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Sustainable Agro-commercial Finance Ltd.

NOTICE IS HEREBY GIVEN THAT THE 4TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON MONDAY, 28TH DAY OF SEPTEMBER, 2015 AT 5 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 31st March, 2015 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 Mr. Ajit Jain (DIN: 00053299) 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 all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. B S R & Associates, LLP, Chartered Accountants (Firm Registration No. 116231W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration to be decided by the Managing Director & CEO in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

Registered Office: 7, Kumtha Street, Ballard Estate, Fort, Mumbai - 400 001.
Corporate & Head Office: 1st floor, Marshall Building, Shoorji Vallabhdas Marg, Ballard Estate, Fort, Mumbai - 400 001
Tel: 022-22101111 Fax: +91 22 22105555 Website: www.safl.in CIN NO : U65999MH2011PLC213640

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Special Business:

4. Appointment of Dr. Narendra Jadhav 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 Dr. Narendra Jadhav , DIN (02435444) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 14, 2015 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 Dr. Narendra Jadhav 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, Dr. Narendra Jadhav DIN (02435444), who has submitted a declaration that he 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 May 14, 2015.”

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“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Corporate Governance, Nomination and Remuneration Committee which may exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to vary, alter the scope of the remuneration as they may deem fit in the interest of the Company.”

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid the minimum remuneration as may be determined by the Corporate Governance, Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

6. Maintenance of the Register of Members and other Statutory Registers at a place other than the Registered Office of the Company

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

“RESOLVED THAT pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-

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enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture Holders, the Index of Members/Debenture Holders if any, other statutory registers and the copies of all annual returns and copies of certificates and documents required to be annexed thereto at its office situated at 1st Floor, Marshall Building, Shoorji Vallabhdas Marg, Ballard Estate, Fort. Mumbai 400 001 with effect from 28TH September, 2015 instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

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

**Arvind Sonmale
Managing Director & CEO**

Place: Mumbai

Date: 7th August, 2015

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

Corporate & Head Office: 1st floor, Marshall Building, Shoorji Vallabhdas Marg, Ballard Estate, Fort, Mumbai - 400 001

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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. 4,5 & 6 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. Any query relating to Accounts must be sent to the Company's registered office at least seven days before the date of the Meeting.
4. A copy of the Directors' Report, the audited accounts and the Auditors' report is annexed hereto.

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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 Board of Directors at its meeting held on 14th May, 2015 has appointed Dr. Narendra Jadhav as Additional Director. The Board has also appointed him as Independent Director under the Act for a period of five years with effect from 14th May, 2015

A brief profile of Dr. Narendra Jadhav is given below:

Dr. Narendra Jadhav holds a Doctorate in Economics from Indiana University, USA and is a leading educationist, eminent economist & policy maker as also a former Executive Director of RBI. He is also a well-known social scientist and bestselling author. He has rendered useful contribution as a Member of the Planning Commission (in the rank and status of Union Minister of State.) and was a Member of the National Advisory Council (NAC) He has worked with the International Monetary Fund and was also the Vice Chancellor of the University of Pune. He served in various capacities in the official committees set up by the

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Government of India, the Reserve bank and other official organizations. He has represented the country in international meetings and conferences on economic and financial issues. He

acted as the key spokesperson in the interaction with the international agencies and market players with the objective of dissemination of information and the Reserve Bank of India's official view points on important economic issues.

Dr. Narendra Jadhav has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Dr. Jadhav fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Dr. Narendra Jadhav is a Director on the Board of Tata Teleservices Limited and S S Techno Limited. He is now a member of the Audit Committee and the Corporate Governance , Nomination and Remuneration committee of the Company. He is also a member of the Audit and Nomination & Remuneration Committee of Tata Teleservices Limited. He does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Dr. Jadhav as Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday

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The Company has received a Notice in writing from a Member along with deposit as required under Section 160 of the Act, proposing the candidature of Dr. Narendra Jadhav.

The Board of Directors considers it in the interest of the Company to appoint Dr. Narendra Jadhav as a Director. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Dr. Narendra Jadhav, is in any way, interested or concerned in this resolution.

Item No: 5

Approval to revision in remuneration payable to paid to MD & CEO – Mr. Arvind Sonmale:

Mr. Arvind Sonmale aged 65 years was appointed as Managing Director & CEO with effect from 1st June, 2013. As the driving force behind SAFL's business he plays a key role in day to day affairs of the Company.

He holds 500 equity shares as beneficial owner for Mr. Anil Jain – Director in the Company.

The Board recommends the special resolution given at item no.5 for the approval of the members of the Company.

None of the key managerial personnel or directors of the Company or their relatives except Mr. Arvind Sonmale and Mr. Anil Jain, may be deemed to be concerned or interested in the said resolution.

Item No. 6:

Under the provisions of the Companies Act, 2013, (the "Act") certain documents such as the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other

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Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a

general meeting authorising the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside.

In the interest of operational and administrative convenience, it is proposed to maintain the Register of Members, Register of Debenture Holders, Index of Members/ Debenture Holders and copies of annual returns and other statutory registers at the Company's office situated at 1st Floor, Marshall Building, Shoorji Valabhadas Road, Ballard Estate, Mumbai 400 001, a place other than its registered office.

Approval of the Shareholders is required under Section 94 of the Companies Act, 2013 for effecting the change in the place at which the Register and Index of Members etc are to be kept. The Board recommends the special resolution set out under Item No.5 of the Notice for approval by the shareholders. None of the Directors and Key Managerial Personnel of

1

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the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No. 5 of the Notice.

By Order of the Board of Directors

Arvind Sonmale

Managing Director & CEO

Place: Mumbai
Date: 7th August, 2015

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

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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.**

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 1st Floor, Marshall Building, Shoorji Vallabhdas Road, Ballard Estate, Fort, Mumbai - 400 001 on Monday, 28th September, 2015 at 5.00 PM.

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		
	or failing him	Signature	
2.	Name		
	Address		
	Email Id		
	or failing him	Signature	
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 28, 2015 at 5:00 P.m. 1st Floor, Marshall Building, Shoorji Vallabhdas Road, Ballard Estate, Fort, 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, 2015.
- To appoint a Director in place of Mr. Ajit B. Jain who retires by rotation and is eligible, offers himself for re-appointment.
- Ratification regarding re-appointment of M/s. B S R & Associates, LLP, Chartered Accountants (Firm Registration No. 116231W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16.
- Appointment of Dr. Narendra Jadhav as a Director of the Company and as an Independent Director.
- Revision in the remuneration payable to MD & CEO - Mr. Arvind Sommale
- Maintenance of the Register of Members and other Statutory Registers at a place other than the Registered Office of the Company

Signed this day of 2015.

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.

