

## STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED

CIN: U51219RJ2006PLC022427

Registered Office: G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road,  
Jaipur, Rajasthan, India-302006

Corp. Office: 3<sup>rd</sup> Floor, Wing B-1, NSE Exchange Plaza, Bandra-Kurla Complex, Bandra (East),  
Mumbai, Maharashtra, India-400051

Phone: +91-22-26598020; Email: rubi.chaturvedi@staragri.com; Website: www.staragri.com

### NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of the Company will be held on Wednesday, September 30, 2015 at 5.15 P.M. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006, to transact the following business:-

#### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Khandelwal (DIN: 00809249), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory Auditors:**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. BSR & Co LLP, Chartered Accountants (Registration No. 101248W), the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting, be and are hereby re-appointed as the Statutory Auditors of the Company for a term of 4 consecutive years from the conclusion of this Annual General Meeting i.e. the 9<sup>th</sup> Annual General Meeting until the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company to be held for financial year ending 31<sup>st</sup> March, 2019 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and to audit

the financial accounts of the Company for the financial years from 2015-16 to 2018-19; and the Board of Directors of the Company be and is hereby authorized to fix the Auditor's remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

## Special Business

### 4. Appointment of Dr. Y. K. Alagh as an Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Dr. Y. K. Alagh, who was appointed as an Additional (Independent) Director of the Company w.e.f. March 24, 2015, and holds office upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Y. K. Alagh for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years upto March 23, 2020 who shall not liable to retire by rotation."

### 5. Alteration of Articles of Association 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 the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered by deletion of clause 153 & 154 of Articles of Associations of the Company which is as under:-

## SEAL

153. The Board shall provide a common seal for the purpose of the Company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of the Board or a Committee of the Board previously given and in the presence of a Director of the Company or some other Person appointed by the Directors for the purpose. The Company shall also be at liberty to have an official Seal in accordance with section 50 of the Act for use in any territory, district or place outside India.
154. Every Deed or other instruments to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by one Director and the secretary or some other Person appointed by the Board for the purposes, provided nevertheless that certificate of Shares may be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or the statutory modification or re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** pursuant to the deletion of the common seal clause, members of the Company hereby also approve to alter /delete all other relevant clauses in the Articles of Associations pertaining to the use of common seal of the Company.

**RESOLVED FURTHER THAT** Mr. Sureshchandra Goyal, Managing Director, Mr. Amith Agarwal, Mr. Amit Kumar Goyal and Mr. Amit Khandelwal, Directors of the Company, Mr. Sanjay Gupta, Chief Financial Officer and Ms. Rubi Chaturvedi, Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

## 6. Approval of Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the members of the Company be and is hereby accorded to enter into related party transactions for leasing of property with the following parties for the values as detailed below:

Name of Related Parties	Nature of Transaction	Approximate value of transaction till the expiry of lease period (Amount in Rs.)	
StarAgri Finance Limited (SAFL)	<b>Taken on Lease by SAFL and sub leased to Star Agriwarehousing &amp; Collateral Management Ltd (SAMCL)</b>		
		Mumbai	1,30,00,000
		Karnal	10,00,000
		Rajkot	20,00,000
StarAgri Finance Limited (SAFL)	<b>Sub Leasing of Property taken on lease by SAMCL to SAFL</b>		
		Delhi	20,000

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, sign and execute the agreement and other documents and do all such other acts and deeds as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors**

Place: Mumbai  
Date: September 30, 2015

**Suresh Chandra Goyal**  
Chairman and Managing Director

## NOTES:

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 MEMBER.**
3. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorising their representatives to attend and vote at the Annual General Meeting (AGM).
4. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
5. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
6. Members desiring any information relating to the accounts are requested to write to the Company well in advance of the meeting in order to enable the management to keep the information ready.
7. Members are requested to:
  - a. Notify immediately any change in their address to the Company.
  - b. Quote their Folio Numbers in all correspondence with the Company.

8. Route Map for the venue of the proposed AGM of the company, is appearing as an Annexure to this Notice and a copy of the same is also uploaded on the website of the company.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4:

The Board of Directors appointed Dr. Y. K. Alagh as an Additional Director of the Company w.e.f. March 24, 2015. Dr. Y. K. Alagh studied at Maharaja's College, Jaipur and Department of Economics at University of Rajasthan. He holds a Doctorate in Economics from the University of Pennsylvania, USA and Master`s Degree in the same subject from that University. He is a noted Indian economist and former Union Minister of Government of India. He was the Chairman of Institute of Rural Management Anand (IRMA) from 2006 to 2012, Coordinator for South Asia Technology Network of the EEC, Special Advisor to the UN Secretary General's Conference on Environment and Development, Senior Fellow and Board Member of CIGI and Senior Advisor Consultant to FAO, UNFPA, ILO, ESCAP, World Bank and UNDP. He was appointed as Independent Director on the Board of Tata Chemicals on September 25, 2006 and Shree Cements. He was also a Minister of Power for Planning & Programme Implementation with additional charge of the Ministry of Science & Technology. He has been Member of Planning Commission (in the rank of Minister of State). He has been Chairman, Bureau of Industrial Costs and Prices, Ministry of Industry and Secretary to the Government of India. He is currently chancellor of the Central University of Gujarat and the Nagaland. He is a Trustee of the Rajiv Gandhi Foundation.

Pursuant to provisions of Section 161 of the Companies Act 2013, Dr. Y. K. Alagh holds office upto the date of ensuing AGM.

Dr. Y. K. Alagh have given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with requisite deposit proposing the candidature of Dr. Alagh for the office of Independent Director.

In the opinion of Board, Dr. Y. K. Alagh proposed to be appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013, and the Rules made thereunder and he is independent of management.

The resolution seeks the approval of members for the appointment of Dr. Y. K. Alagh as an Independent Director for a period of five years pursuant to the provisions of Section 149 and

other applicable provisions of Companies Act 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval of members.

Except Dr. Y. K. Alagh, being an appointee, none of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

**Item No. 5:**

Pursuant to the provisions of Companies (Amendment) Act, 2015 which became effective from 29<sup>th</sup> May, 2015, the use of Common seal has become optional. In view of the same and to facilitate administrative convenience for execution of various documents on behalf of the Company it is proposed to alter the related clause in the existing Articles of Association of the Company by deletion of Clause 153 and 154 of the Articles of Association of the Company.

The Board recommends the Special Resolution as set out at item no. 5 for approval of members. None of the Directors, Key Managerial Personnel or their relatives is interested or concerned, in the resolution.

**Item No. 6:**

StarAgri Finance Ltd (“SAFL”), a wholly owned subsidiary of Star Agriwarehousing & Collateral Management Ltd (“the Company” or “SAMCL”), is in the business of financing and lending money. SAMCL and SAFL have taken on lease various office premises situated at Jaipur, Delhi and Mumbai, Karnal & Rajkot.

As per the provisions of Section 188 of the Companies Act, 2013, the transaction with StarAgri Finance Ltd requires approval of unrelated shareholders of the Company.

The details of the transactions between said parties as per the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	StarAgri Finance Ltd (“SAFL”)
2.	Name of the Director or KMP who is related	<ol style="list-style-type: none"> <li>1. Mr. Girish Nadkarni</li> <li>2. Mr. Amit Goyal</li> <li>3. Mr. Amit Khandelwal</li> <li>4. Mr. Amith Agarwal</li> <li>5. Mr. Sureshchandra Goyal</li> </ol>

		6. Mr. Yashwant Thorat	
3.	Nature of relationship	Wholly owned subsidiary	
4.	Nature of Contract	Taking premises on sub lease	Giving premises on sub lease
5.	Terms of Contract	Office - Mumbai Sub Lease Period - 1 <sup>st</sup> October, 2015 to 26 <sup>th</sup> October, 2019 Area to be used by SAMCL - 1,428 sq.ft	Office - Delhi Sub Lease Period - 11 <sup>th</sup> May, 2015 to 10 <sup>th</sup> August, 2019 Area to be used by SAFL- 50 sq.ft
		Office - Karnal Sub Lease Period - 16 <sup>th</sup> June, 2015 to 15 <sup>th</sup> June, 2020 Area to be used by SAMCL - 500 sq.ft	
		Office - Rajkot Sub Lease Period - 17 <sup>th</sup> July, 2015 to 16 <sup>th</sup> June, 2022 Area to be used by SAMCL - 350 sq.ft	
5.	Monetary Value	Mumbai - Rs. 1,50,00,000 Karnal - Rs.15,00,000 Rajkot - Rs. 20,00,000	Delhi- Rs. 20,000

The Board recommends the Special Resolution as set out at item no. 6 for approval of members.

Except the directors mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the said resolution.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: September 30, 2015**

**Suresh Chandra Goyal**  
**Chairman and Managing Director**



**DETAILS OF MR. AMIT KHANDELWAL, DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Details</b>
Name	<b>Mr. Amit Khandelwal</b> (on Board since 14.01.2007) DOB: 08.04.1978 DIN: 00809249
Qualification	M. Com.
Brief Resume & area of expertise	Mr. Amit Khandelwal is post graduate in commerce from Rajasthan University. He completed his Schooling from BHS Pilani. He has also done a novel certified information technology course. Mr. Amit Khandelwal is a promoter and director of company. He looks after complete performance and management of company with regard to financial and business achievements of M.P and Punjab region. Mr. Amit's expertise in commodity procurement and warehousing.
Directorships in other Companies	1. Star Agriinfrastructure Pvt. Ltd. 2. Star Agrilogistics Pvt. Ltd. 3. Farmerfortune (India) Pvt.Ltd. 4. StarAgri Finance Ltd. 5. Bikaner Agrimarketing Pvt. Ltd. 6. Bundi Agrimarketing Yard Pvt. Ltd. 7. Bharat Jyoti Dairy Products Pvt. Ltd.
Committee Memberships other than Staragri	<b>StarAgri Finance Ltd. (the 'Wholly owned Subsidiary')</b> Member in Audit Committee, Nomination & Remuneration Committee, Finance Committee and Allotment Committee.  <b>Star Agriinfrastructure Private Limited (the 'Subsidiary')</b> Member in Nomination & Remuneration Committee.
No. of Shares held	1650300

**DETAILS OF Dr. Y. K. ALAGH, ADDITIONAL DIRECTOR SEEKING APPOINTMENT AS INDEPENDENT DIRECTOR IN THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Details</b>
Name	<b>Dr. Y. K. Alagh</b> (on board since 24.03.2015) DOB: 14.02.1939 DIN: 00244686
Qualification	Ph. D (Economics)
Brief Resume & area of expertise	<p>Dr. Y K Alagh studied at Maharaja's College, Jaipur and Department of Economics at University of Rajasthan.</p> <p>He holds a doctorate in Economics from the University of Pennsylvania, USA. He was the nominee director of the company since 22.04.2012 &amp; recently resigned from the post of nominee director w.e.f 23.03.2015. He is a noted Indian economist and former Union Minister of Government of India. He was the Chairman of Institute of Rural Management Anand (IRMA) from 2006 to 2012.</p> <p>He headed various institutions and Commissions and acted as expert with a number of UN organisations.</p>
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. Shree Cement Limited</li> <li>2. Somany Ceramics Ltd.</li> <li>3. ADJB Production Pvt. Ltd.</li> </ol>
Committee Memberships other than Staragri	NIL
No. of Shares held	NIL



**STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED**

CIN: U51219RJ2006PLC022427

Registered Office: G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006

Corp. Office: 3<sup>rd</sup> Floor, Wing B-1, NSE Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai, Maharashtra, India-400051

Phone: +91-22-26598020; Email: rubi.chaturvedi@staragri.com; Website: www.staragri.com

**PROXY FORM**

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

9 <sup>th</sup> Annual General Meeting on Wednesday, September 30, 2015
Name of member(s) :
Name of the Joint holder, if any:
Registered address :
E Mail Id:
Folio No. / DP ID - Client ID
No. of share(s) held

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

Name: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him

Name: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him

Name: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the 9<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 5.15 P.M. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006 and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Directors' and Auditors' thereon.			
2.	Ordinary Resolution for appointment of a Director in place of Mr. Amit Khandelwal, Director who retires by rotation and being eligible offers himself for re-appointment.			
3.	Ordinary Resolution for appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No. 101248W) as Statutory Auditors of the Company to hold office from the conclusion of 9 <sup>th</sup> Annual General Meeting until the conclusion of the 13 <sup>th</sup> Annual General Meeting of the Company and to fix their remuneration.			
<b>Special Business</b>				
4.	Ordinary Resolution for appointment of Dr. Y. K. Alagh as an Independent Director of the Company to hold office as such upto March 23, 2020.			
5.	Alteration of Articles of Association of the Company.			
6.	Approval of Related Party Transactions			

Signed this ..... Day of ..... 2015.

Signature of Member .....

Affix Revenue Stamp of Re.0.15
---

Signature of Proxy Holder(s).....

#### NOTES

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 FORTY-EIGHT HOURS before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the - for, against or abstain column blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he /she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Those members who have multiple folios with different joint-holders may use copies of this Attendance Slip/Proxy.

**STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED**

CIN: U51219RJ2006PLC022427

Registered Office: G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006

Corp. Office: 3<sup>rd</sup> Floor, Wing B-1, NSE Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai, Maharashtra, India-400051

Phone: +91-22-26598020; Email: rubi.chaturvedi@staragri.com; Website: www.staragri.com

**ATTENDANCE SLIP**

(to be completed and presented at the entrance)

**9<sup>th</sup> Annual General Meeting on Wednesday, September 30, 2015**

<b>Registered Folio No. / DP ID &amp; Client ID</b>	
<b>Name and address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>Number of shares held</b>	

I certify that I am a member / proxy for the member of the Company. I/We hereby record my/our presence at the 9<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 5.15 P.M. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India - 302006

.....  
Name of the Member / Proxy  
(in BLOCK letters)

.....  
Signature of the Member / Proxy

Note:

1. Please fill in the Folio/DPID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.

**Route Map to the venue of Annual General Meeting**

