

## STARTECK FINANCE LIMITED

(Formerly known as Nivedita Mercantile Financing Limited)

Registered office: 5<sup>th</sup> Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400057 Tel: +91 22 4287 7800 Fax: +91 22 4287 7890  
Website: [www.starteckfinance.com](http://www.starteckfinance.com) CIN: L51900MH1985PLC037039

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) of the members of Starteck Finance Limited (Formerly Nivedita Mercantile and Financing Limited) will be held on Thursday, September 26, 2019 at 11.30 a. m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057, to transact the following businesses:

### **ORDINARY BUSINESS:**

**Item No. 1** - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

**Item No. 2** - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors thereon.

**Item No. 3** – To appoint a Director in place of Mrs. Lalitha Cheripalli (DIN-07026989), who retires by rotation and, being eligible, offers herself for re-appointment.

**Item No. 4-** To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting and to fix their remuneration:

**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Bagaria & Co., LLP commencing from the conclusion of this Annual General Meeting till the conclusion of thirty ninth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket expenses.

### **SPECIAL BUSINESS:**

**Item No. 5 –Appointment of Mr. Anand Shroff (DIN- 08480489) as Whole Time Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Anand Shroff (DIN- 08480489) as Wholetime Director of the Company, w.e.f. June 13, 2019 for a term of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto

and retirement benefits) payable to Mr. Anand Shroff during his tenure (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.

**Item No. 6- Approval of Material Related Party Transaction**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and also pursuant to the consent of the Audit Committee and the Board of Directors, and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members be and is hereby accorded to the Company to approve all contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), with ‘Related Parties’ within the definition of the Companies Act, 2013 and Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and such related parties.

**RESOLVED FURTHER THAT** in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

By Order of the Board of Directors  
**For Starteck Finance Limited**

**Sweta Gupta**  
Company Secretary  
ACS: 24200

**Date: August 26, 2019**

**Place: Mumbai**

**Registered Office:**

5<sup>th</sup> Floor, Sunteck Centre, 37-40,

Subhash Road, Vile Parle (East),

Mumbai 400 057 Tel.: 91 22 4287 7800

CIN: L51900MH1985PLC037039

Fax: 91 22 4287 7890

E-mail: cosec@starteckfinance.com

Website: [www.starteckfinance.com](http://www.starteckfinance.com)

## **NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 & 6 forms part of this Notice. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is furnished in the explanatory statement to the Notice. Further, additional information with respect to Item No. 4 is also annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members not exceeding 50 and holding in 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 cannot act as proxy for any other person or member.
4. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable, to attend and vote on their behalf at the Meeting. The Proxy-holder shall prove his identity at the time of attending the Meeting.
7. Members/Proxies/Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Thursday, September 26, 2019 (both days inclusive) for the purpose of Annual General Meeting.
10. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
11. Members desiring any information as regards the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the Management to keep the information ready at the meeting.
12. As per the provisions of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent and Demat shareholders may contact their depository participants for nomination.
13. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.starteckfinance.com](http://www.starteckfinance.com).

14. SEBI had vide Notification Nos. SEBI/ LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LADNRO/ GN/2018/49 dated 30<sup>th</sup> November, 2018 read with BSE Circular No. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE Circular No. NSE/CML/2018/26 dated 9th July, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of physical shares. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.
15. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Adroit Corporate Service Pvt. Ltd. /Depository Participant(s).
16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. ADROIT CORPORATE SERVICES PRIVATE LIMITED (ADROIT) to provide efficient and better services.
17. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20<sup>th</sup> April, 2018, members whose folios do not have or have incomplete details of PAN and/ or Bank Account, are required to compulsorily furnish these details for updating the same against their folio number.
18. The route map showing directions to reach the venue of the 34<sup>th</sup> Annual General Meeting is annexed.
19. **Voting through electronic means**
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, the rules framed there under, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015, and Secretarial Standard 2, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period begins on Monday, September 23, 2019 (9.00 a.m.) and ends on Wednesday, September 25, 2019 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- V. The Process and manner for e –voting are as under:
- A. In case of Members receiving an e-mail from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):**
- (i) Use the following URL for e-voting: <https://www.evoting.nsdl.com>
- (ii) Click on Shareholder – Login
- (iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

- (iv) If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting >Active Voting cycles.
- (vii) Select EVEN of Starteck Finance Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit' and also "Confirm" when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@gmail.com with a copy marked to evoting@nsdl.co.in.

**B. In case of Members receiving physical copy of the Notice of Annual General Meeting(AGM)(for Members whose e-mail addresses are not registered with the Company/Depositories):**

- (i) Members may opt for e-voting, for which USER ID and Initial password are provided on the attendance slip.
- (ii) Please follow steps from Sl. No. (i) to (xi) under heading A above to vote through e-voting platform.

**C. Other Instructions**

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and User Manual on e-Voting System for Shareholders, available at the 'downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- b. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, September 20, 2019. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting by voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- d. The Board of Directors has appointed Mr. Veeraraghavan N. (Membership No. A6911), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- e. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- f. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.starteckfinance.com](http://www.starteckfinance.com) and on the website of NSDL [www.evotingnsdl.com](http://www.evotingnsdl.com) immediately after the result is declared by the chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

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

### **Item No. 4**

Bagaria & Co., LLP, Chartered Accountants have been the Statutory Auditors of the Company since financial year 2009-10. Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint new Statutory Auditors of the Company. On the recommendation of the Audit Committee, at its meeting held on 26<sup>th</sup> August, 2019 the Board considered and approved the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors subject to the approval of the shareholders to hold office from the conclusion of the forthcoming AGM until the conclusion of the 39<sup>th</sup> AGM in the year 2024.

As mandated by Regulation 36(5) of the SEBI (LODR) Regulations, the Board of Directors of the Company on the recommendation of the Audit Committee, propose to pay M/s. Lodha & Co. remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per annum plus applicable taxes thereon till the conclusion of the 39<sup>th</sup> Annual General Meeting to be held in the year 2024, plus reimbursement of actual out of pocket expenses. The fees for the future years may necessitate a nominal escalation based on mutual discussion and approval of the Audit Committee and the Board. M/s. Lodha & Co. has significant expertise in the field of auditing, taxation, management consultancy and corporate advisory services. The fees payable to the proposed statutory auditors is higher than the outgoing statutory auditor in view of the vast experience and broad range of expertise of M/s. Lodha & Co. A brief profile of Lodha & Co. is given below.

Lodha & Co. was set up in 1941 and has offices all over India, their locations being Kolkata, Chennai, Hyderabad, Mumbai, New Delhi and Jaipur and provides professional services to a large number of corporate clients, central banks, banks, insurance companies, public sector corporations etc. both in India and Internationally. The firm has 16 partners and is supported by a well experienced team which include Chartered Accountants, Management Graduates, Company Secretaries, Cost Accountants etc. A strong team of professionals from various fields support the Partners. Each team has developed specialized knowledge in their respective area of functioning. The

The Board recommends to the members of the Company for the appointment of M/s. Lodha & Co., Chartered Accountants as the statutory auditors of the Company as the Board is satisfied and is of the view that M/s. Lodha & Co., have the requisite credentials required for their appointment as the statutory auditors of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, financially or otherwise, concerned or interested in the said resolutions.

### **Item No. 5**

The Board of Directors ("**Board**") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Anand Shroff (DIN-08480489) as Wholetime Director of the Company with effect from 13<sup>th</sup> June, 2019, subject to the approval of the Members. The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing, from member under section 160 of the Act, proposing his candidature for the appointment as Director of the Company.

Mr. Anand Shroff not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by Stock Exchanges. The material terms of appointment and remuneration are given below:-

A. Tenure of Appointment: The appointment as Whole Time Director is for a period of five years with effect from June 13, 2019.

B. Nature of Duties: The Whole Time Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board.

B. Remuneration: Rs. 55 lakhs p.a.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, if any payable to the Wholetime Director of the Company shall be within the limits prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Anand Shroff and his relatives are, in any way, concerned or interested in the resolution for his appointment. The resolution set out in Item no. 5 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

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

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2019 and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned in the table below:

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of transaction</b>	<b>Amount</b>
1.	Luton Finance and Investment Private Limited	Entities under common control	Loans & advances, secured or unsecured, short term or long term	Upto Rs. 300 lakhs

2.	Eskay Infrastructure Development Private Limited	Entities under common control	Loans & advances, secured or unsecured, short term or long term	Upto Rs. 500 lakhs
3.	Glint Infraprojects Private Limited	Entities under common control	Loans & advances, secured or unsecured, short term or long term	Upto Rs. 500 lakhs
4.	Niyamit Mercantile & Trading LLP	Entities under common control	Availing of loans secured or unsecured, short term or long term	Upto Rs. 1200 lakhs

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business. Except Ms. Lalitha Cheripalli who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No.6 of this Notice for approval of the Members.

**Details of Directors seeking appointment at the forthcoming Annual General Meeting with respect to Item Nos. 3 and 5 in the Notice pursuant to provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards**

1. Ms. Lalitha Cheripalli (DIN: 07026989)

Age	36 years
Date of first appointment on the Board	18 <sup>th</sup> May 2018
Brief Resume, Qualification(s), Experience, Nature of expertise in specific functional areas	Ms. Lalitha Cheripalli has completed her Bachelors in Commerce Degree. Ms. Cheripalli has over a decade of experience in accounts, treasury, taxation and finance.
Terms and conditions of appointment/re-appointment	Re-appointment as a Non-executive Director of the Company liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013.
Details of remuneration sought to be paid Remuneration last drawn	Rs. 1.20 lakhs p.a. Rs. 0.86 lakhs p.a



Relationship with other Directors and KMPs	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
No. of Board Meetings attended during the financial year 2018-19	3 (out of 3 Meetings held)
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. SW Investments Limited (Listed Company)</li> <li>2. Eskay Infrastructure Development Private Limited</li> <li>3. Nifty Realty Private Limited</li> <li>4. Prime Home Constructions &amp; Developers Private Limited</li> <li>5. V Can Export Private Limited</li> <li>6. Chitta Finlease Private Limited</li> <li>7. Navjit Infrastructure Private Limited</li> <li>8. Orval Corporate Solutions Private Limited</li> <li>9. SW1 Advisory Private Limited</li> <li>10. Moonscape Services Private Limited</li> </ol>
Chairmanship/ Membership of Board Committees of other Companies	Nil
No. of Shares held in the Company as on March 31, 2019	NIL

2. Mr. Anand Shroff (DIN: 08480489)

Name of Director & DIN	Mr. Anand Shroff (DIN: 08480489)
Age	50 years
Date of first appointment on the Board	13 <sup>th</sup> June, 2019
Brief Resume, Qualification(s), Experience, Nature of expertise in specific functional areas	<p>Mr. Anand Shroff (Chartered Accountant) is a strategic leader with over 18 years of multi-cultural experience in providing strategic advisory to top management team with respect to corporate finance, risk management, cash optimization, business expansions, risk policies and procedures development &amp; fund sourcing and capital restructuring. He has been engaged in Debt Fund raising, domestically and internationally, and Equity Fund Raising. Mr. Shroff has successfully directed the financial analysis, internal and regulatory reporting, accounting operations, budgeting and forecasting leading to long-term improvements in cost savings, profitability and productivity. Mr. Shroff has expertise in identifying and mitigating financial &amp; business risk, restructuring of working capital, leading integration process across common effectiveness, financial reporting, managing the annual budget and forecast process.</p>

Terms and conditions of appointment/re-appointment and details of remuneration sought to be paid	Appointment as whole time Director for a term of 5 years at a remuneration of Rs. 55 lakhs p.a
Details of remuneration last drawn for financial year 18-19	Rs. 4,58,333 p.m
Relationship with other Directors and KMPs	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
No. of Board Meetings attended during the financial year 2018-19	Not Applicable
Directorships held in other Companies	Nil
Chairmanship/ Membership of Board Committees of other Companies	Nil
No. of Shares held in the Company as on March 31, 2019	NIL

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

**I. General Information**

**1. Nature of industry:** The Company is a Non-Banking Financial Company, engaged in the activities of financial activities

**2. Date of commencement of commercial production:** The Company has been operating as a NBFC since 1998.

**3. Financial performance based on given indicators:**

Particulars	Standalone		Consolidated	
	For the year ended on 31.03.2019	For the year ended on 31.03.2018	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Revenue from operations	1343.85	1794.73	1344.47	1794.85
Other Income	63.06	71.14	63.06	71.14
<b>Total Revenue</b>	<b>1406.91</b>	<b>1865.87</b>	<b>1407.53</b>	<b>1865.99</b>
Total Expenditure	1334.58	1708.46	1339.66	1714.49
<b>Profit before tax (PBT)</b>	<b>72.32</b>	<b>157.41</b>	<b>67.87</b>	<b>151.50</b>
<b>Less: Income Tax Provision</b>				
Current Tax	36.86	38.09	36.85	38.12
Excess/(Short)provision for tax	(1.12)	2.02	(1.12)	2.02
<b>Profit before minority interest</b>	<b>36.59</b>	<b>117.29</b>	<b>32.14</b>	<b>111.36</b>
Less: Minority interest	-	-	-	-
<b>Profit After Tax</b>	<b>36.59</b>	<b>117.29</b>	<b>32.14</b>	<b>111.36</b>

**4. Foreign Investments and Collaborations:** The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

**II. Information about the Appointees:**

**1. Background details:** The background details and profile of Mr. Anand Shroff is stated in 'Details of Directors' to this Notice.

**2. Past remuneration:** Mr. Anand Shroff was paid remuneration of Rs. 4,58,333 per month for financial year 2018-19

**3. Recognition and Awards:** None

**4. Job profile and his suitability:** Mr. Shroff has a track record of having successfully directed the financial analysis; internal and regulatory reporting, accounting operations, budgeting, forecasting that led to long- term improvements in cost savings, profitability and productivity. He's also capable of identifying and mitigating financial and business risk, restructuring of working capital, leading integration process across common effectiveness, financial reporting, managing the annual budget and forecast process.

**5. Remuneration proposed:** The remuneration details are provided in the explanatory statement to the special business

**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 with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Shroff, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** Besides the remuneration proposed to be paid to Mr. Shroff, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors

### **III. Other Information:**

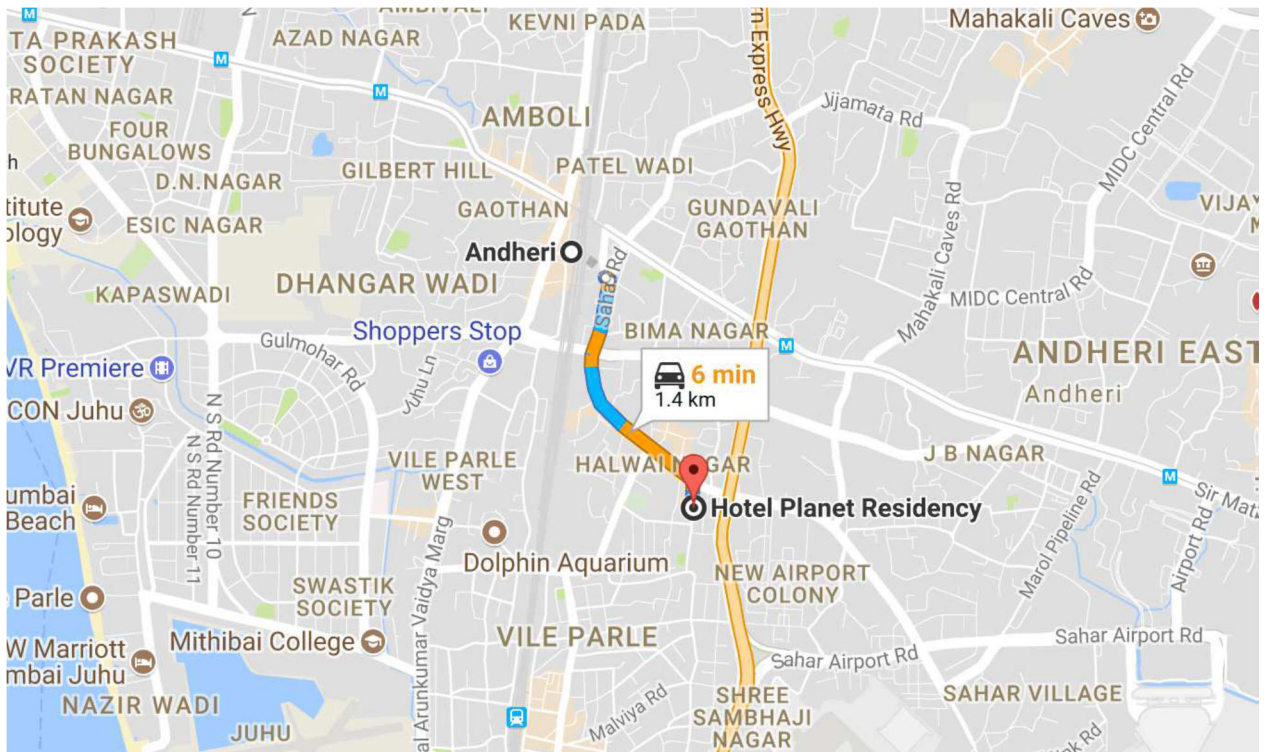
**1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:** The Company has earned profit before tax of Rs. 72.33 lakhs for year ended 31<sup>st</sup> March, 2019. The Company is still expanding its business and is expected to increase profits in the coming years. The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost.

**2. Expected increase in productivity and profit in measurable terms:** The Company is expecting increased profitability in future.

**IV. Disclosures:** The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, details of fixed components and performance linked incentives shall be given in the Directors report.

## ROUTE MAP TO THE AGM VENUE

**VENUE:** Hotel Planet Residency, Sapphire Hall, Subhash Road, Vile Parle (East), Mumbai 400057.



**STARTECK FINANCE LIMITED**  
**(Formerly Nivedita Mercantile & Financing Limited)**

Registered Office: 5<sup>th</sup> Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; CIN: L51900MH1985PLC037039  
Tel No.: 022-42877800, Fax No: 022-42877890, Email: [cosec@starteckfinance.com](mailto:cosec@starteckfinance.com) website: [www.starteckfinance.com](http://www.starteckfinance.com)

**34<sup>th</sup> ANNUAL GENERAL MEETING**  
**ATTENDANCE SLIP**

DP ID*	CLIENT ID*	FOLIO NO.	NO.OF SHARE (S)

\*Applicable for members who are holding shares in dematerialized form.

I /We hereby record my presence at the **34<sup>th</sup> ANNUAL GENERAL MEETING** of the Company being held on Thursday, 26<sup>th</sup> September, 2019, at 11.30 a.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057.

\_\_\_\_\_

Name of the member

\_\_\_\_\_

Signature of the Shareholder

\_\_\_\_\_

Name of the proxy

\_\_\_\_\_

Signature of the Proxy

**Notes:**

1. Kindly sign and hand over the attendance slip at the entrance of the meeting hall.
2. Members/ Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

-----TEAR HERE-----

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password

**Note:** Please read instructions given at Note no. 18 of the Notice of the **34<sup>th</sup>** Annual General Meeting carefully before voting electronically.

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**34<sup>th</sup> ANNUAL GENERAL MEETING**

**PROXY FORM**

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / DP ID and Client ID	

I/we, being the Member(s) of ..... shares of the above named Company, hereby appoint

(i) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

(ii) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

(iii) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting, to be held on Thursday, September 26, 2019 at 11.30 a.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057 and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Auditors thereon.		

3	To appoint a Director in place of Mrs. Lalitha Cheripalli (DIN-07026989), who retires by rotation and, being eligible, offers herself for re-appointment.		
4	To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the thirty ninth Annual General Meeting and to fix their remuneration		
<b>Special Business</b>			
5	Appointment of Mr. Anand Shroff (DIN- 08480489), as Whole Time Director of the Company		
6	Approval of Material Related Party Transaction		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix Rs. 1  
Revenue  
Stamp

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

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

**Notes:**

1. This form of proxy in order to be effective should be duly completed, signed 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 proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. \* This is optional. Please put a tick mark (v) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.