arvind Sonmale as a Director of the Company:**
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Arvind Sonmale , DIN (00181535) who was appointed by the Board of Directors as an Director of the Company with effect from February 09, 2022 under Section (161)(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Mr. Arvind Sonmale for the office of Director be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, The Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force, Mr. Arvind Sonmale , DIN (00181535), who is eligible for appointment as an Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

4. Appointment of Mrs. Sangeeta Sharma as a Director of the Company and as an Independent Director

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

“RESOLVED THAT Mrs. Sangeeta Sharma , DIN (01183055) who was appointed by the Board of Directors as an Director and an Independent Director of the Company with effect from February 09, 2022 under Section (161)(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Mrs. Sangeeta Sharma for the office of Director be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, The Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force, Mrs. Sangeeta Sharma , DIN (01183055), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five years with effect from February 09, 2022.

Special Business:

5. Re - Appointment of Mr. Prabhakar Bobde (DIN 09280816) as the Managing Director and CEO.

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

“RESOLVED THAT pursuant to the recommendations of the Corporate Governance, Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Prabhakar Bobde (DIN 09280816), as the Managing Director and CEO of the Company for the period commencing from October 01, 2022 up to September 30, 2025 on the following terms and conditions. Revised salary as mentioned below to be w.e.f June 01, 2022 till September 30, 2024.

- Basic Salary – Rs. 3,657,000 /- per annum
- House Rent Allowance (HRA) – Rs. 1,828,500 /- per annum
- Special Allowance – Rs. 2,962,522 /- per annum
- LTA Allowance – Rs. 304,628 /- per annum
- Provident Fund – Rs. 438,840 /- per annum.
- Reimbursement of communication expenses as per the rules of the Company.
- Gratuity payable as per the rules of the Company.
- Lunch Allowance as per the rules of the Company.
- Company maintained chauffeur-driven car.
- Medical Insurance as per the Company's policy to him and his family members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the currency of tenure of Mr. Prabhakar Bobde as the Managing Director and CEO of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT Mr. Prabhakar Bobde be and is hereby authorized, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.

“RESOLVED FURTHER THAT any of the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable to give effect to this resolution.”

By Order of the Board of Directors For Sustainable Agro Commercial finance Limited

Prabhakar Bobde
MD and CEO

Date: August, 29, 2022
Place: Mumbai

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the business under Item No. 5 above is annexed.
2. In view of the outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") General Circular Nos.14/2020, 17/2020,20/2020 and 02/2021 dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 5th May 2020 and 13th January 2021 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/2020/79 and SEBI/HO/CFD/CMD2/CIR/2021/11 dated 8th May, 2020 and 15th January, 2021, and General Circular No. 3/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant Circulars issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 ('the Act') the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Corporate Office of the Company i.e. 1st Floor, Marshall Building, Shoorji Vallabhdas Marg, Fort, Mumbai 400 001.
3. Pursuant to Section 105 of the Companies Act, 2013 (the Act), a proxy is allowed to be appointed, to attend and vote at a General Meeting on behalf of a member who is not able to attend personally. Since the Company is conducting AGM through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form is not forming part of the Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the AGM is not annexed hereto.
5. The link for joining the meeting will be provided at a date prior to the date of the AGM.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

In respect of Item No. 5:

The Board proposes to re-appoint Mr. Prabhakar Bobde as the Managing Director & CEO of the Company for a period commencing from October 1, 2022 up to September 30, 2025 upon the terms & conditions as mentioned in the Resolution subject to approval of the Members.

A statement containing information required to be provided to the shareholders as per the provisions of Schedule V of Companies Act, 2013 in respect of appointment of Mr. Prabhakar Bobde is given below:

(I) GENERAL INFORMATION:

(1) Nature of Industry:

The Company is a Non-Banking Finance Company (NBFC) engaged in providing finance for agriculture, farmers and small businesses in rural and semi-urban areas in India.

(2) Date or expected date of commencement of Business: 5th May, 2011.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(4) Financial performance based on given Indicators:

Key financials for last three Financial Years are given as below:

Rs in Lakhs

PARTICULARS	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Gross Total Income	1919	5254	6,146
Total Expenditure	6021	4689	5,264
Profit/(Loss) before tax	(4102)	565	882
Less: Tax expense	(1051)	181	212
Net Profit/(Loss) for the year after tax	(3047)	384	670

(5) Foreign Investments or collaborations, if any:

International Finance Corporation (IFC) Washington, is an anchor shareholder. IFC is a member of the World Bank Group. Mandala Capital AG Ltd has also acquired shareholding in the Company in March 2015.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Prabhakar Bobde is a career Banker worked in Banking from 1990 to 2018, having 28 years' experience, working in PSU Bank for 12 years and 16 years in Private Bank. He did hold National Head position in Agri Business in Axis Bank & then in HDFC Bank in Commodities Business. He has represented the Banks on Councils of Industry Association such as FICCI, CII, IMC as well as he represented Private Banks in parliamentary committees on National Agriculture Mission, part of the advisory committee on WDRA Act.

(2) Recognition or awards:

Leadership award for Industry in 2021

(3) Job profile and his suitability:

Please see (1) above as background details

(4) Remuneration proposed:

The remuneration proposed to Mr. Prabhakar Bobde, is as set out in the Notice.

(5) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :

Mr. Prabhakar Bobde does not have any pecuniary relationship directly or indirectly, with the Company and its managerial personnel that may have potential conflict with the interest of the Company at large.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin):

The remuneration proposed to Mr. Prabhakar Bobde, is reasonably in line with the remuneration in similar sized companies in the same segment of business.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits: Loss during the year ended March 31, 2022 has been due to identification of NPAs which resulted in higher reversal of interest which converted into loss of income.

(2) Steps taken or proposed to be taken for improvement:

To remain competitive in the current challenges of economy and industry, the Company has taken following steps:

- 1) Continuous monitoring of cost.
- 2) In-depth study of market and understanding the market trends.
- 3) Constitution of Risk management committee for detailed analysis of risks associated with the business.

(3) Expected increase in productivity and profits in measurable terms:

The Company has taken all measures to reduce costs as well as to improve operational efficiency.

IV. DISCLOSURES:

Mr. Prabhakar Bobde does not hold any shares in the Company. Except Mr. Prabhakar Bobde, none of the other Directors or Key Managerial Personnel of the Company or their relatives, financially or otherwise, is in any way concerned or interested in the aforesaid Special Resolution.

The Board recommends passing of a Special Resolution as proposed at Item No.5 of the Notice for the approval of Members.. This notice along with the explanatory statement should also be considered as an abstract of the terms of the appointment of Mr. Prabhakar Bobde as Managing Director & CEO of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment.

None of the Directors, (other than Mr. Prabhakar Bobde), Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 5 of this Notice.

By Order of the Board of Directors
For Sustainable Agro Commercial finance Limited

Mr. Prabhakar Bobde
(MD and CEO)

Date: August 29,2022

Place: Mumbai