

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of SUSTAINABLE AGRO-COMMERCIAL FINANCE LIMITED shall be held at the registered office of the company on Wednesday, April 22, 2015, at 5 p.m. to transact with or without modification(s) the following special business

1. AMENDMENT IN ARTICLES OF ASSOCIATION 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 Section 14 and other applicable provisions of Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), a new set of Articles of Association (AoA) of Sustainable Agro-commercial Finance Limited, be and is hereby amended, approved and substituted in place of existing Articles of Association and the new set of Articles of Association duly initialed by the Chairman for identification purpose."

2. APPOINTMENT OF NOMINEE DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 161 and all other applicable provisions of the Companies Act, 2013 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) and pursuant to the Articles of Association of the Company, Mr. Uday Garg (DIN 03285941) representative of "Mandala Capital AG Limited" be and is hereby appointed as a Nominee Director of the Company".

By the Order of the Board

SD/-

DATED: 20/04/2015
PLACE: MUMBAI

ARVIND SONMALE
MANAGING DIRECTOR & CEO

NOTES:

1. The Explanatory Statements, pursuant to section. 102 of the Companies Act,2013, are annexed hereto and Forms part of the Notice.

2. A member is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company, proxies in order to be valid and effective must be delivered at the registered office of the company not later than Forty-Eight hours before the commencement of the meeting.

3. Member/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting.

4. All documents referred to in the Notice and Explanatory statements are open for inspection at the registered office of the company on all working days (Monday to Friday) form 10.00 a.m. to 1.00 p.m. upto the meeting except holidays.

5. Members are requested to bring their copy of the Notice for the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item no. 1 & 2

Company has received infusion of capital in the form of subscription to equity shares by Mandala Capital AG Limited. Accordingly, Shareholders have entered into a new Shareholders agreement (SHA) and Share Subscription Agreement (SSA). In accordance with the new SHA and SSA, amendment in the Articles of Association is necessitated. Moreover in terms thereof, Mandala Capital Limited has right to appoint one Director on the Board of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment in Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board therefore, submits the resolutions set forth in the notice for your consideration and recommends it to be passed.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day

A member has proposed the candidature of Mr. Uday Garg for his appointment as Director of the Company. Except for Mr Uday Garg, Director, to the extent of his interest for appointment as Director of the Company, none of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolutions.

By the Order of the Board

SD/-

**ARVIND SONMALE
MANAGING DIRECTOR & CEO**

PLACE: MUMBAI
DATED: 20/04/2015

Sustainable Agro-Commercial Finance Ltd.

Regd Office: 7, Kumtha Street, Ballard Street, Mumbai – 400001. (M.S.)

ATTENDANCE SLIP

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

1. 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 7, Kumtha Street, Ballard Estate – 400 001 on Monday, 22nd September, 2014 at 11.00 AM.

Member's / Joint Member's/ Proxy's 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 Annual General Meeting of the Company, to be held on Monday, September 22, 2014 at 11:00 a.m. at 7, Kumtha Street, Ballard Estate, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

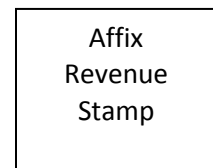
RESOLUTION No.

- To receive, consider and adopt the Directors' Report and the Audited Statement of Accounts of the Company for the year ended 31st March, 2014.
- To appoint a Director in place of Mr. Anil B. Jain who retires by rotation and is eligible, offers himself for re-appointment.
- To consider re-appointment of M/s B S R & Associates, LLP as Statutory Auditors of the Company for a period of two consecutive years commencing from the conclusion of ensuing AGM until the conclusion of Second consecutive AGM.

Signed this day of 2014.

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.