



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: 3rd Floor, Wing B-1, NSE Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai, Maharashtra, India-400051
Phone: +91-22-26384528; Email: rubi.chaturvedi@staragri.com; Website: www.staragri.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of the Company will be held on Wednesday, February 03, 2016 at 3.30 P.M. at the Corporate Office of the Company at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, India-400051 to transact the following business:-

SPECIAL BUSINESS

1. APPROVAL OF THE ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent / dissent, to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Section 5 and Section 14, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules issued thereunder (including in each case, any statutory modifications or re-enactment thereof), the consent and approval of the shareholders of the Company be and is hereby accorded to adopt the altered Articles of Association of the Company, incorporating terms of the amendment to the shareholders’ agreement executed by and among the Company, Claymore Investments (Mauritius) Pte. Limited, IDFC Private Equity Fund III, Mr. Amith Agarwal, Mr. Amit Khandelwal, Mr. Amit Kumar Goyal and Suresh Chandra Goyal and the Confirming Parties named therein, in substitution for and to the exclusion of the present Articles of Association of the Company, a draft of which is circulated at this meeting, and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT Mr Amith Agarwal, Mr Suresh Goyal, Mr Amit Khandelwal, Mr Amit Kumar Goyal, Directors, Mr Sanjay Gupta, CFO and Mr Rubi Chaturvedi, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard and to give effect to this resolution, and to execute and deliver all forms, applications, certificates, deeds, notifications, documents, and agreements that may be required, including making necessary filings with any regulatory authority, and issuing a certified true copy of this resolution and to share the same with all those concerned.”



2. REMUNERATION OF DIRECTORS IN CASE OF NO PROFIT OR INADEQUATE PROFIT

To consider and, if thought fit, to give assent / dissent, to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the Section 197 read with Schedule V and rule 7 of the Companies (Appointment and Remuneration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and rule made there under, if any and Articles of Association of the Company, consent of the members be & is hereby accorded for the payment of remuneration to the managerial personnel beyond the ceiling specified in section II, Part II of Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT this resolution shall be valid for a period of three years commencing from financial year 2015-2016

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to take all such actions and do all such acts, deeds and things as may be required for compliance with statutory requirements as applicable and/or for giving effect to the above resolution and matters related thereto.”

By Order of the Board of Directors

Date: February 03, 2016

Place: Mumbai

Rubi Chaturvedi

Company Secretary

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 OF THE COMPANY. INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THIS 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 extra-ordinary general meeting.
4. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
5. 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.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

The following statement sets out all material facts relating to the business mentioned under the accompanying notice.

Item No. 1

The members may note that pursuant to clause 3.1.1 (d) of the amendment and supplementary agreement to shareholders' agreement dated 1 February 2016 between, inter alios, the Company, Mr. Amith Agarwal, Mr. Amit Khandelwal, Mr. Amit Kumar Goyal, Mr. Suresh Chandra Goyal, IDFC Private Equity Fund III and Claymore Investments (Mauritius) Pte. Limited ("SHA"), the Company is required to amend its articles of association to reflect the terms of the SHA. The draft of the amended and restated articles of association as approved by the Board of directors has been enclosed with this notice.

The members may further note that since the proposed alterations, deletions, insertions etc., to the present articles of association are numerous, it is more convenient to adopt an altogether new set of articles of association incorporating all the proposed alterations, in substitution for, and to the exclusion of, the existing articles of association of the Company.

The Board recommends the passing of the resolution with respect to Item number 1 above as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of



the Companies Act, 2013 is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

Item No. 2

Having regard to the time and attention devoted by the managerial personnel to the affairs of the Company, contribution made by them by using their skill, experience and judgment to achieve the success for the Company and promote the business objectives and goals for the betterment of the Company, the Board of Directors of the Company at its Meeting held on February 03, 2016 has accorded its approval for payment of remuneration to the managerial personnel beyond the ceiling specified in section II, Part II of Schedule V of Companies Act, 2013 in case the Company have no profit or inadequate profit.

Accordingly, approval of the Members is sought by way of a Special resolution under the applicable provisions of the Companies Act, 2013 and rule made there under for payment of remuneration to the managerial personnel beyond the ceiling specified in section II, Part II of Schedule V of Companies Act, 2013 as set out in the resolution at Item number 2 of the Notice.

Key Managerial Personnel and their relatives are not concerned or interested, financially or otherwise in the proposed resolution. All the directors of the Company except Mr. Mohit Bhandari, Mr. Girish Nadkarni and relatives of Directors are concerned or interested in the proposed resolution to the extent of the remuneration/Commission that received by them pursuant to the Resolution.

Disclosure as required under Schedule V Part II to the Companies Act, 2013 is given hereunder:

I. General Information

1)	Nature of Industry	Agriculture Industry
2)	Date or Expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities.

3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
4)	Financial performance based on given indicators.	The details of financial performance for the years 2014-15 are provided in the financials for the financial year 2014-15.Extracts of the same is enclosed.
5)	Foreign Investments or collaborators	Claymore Investments (Mauritius) Pte Ltd. had invested in the equity shares and preference shares of the Company.

II. Information about the appointee:

Name of Managerial Personnel	Mr. Suresh Chandra Goyal	Mr. Amit Kumar Goyal	Mr. Amith Agarwal	Mr. Amit Khandelwal	Dr. YSP Thorat	Dr. Y K Alagh
Background details	Mr. Suresh Chandra Goyal, 64 years, is the Managing Director of the Company. He is a graduate in commerce from Rajasthan University. He has over three decades of rich and varied experience in running agricultural and farm related businesses like agri-financing, agri-procurement, trading and warehousing	Mr. Amit Kumar Goyal, 39 years, is the Executive Director of the Company. He is a graduate in commerce from Delhi University and Post graduate in English. With sound academic records he has consciously decided to take the path less trodden and venture into agri-businesses; an ardent believer in rural empowerment and value creation, Amit dreams of making the Indian farmer a key stakeholder in his business by alleviating the various inefficiencies and hardships that currently plague the rural sector.	Mr. Amith Agarwal, 35 years, is the Executive Director of the Company. Amith Agarwal is an MBA from Chetna Institute of management and research, Mumbai and graduated from Rajasthan University. Mr. Agarwal has also attended a short term course on “Finance for Entrepreneurs” at IIM Bangalore organized by NSRCEL	Mr. Amit Khandelwal, 37 years, is the Executive Director of the Company. He is post graduate in commerce from Rajasthan University. Schooling from BHS Pilani. He has also done a novell certified information technology course	Dr. Y S P Thorat, 68 years is the Independent Director of the Company. He is the Executive Chairman of the Dry land Farming Commission and Chairman of the Agriculture Universities Recruitment Board. He was Executive Director of Reserve Bank of India and was associated with RBI from April 1972 to June 2002. He is a graduate in arts, law and holds doctorate in Economics.	Dr. Yoginder K Alagh, 77 years, is the Independent Director of the Company. He is a noted Indian economist and former Union Minister of Government of India He 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.

<p>Past Remuneration</p>	<p>Details about the remuneration drawn by Mr. Suresh Chandra Goyal for the financial year 2014-15 are available in the financials for the financial year 2014-15. Extracts of the same is enclosed</p>	<p>Details about the remuneration drawn by Mr. Amit Kumar Goyal for the financial year 2014-15 are available in the financials for the financial year 2014-15. Extracts of the same is enclosed</p>	<p>Details about the remuneration drawn by Mr. Amith Agarwal for the financial year 2014-15 is available in the financials for the financial year 2014-15. Extracts of the same is enclosed</p>	<p>Details about the remuneration drawn by Mr. Amit Khandelwal for the financial year 2014-15 is available in the financials for the financial year 2014-15. Extracts of the same is enclosed</p>	<p>Details about the remuneration drawn by Dr. Y S P Thorat for the financial year 2014-15 are available in the financials for the financial year 2014-15. Extracts of the same is enclosed</p>	<p>Details about the remuneration drawn by Dr. Y K Alagh for the financial year 2014-15 are available in the financials for the financial year 2014-15. Extracts of the same is enclosed</p>
<p>Recognition and awards</p>						<p>V K R V Rao Prizes in Social Science Research in 1981 in Economics discipline. The award is Instituted by Institute for Social and Economic Change, Bengaluru, India.</p>

Job Profile and his suitability.	<p>Mr. Suresh Chandra Goyal is the Managing Director of the Company. He provides overall direction and leading the way in transforming star agri into one of India's leading end to end agri solution Provider Company</p>	<p>Mr. Amit Kumar Goyal is Executive Director of the Company. He leads the operations of company and ensure complete delivery and smooth functioning of the day to day operation of company He also looks after the collateral management and loan disbursement of rajasthan and Haryana region</p>	<p>Mr. Amith Agarwal is the Executive Director of the Company. He is engaged in business development, corporate tie-ups and looks after financial matters of company. He is face of company and represents company to the outside and corporate world. He is currently developing star agri as trusted brand in between all trade participant and stakeholders like customers, employees, and investors</p>	<p>Mr. Amit Khandelwal is the Executive Director of the 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 is a very rich resource for company.</p>	<p>Dr. Y S P Thorat is the Independent Director of the Company. He ensures transparency in corporate governance. He helps the company in improving corporate credibility and governance standards.</p>	<p>Dr. Y K Alagh is the Independent Director of the Company. He ensures transparency in corporate governance. He helps the company in improving corporate credibility and governance standards.</p>
Remuneration proposed	<p>FY 15-16: 60,83,500 FY 16-17: 69,96,025 FY 17-18: 80,45,429</p>	<p>FY 15-16: 60,83,500 FY 16-17: 69,96,025 FY 17-18: 80,45,429</p>	<p>FY 15-16: 60,83,500 FY 16-17: 69,96,025 FY 17-18: 80,45,429</p>	<p>FY 15-16: 60,83,500 FY 16-17: 69,96,025 FY 17-18: 80,45,429</p>	<p>FY 15-16: 25,00,000 FY 16-17: 28,75,000 FY 17-18: 33,06,250</p>	<p>FY 15-16: 10,00,000 FY 16-17: 11,50,000 FY 17-18: 13,22,500</p>

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration proposed is as per rule 7 of the Companies (Appointment and Remuneration) Rules, 2014 read with Schedule V and is comparable to the remuneration of managerial personnel levels of similar sized companies in India.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Nil

III. Other information:

1	Reasons of loss or inadequate profits	Due to decline in business
2	Steps taken or proposed to be taken for improvement	Management is making due efforts & exploring new areas of business.
3	Expected increase in productivity and profits in measurable terms.	Not applicable

IV. Disclosures: Not applicable

By Order of the Board of Directors

**Date: February 03, 2015
Place: Mumbai**

**Rubi Chaturvedi
Company Secretary**



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PROXY FORM

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

Extra-Ordinary General Meeting on Wednesday, February 03,2016
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: _____ Address: _____

Email:

Signature _____ or failing him

Name: _____ Address: _____

Email:

Signature _____ or failing him

Name: _____ Address: _____

Email:

Signature _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on , Wednesday, February 03,2016 at 3.30 P.M. at the Corporate Office of the Company at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, India-400051 and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
Special Business				
1.	Adoption of Altered Alteration of Articles of Association of the Company to incorporating terms of amendment of SHA			
2.	Remuneration of Directors in Case of No Profit or Inadequate Profit			

Signed this Day of 2016.

Signature of Member

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

Affix Revenue Stamp of Re.0.15

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.



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ATTENDANCE SLIP

(to be completed and presented at the entrance)

Extra-Ordinary General Meeting on Wednesday, February 03, 2016

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

I certify that I am a member / proxy for the member of the Company. I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, February 03,2016 at 3.30 P.M. at the at the Corporate Office of the Company at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, India-400051

.....
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 Extra Ordinary General Meeting

