

# **SUSTAINABLE AGRO-COMMERCIAL FINANCE LIMITED**

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

**SHORTER NOTICE IS HEREBY GIVEN THAT THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON FRIDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT 3:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 1ST FLOOR, MARSHALL BUILDING, SHOORJI VALLABHDAS MARG, BALLARD ESTATE, FORT - MUMBAI-400 001 TO TRANSACT THE FOLLOWING BUSINESS:**

## **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Sita Ramaswami (DIN: 06871879) who retires by rotation and being eligible, seeks re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s BSR & Associates, LLP, Chartered Accountants (Firm Registration. No. 116231W/W-100024) be and are hereby appointed as Statutory Auditors of the Company to hold office from September 01, 2017 until the conclusion of the 6th Annual General Meeting of the Company, in view of the inability of M/s. Haribhakti & Co, LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) for continuation as Statutory Auditors of the Company for the year 2017-18 and onwards due to internal reasons vide their letter dated September 01, 2017."

RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s BSR & Associates, LLP, Chartered Accountants (Firm Regn. No. 116231W/W-100024) be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of this 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every Annual General Meeting held after this 6th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be

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determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

## **SPECIAL BUSINESS:**

### **4. Reappointment of MD & CEO – Mr. Arvind Sonmale:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to the recommendations of the Corporate Governance, Nomination and Remuneration Committee, consent of the members be and is hereby accorded for the re-appointment of Mr. Arvind Sonmale (DIN No 00181535) as the Managing Director & CEO of the Company for a period of two years commencing from 1<sup>st</sup> June, 2017 although he would continue as hitherto for one year till May 31, 2018 and thereafter the next year would be on mutually agreed terms and conditions, including restricted number of days in week, timings, etc.

**FURTHER RESOLVED THAT** consent be and is hereby accorded with respect to the terms and conditions of appointment of Shri Arvind Sonmale including remuneration proposed to be paid for a period of 1 year from June 1, 2017 to May 31, 2018.

**RESOLVED FURTHER THAT** the appointee will not engage in any other trade, business, consultation and/or employment without the permission of the Company and that the appointee shall not disclose any information regarding the affairs of the Company which may come to his knowledge during the period of his service.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Arvind Sonmale, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be necessary, proper and expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution. “

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## **5. To create Mortgage / Charge on the assets of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks /non-banking financial companies/ financial institutions and other lender(s), Agent(s) and Trustee(s), any other investing agency for securing the borrowings of the Company availed/ to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter ‘loans’), from time to time, provided that the total amount of loans shall not at any time exceed including existing borrowing limits in terms of Section 180(1)(c) of the Companies Act, 2013.”

RESOLVED FURTHER THAT all charges, mortgages and / or hypothecation created by the Company in such form and manner and with such ranking, whether exclusive, paripassu, subservient or otherwise and at such time and on such terms as determined by the Board on all or any of the moveable and / or immovable properties of the Company till date be and are hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.

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## **6. Increase in borrowing limits:**

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

RESOLVED THAT in supersession of the earlier resolution passed at the general meeting held on 9<sup>th</sup> December, 2013 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (or any authorised committee thereof) for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors (or any authorised committee thereof) may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) at any time may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed by the Board (or any authorized committee thereof) shall not exceed exceed the limit of Rs. 500 crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board or (or any authorised committee thereof) be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper, expedient and incidental for giving effect to this resolution."

## **7. To approve the conversion of loan into equity:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to convert the whole or part of the outstanding loans of the Company as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which may be availed by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the **"Lenders"**), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the **"Financial Assistances"**), which may be

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availed from the Lenders, from time to time, not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only ), consistent with the existing borrowing powers of the Company, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “**Notice of Conversion**”) and in accordance with the following conditions:

(i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *pari passu* with the existing equity shares of the Company in all respects.

(iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined at the time of such conversion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

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**RESOLVED FURTHER THAT** on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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



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

Jyoti Kalloli  
Company Secretary

Place: Mumbai

Date: 25<sup>th</sup> September, 2017

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## **NOTES:**

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 in respect of the business under item nos. 3,4, 5,6 & 7 above is annexed hereto.
2. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy To Attend And Vote Instead Of Him And A Proxy Need Not Be A Member Of The Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A copy of the Directors' Report, the audited accounts and the Auditors' report is annexed hereto.

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## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT**

**THIS EXPLANATORY STATEMENT IS PROVIDED THOUGH STRICTLY NOT REQUIRED AS PER SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3:**

M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai vide their letter dated September 1, 2017 have informed the Company regarding their inability to continue as Statutory Auditors of the Company for the FY 2017-2018 and onwards due to internal reasons. Pursuant to the recommendations of the Audit Committee, the Board of Directors recommend the appointment of M/s. BSR & Associates, LLP, Chartered Accountants as the Statutory Auditors to hold office for five years, from the conclusion of this 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every Annual General Meeting held after this 6th Annual General Meeting of the Company. The Board of Directors recommend the resolution for the approval of the members as an Ordinary Resolution. None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their shareholding in the Company.

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

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

#### **Item No. 4:**

The Term of Mr. Arvind Sonmale as Managing Director & CEO of the Company ended on 31<sup>st</sup> May, 2017. The Board of Directors of the Company at their meeting held on 19<sup>th</sup> May, 2017 have re-appointed Mr. Arvind Sonmale as Managing Director & CEO for a further period of 2 years commencing from 1<sup>st</sup> June, 2017 although he would continue as hitherto for one year till May 31, 2018 and thereafter the next year would be on mutually agreed terms and conditions, including restricted number of days in week, timings, etc. 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 re-appointment of Mr. Arvind Sonmale is given below:

#### **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.

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## (2) Date or expected date of commencement of commercial production:

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:

PARTICULARS	` in Lakhs		
	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Gross Total Income	4,202	3,691	2,445
Total Expenditure	3,258	2,756	2,246
Profit/(Loss) before tax	944	935	199
Less: Tax expense	334	301	27
Net Profit/(Loss) for the year after tax	610	634	172

## (5) Foreign Investments or collaborations, if any:

None.

## II. Information about the Appointee:

### (1) Background details:

Mr. Arvind Sonmale is a career Banker having been in the industry for over 41 years. During his career he has worked with SBI as Branch Manager at Panaji (Goa) and with Export Finance Department at SBI International Division at its apex Central office in Mumbai. He has also worked with Export-Import Bank of India (Exim Bank) for over 20 years. He also worked as a Managing Director and CEO of Global Trade Finance (GTF) promoted by EXIM Bank. During the span of 41 years in the banking and finance arena, he has been on managing councils of Industry Associations such as CII, IMC, and Indo-Italian Chamber of Commerce, etc.

### (2) Recognition or awards:

Mr. Arvind Sonmale is a recipient of several prestigious awards such as "CEO OF THE YEAR" Award FLAME Leadership Award and Lifetime Achievement Award.

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## **(3) Job profile and his suitability:**

Please see (1) above.

## **(4) Remuneration proposed:**

The remuneration proposed to Mr. Arvind Sonmale, is as set out in the Notice.

## **(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. Arvind Sonmale, is reasonably in line with the remuneration in similar sized companies in the same segment of business.

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

Apart from having received the remuneration as stated above, Arvind Sonmale 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.

## **III. OTHER INFORMATION:**

### **(1) Reasons of loss or inadequate profits:**

Not applicable

### **(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 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.

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## **IV. DISCLOSURES:**

Details of remuneration being offered are given in the above para.

Mr. Arvind Sonmale holds 500 equity shares in the Company as a nominee and not as beneficial owner. Except Mr. Arvind Sonmale, 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.

Your Directors recommend passing of a Special Resolution as proposed at Item No.4 of the Notice.

This notice along with the explanatory statement should also be considered as an abstract of the terms of the appointment of Mr. Arvind Sonmale as Managing Director & CEO of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment

### **Item No. 5:**

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company for a value not exceeding Rs 500 crores (Rupees Five Hundred Crores Only). The Directors recommend the resolution for your approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their equity holding in the Company.

### **Item No. 6:**

At the Extra-Ordinary General Meeting of the Company held on 9<sup>th</sup> December, 2013 the members of the Company accorded their approval for increase in the borrowing limits of the company and authorized the Board of Directors to borrow funds, from time to time, for the business of the Company, up to an amount, the aggregate, outstanding of which should not exceed, at any given time Rs. 300 crores. In order to meet the additional fund requirements of the Company for various purposes, it is proposed by the Board at their meeting held on 11<sup>th</sup> August, 2017 to increase the overall borrowing limits of the Company from existing Rs. 300/- Crores [Rupees Three Hundred Crores Only] to Rs. 500/- Crores [Rupees Five Hundred Crores Only]. In terms of the provisions of sections 180[1][c] of the Act and Rules made thereunder, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). Considering the Company's future growth plans, it is

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necessary to obtain the approval of the members for borrowing monies in excess of the aggregate of the paid-up capital of the Company and its free reserves and to secure the re-payment upto Rs. 500 Crores thereof. In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 6 of the aforesaid Notice. Accordingly, the approval of the shareholders for the same is sought in this manner. The Board of Directors recommends the resolution for the approval of the members as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their shareholding in the Company.

## **Item No: 7:**

In line with the regulatory changes in the recent past, the changes in the Companies Act, 2013 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks and Financial Institutions (hereinafter referred to as the “**Lenders**”) to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the “**Financial Assistances**”), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable rules at the time of such conversion. Accordingly, the Board recommends the resolution as set out in Item No. 7, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by the Financial Institutions/Banks under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable rules at the time of such conversion. Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

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Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members. None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

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



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

Jyoti Kalloli  
Company Secretary

Place: Mumbai  
Date: 25<sup>th</sup> September, 2017

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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 Annual 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 September, 2017 at 3:00 P.M.

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

# SUSTAINABLE AGRO-COMMERCIAL FINANCE LIMITED

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

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 Annual General Meeting of the Company, to be held on Friday, the 29<sup>th</sup> day of September, 2017 at 3:00 p.m. 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 resolutions set out in the AGM Notice convening the meeting, as are indicated below:

### Ordinary Business:

1. Adoption of Audited Balance Sheet as on 31st March, 2017, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors' thereon (Ordinary Resolution).
2. Re-appointment of Ms. Sita Ramaswami (DIN: 068718179), who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution).
3. Appointment of M/s. BSR & Associates., LLP Chartered Accountants, as the Statutory Auditors of the Company (Ordinary Resolution).

### Special Business:

4. Re-appointment of MD&CEO (Special Resolution).
5. Approval for creation of charge / mortgage on the assets of the Company. (Special Resolution).

### Corporate & Head Office:

1<sup>st</sup> Floor, Marshall Building, Shoorji Vallabhdas Marg, Ballard Estate, For, Mumbai 400 001. CIN : U65999MH2011PLC213640

# SUSTAINABLE AGRO-COMMERCIAL FINANCE LIMITED

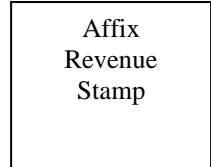
Registered Office : 7, Kumtha Street, Ballard Estate, Fort, Mumbai 400 001

6. Increase in borrowing limits. (Special Resolution).
7. Approval for conversion of loan into equity(Special Resolution).

Signed this ..... day of ..... 2017.

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

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



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.

**Corporate & Head Office:**

1<sup>st</sup> Floor, Marshall Building, Shoorji Vallabhdas Marg, Ballard Estate, For, Mumbai 400 001. CIN : U65999MH2011PLC213640