

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of Farm Enterprises Limited will be held on Thursday, 31st December, 2015 at 12.00 noon at Cultural Centre, Fibre Gate, B-4, MIDC Industrial Area, Near Rasayani Police Station, Patalganga, Rasayani - 410220 to transact the following businesses:

Ordinary Business

- To consider and adopt:
 - the audited financial statement of the Company for the financial year ended June 30, 2015, the reports of the Board of Directors and Auditors thereon.
 - the audited consolidated financial statement of the Company for the financial year ended June 30, 2015 and the report of the Auditors thereon.
- To declare a dividend on equity shares.
- To appoint a Director in place of Shri Sanjeev Dandekar (DIN:00022797), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

- To approve the appointment of Shri Satish Parikh (DIN: 00094560) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Satish Parikh (DIN: 00094560), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

Hetal Rathod

Assistant Company Secretary

November 30, 2015

Registered Office:

B-4, MIDC Industrial Area

Near Rasayani Police Station

Patalganga, Rasayani - 410220

CIN: U01100MH1999PLC244851

e-mail: hetal.rathod@servicesnext.com

Notes:

- 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.**

A person can act as a proxy on behalf 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. 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 a proxy for any other person or shareholder.

- The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** The Company will be send communication relating to remote e-voting which *inter-alia* would contain details about User ID and password along with a copy of this Notice to the members, separately. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- In terms of Section 152 of the Companies Act, 2013, Shri Sanjeev Dandekar (DIN 00022797), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief profile of Shri Sanjeev Dandekar and other requisite details are annexed to the Statement.
- Members are requested to bring their attendance slip alongwith their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

: Registered Office :

B-4, MIDC Industrial Area, Near Rasayani Police Station, Patalganga, Rasayani - 410220

Tel : +91 22 4061 3171 Website : www.fel.org.in e-mail: hetal.rathod@servicesnext.com

CIN: U01100MH1999PLC244851

NOTICE (continued)

9. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 19th December, 2015 to Wednesday, 23rd December, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Share Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
12. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. The route map of the venue of the meeting is annexed hereto. The prominent landmark for the venue is Rasayani Police Station.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 4

This Statement for Item No. 4 is provided though not required as per Section 102 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice, relating to the appointment of Statutory Auditors of the Company.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice: Item No. 5

The Board of Directors of the Company had appointed, pursuant to provisions of Section 161(1) of the Act and Articles of Association of the Company, Shri Satish Parikh as an Additional Director of the Company with effect from March 30, 2015.

As per the provisions of Section 161(1) of the Act, Shri Satish Parikh holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Satish Parikh for the office of Director of the Company.

A brief profile of Shri Satish Parikh and other requisite details are annexed to this Statement.

Shri Satish Parikh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Satish Parikh is interested in the resolution set out at Item No.5 of the Notice. The relatives of Shri Satish Parikh may be deemed to be interested in the resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

By Order of the Board of Directors

Hetal Rathod

Assistant Company Secretary

November 30, 2015

Registered Office:

B-4, MIDC Industrial Area

Near Rasayani Police Station

Patalganga, Rasayani - 410220

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e-mail: hetal.rathod@servicesnext.com

NOTICE (continued)**Profile of Directors (seeking appointment / re-appointment)****Shri Sanjeev Dandekar (DIN: 00022797)**

Shri Sanjeev Dandekar aged 53 years, is an Associate Member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountants of India. He has over 25 years of experience in the field of accounts and finance.

Shri Satish Parikh (DIN: 00094560)

Shri Satish Parikh aged 60 years, is a graduate from Mumbai University. He has over 40 years of experience in the areas of finance, stock broking, corporate restructuring, real estate, etc.

Other details of Directors seeking appointment / re-appointment are as under:

Particulars	Shri Sanjeev Dandekar	Shri Satish Parikh
Terms and conditions of appointment	Liable to retire by rotation	Liable to retire by rotation
Directorship in other Companies	Futura Commercials Private Limited Neutron Enterprises Private Limited Reliance Industries Holding Private Limited Antilia Commercial Private Limited Manuvidya Commercials Private Limited Nirahankara Commercials Private Limited Vandhya Commercials Private Limited	Antilia Commercial Private Limited Anuprabha Commercials Private Limited Darshan Services Private Limited Isha Infratech Private Limited Manuvidya Commercials Private Limited Nirahankara Commercials Private Limited Reliance Utilities And Power Private Limited Rugby Foods And Beverages Limited System Management Services Private Limited Thackers Holdings Limited Vandhya Commercials Private Limited Vibha Trading Private Limited Nagothane Agrofarms Private Limited
Date of first appointment on the Board	24.12.2012	30.03.2015
No of Meetings of the Board attended during the FY 2014-15	5	1 (1 Board meeting held during the tenure)
Chairmanship / Membership of Board Committees of the other Companies	None	A. Chairman of Audit Committee and Nomination and Remuneration Committee of Nagothane Agrofarms Private Limited B. Chairman of Corporate Social Responsibility Committee of Darshan Services Private Limited C. Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Reliance Utilities and Power Private Limited
Shareholding in the Company	Nil	Nil
Remuneration drawn in the Company for FY 2014-15	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None	None

ROUTE MAP TO THE AGM VENUE

