

**SAFL**<sup>®</sup>

Sustainable Agro-commercial Finance Ltd.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SUSTAINABLE AGRO-COMMERCIAL FINANCE LIMITED ("SAFL") WILL BE HELD ON FRIDAY, 29<sup>TH</sup> MARCH, 2019 AT 4.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 1<sup>ST</sup> FLOOR, MARSHALL BUILDING, SHOORJI VALLABHDAS MARG, BALLARD ESTATE, FORT, MUMBAI – 400 001 TO TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESS:****ITEM:1****Re-appointment of Mr. Shishir Dalal as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification the following resolution to be proposed as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shishir Dalal (DIN: 00007008), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for 5 (five) consecutive years for a term from April 1, 2019 to 31st March 2024, and whose office shall not be liable to retire by rotation."

By Order of the Board of Directors,



Jyoti Kalloli  
Company Secretary

22<sup>nd</sup> February, 2019  
Mumbai

Registered Office:  
7, Kumtha Street, Ballard Estate,  
Mumbai 400 001

Page | 1

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, THE PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE CORPORATE OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, relating to the business to be transacted at the Extra-ordinary General Meeting is annexed hereto.



**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT**

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

---

**Item No. 1**

**To re-appoint Mr. Shishir Dalal as an Independent Director of the Company:**

The Members of the Company, at the Extra Ordinary General Meeting held on July 30, 2014 had approved the appointment of Mr. Shishir Dalal as an Independent Director of the Company, whose term is due to expire on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013 , an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance and as recommended by the Nomination and Remuneration Committee of the Company in their meeting held on 22<sup>nd</sup> February, 2019, Mr. Shishir Dalal is proposed to be re-appointed for the second term as an Independent Director on the Board of SAFL for a period of five years up to 31st March, 2024.

In the opinion of the Board, Mr. Shishir Dalal fulfills the conditions specified in the Act. He is independent of the management. Copy of the draft letter for appointment of Mr. Shishir Dalal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day, excluding Saturday.



The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shishir Dalal as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 1 of the Notice as a Special Resolution.

Except Mr. Shishir Dalal, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.



By Order of the Board,

A handwritten signature in blue ink, appearing to read "Jyoti Kalloli".

Jyoti Kalloli  
Company Secretary

22<sup>nd</sup> February, 2019  
Mumbai

Registered Office:  
7, Kumtha Street, Ballard Estate,  
Mumbai 400 001

Sustainable Agro-Commercial Finance Ltd.  
Regd Office: 7, Kumtha Street, Ballard Street, Mumbai – 400001. (M.S.)  
CIN : U65999MH2011PLC213640

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP BEFORE YOU COME TO THE MEETING AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member: \_\_\_\_\_  
(In Block Letters)

2. Register Folio No.: \_\_\_\_\_ No. of Shares \_\_\_\_\_

3. Beneficiary A/c No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ No. of Shares \_\_\_\_\_

4. Name of Proxy (In Block Letter): \_\_\_\_\_

(To be filled if the Proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at 1<sup>st</sup> Floor, Marshall Building, Shoorji Vallabhdas Road, Ballard Estate, Fort, Mumbai – 400 001 on Friday, 29<sup>th</sup> day of March, 2019 at 4:00 P.M.

\_\_\_\_\_  
Member's / Joint Member's/ Proxy's Signature



*Signature*

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	U65999MH2011PLC213640
Name of the Company :	SUSTAINABLE AGRO-COMMERCIAL FINANCE LIMITED
Registered Office :	7, KUMTHA STREET, BALLARD ESTATE, MUMBAI - 400 001.
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

1.	Name			
	Address			
	Email Id		Signature	
	or failing him			
2.	Name			
	Address			
	Email Id		Signature	
	or failing him			
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 of the Company, to be held on Friday the 29<sup>th</sup> day of March, 2019 at 4:00 P.M at 1<sup>st</sup> Floor, Marshall Building, Shoorji Vallabhdas Road, Ballard Estate , Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolution set out in the Notice convening the meeting, is indicated below:

Special Business:

1. Re-appointment of Mr. Shishir Dalal as an Independent Director of the Company. (Special Resolution).

Signed this ..... day of ..... 2019.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix Revenue Stamp
---------------------------

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



*Shishir Dalal*

# EOGM VENUE ROUTE MAP

