

## NOTICE

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**NOTICE is hereby given that the 4<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Monday, 28<sup>th</sup> September 2015 at 11 A.M. at the registered office of the Company at The Affaires, Premises No.1602 and 1603, Plot No.9, Sector 17, Palm Beach Road, Sanpada, Navi Mumbai, Maharashtra - 400705 to transact the following businesses.**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS:**

3. Appointment of Ms. Vivian Dina Goldstein(holding DIN 07234410) as a Non-Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED that** Ms Vivian Dina Goldstein (holding DIN 07234410) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17<sup>th</sup> June 2015, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the company, and whose term of office expires at the Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

4. Appointment of Ms. Renu Challu (holding DIN 00157204) as a Non-Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED that** Ms. Renu Challu (holding DIN 00157204) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3<sup>rd</sup> September 2015, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the company, and whose term of office expires at the Annual General meeting and in respect

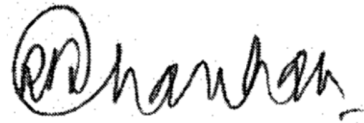
of whom the Company has received notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company till ensuing Annual General meeting whose period of office shall be liable to determination by retirement of directors by rotation.”

5. To consider payment of remuneration to Ms. Renu Challu and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** consent be and is hereby given for the payment of a gross remuneration not exceeding Rs 18,00,000/- per annum in the form of sitting fees and commission and reimbursement expenses for attending various meetings of the Company to Ms. Renu Challu, Non-Executive Director.

**RESOLVED FURTHER that** the Board of Directors be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including determining and varying the components of the gross remuneration from time to time .”

**For and on behalf of the Board of Directors**



**Randhirsinh Chauhan**  
**Director**  
**DIN No: 00987092**

**Date:** 3<sup>rd</sup> September 2015

**Place:** Navi Mumbai

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The details of the venue along with the land mark and route map is enclosed as Annexure A to this notice.

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

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

### **Item No. 3: To appoint Ms Vivian Dina Goldstein (holding DIN07234410) as a Non - Executive Director**

Ms. Vivian Dina Goldstein was appointed as an additional director with effect from 17th June 2015 and holds office as director upto the date of the ensuing 4<sup>th</sup> Annual General Meeting. Her position as Director needs to be regularized by appointing her as a Non-Executive Director at the ensuing 4<sup>th</sup> Annual General Meeting. Ms Vivian Dina Goldstein, being eligible, has offered herself for re-appointment. The Company has received a notice in writing from a member proposing her candidature for the office of Director.

Accordingly, your Directors recommend the ordinary resolution as set out in item no. 3 of this notice for your approval

Ms. Vivian Dina Goldstein is directly interested in this resolution. None of the other Directors or their relatives are concerned or interested in this resolution.

### **Item No. 4: To appoint Ms. Renu Challu (holding DIN 00157204) as a Non - Executive Director**

Ms. Renu Challu was appointed as an additional director with effect from 3rd September 2015 and holds office as director upto the date of the ensuing 4<sup>th</sup> Annual General Meeting. Her position as Director needs to be regularized by appointing her as a Non-Executive Director at the ensuing 4<sup>th</sup> Annual General Meeting. Ms. Renu Challu, being eligible, has offered herself for re-appointment. The Company has received a notice in writing from a member proposing her candidature for the office of Director.

Accordingly, your Directors recommend the ordinary resolution as set out in item no. 4 of this notice for your approval

Ms. Renu Challu is directly interested in this resolution. None of the other Directors or their relatives are concerned or interested in this resolution.

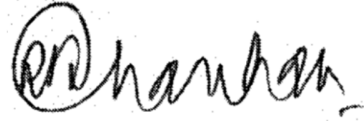
**Item No. 5: Remuneration of Ms. Renu Challu**

The Board of Directors had, at their meeting held on 3<sup>rd</sup> September 2015, approved the payment of a gross remuneration not exceeding Rs. 18,00,000/- per annum in the form of sitting fees and commission and reimbursement expenses for attending various meetings of the Company to Ms. Renu Challu, Director. The aforesaid payment of remuneration is now placed before the shareholders of the Company for their approval.

Accordingly, your Directors recommend the special resolution appearing in item no. 5 of this notice for your approval.

Ms. Renu Challu is directly interested in this resolution. None of the other Directors or their relatives are concerned or interested in this resolution.

**For and on behalf of the Board of Directors**



**Randhirsinh Chauhan**  
**Director**  
**DIN No: 00987092**

**Date:** 3<sup>rd</sup> September 2015

**Place:** Navi Mumbai

**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:** U67190MH2011PTC220385

**Name of the company:** Netafim Agricultural Financing Agency Private Limited

**Registered office:** THE AFFAIRES, Premises No.1602 and 1603, Plot No.9, Sector 17, Palm Beach Road, Sanpada, Navi Mumbai, Maharashtra – 400705

Name of the member(s):
Registered address:
Email ID:
Folio No:

I/We, being member(s) of .....shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Annual General Meeting of the company, to be held on the 28<sup>th</sup> day of September 2015 at 11 a.m. at THE AFFAIRES, Premises No.1602 and 1603, Plot No.9, Sector 17, Palm Beach Road, Sanpada, Navi Mumbai, Maharashtra - 400705 and at any adjournment thereof in respect of such resolutions as are indicated below.

I wish my above Proxy to vote in the manner as indicated in the Box Below:-

S. No.	Resolutions:-	For	Against
1	To consider and adopt the Financial Statements for the financial year ended 31 <sup>st</sup> March 2015		
2	Appointment of Auditors and fixing their remuneration		
3	Appointment of Ms. Vivian Dina Goldstein(holding DIN 07234410) as a Non-Executive Director		
4	Appointment of Ms. Renu Challu (holding DIN 00157204) as a Non-Executive Director		
5	Remuneration of Ms. Renu Challu		

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1/- Revenue
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**Note:**

**1. 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.**

2. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.



## Annexure A – Venue details and route map

