



**STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED**

CIN: U51219MH2006PLC305651

Registered Office & Corp. Office: 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E), Mumbai, MH 400059 IN

Phone: +91-22-40467777; Email: reachus@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, April 17, 2019 at 10.30 a.m. at 1<sup>st</sup> Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai-400059 to transact the following business:-

**Special Business**

**(a) Payment of remuneration to Directors as per provisions of Companies Act, 2013**

To approve and pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

**RESOLVED THAT** in supersession of any or all the earlier resolution(s) passed by the Board of Directors in this regard and on the recommendation of nomination and remuneration committee and Board of Directors, pursuant to the provisions of Section 197 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under and Schedule V (including any statutory modification(s) or any re-enactment thereof for the time being in force), and, subject to the necessary approval as required, consent of members of the Company be & is hereby accorded to pay remuneration to its directors, including managing director and whole-time director, and its manager in accordance to the limits as specified in section 197 and Schedule V of Companies Act, 2013, in respect of the profits for each of the three financial years commencing from 1st April, 2019;

**RESOLVED FURTHER THAT** on the recommendation of nomination and remuneration committee and Board of Directors and pursuant to the provisions of Section 197 read with rules made thereunder and any other applicable provisions, if any, of the Companies Act, 2013 and subject to the necessary approval as required, consent of members of the Company be & is hereby accorded to pay:

- I. Remuneration to managing director and/or whole-time director and/or manager in excess of ten per cent. of the net profits to all such directors and manager taken together and
- II. Remuneration to directors who are neither managing directors nor whole-time directors in excess of one per cent. of the net profits of the company

for each of the three financial years commencing from 1st April, 2019;



**RESOLVED FURTHER THAT** on the recommendation of nomination and remuneration committee and Board of Directors and pursuant to the Section 197 read with rules made there under (including any statutory modification(s) or any re-enactment thereof for the time being in force), Schedule V and other applicable provisions of the Companies Act, 2013 and subject to necessary approval as required, where in during the financial years, the Company incurs a loss or its profits are inadequate, the Company shall pay the remuneration in accordance to the limits as specified in Schedule V of the Companies, 2013 and it shall be valid for a period of three years commencing from financial year 2019-2020;

**RESOLVED FURTHER THAT** members hereby grant its consent to waive the recovery of any sum paid in excess of the limit specified in section 197 read with rules and schedule V of Companies Act, 2013, subject to the approval of members by way of special resolution in general meeting;

**RESOLVED FURTHER THAT** any one of the Directors and/or Mr. Vipin Maheshwari, Deputy Group Chief Financial Officer and/or Ms. Vaishali Gupta, Company Secretary of the Company be and is 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.”

**(b) To consider approving the estimated related Party Transactions for the F.Y. 2019-20 with Omnibus approval**

To approve and pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), and subject to the necessary approval as required, consent, sanction, permission or omnibus approval of the members of the Company be and is hereby accorded to enter into the proposed transactions with related parties for F.Y. 2019-20 as per the statement as detailed below:

Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 19-20	Duration of the Contract/ Arrangement
Vinod Kumar Piyush Kumar	Relative of Mr. Suresh Chandra Goyal, Managing Director and member is interested	Professional Warehousing services	5,00,00,000	As mutually decided
Vidhya Prakash Vinod Kumar	Mr. Suresh Chandra Goyal, Managing Director and member is interested	Professional Warehousing services	1,50,00,000	As mutually decided
		Rent expenses	1,50,00,000	As mutually decided

Prakash Chand Vinod Kumar	Relative of Mr. Suresh Chandra Goyal, Managing Director and member is interested	Professional Warehousing services	1,50,00,000	As mutually decided
Sumitra Devi	Relative of Mr. Suresh Chandra Goyal, Managing Director and member	Warehouse Rent	60,00,000	As mutually decided
Usha Devi Goyal	Relative of Mr. Suresh Chandra Goyal, Managing Director and member	Warehouse Rent	60,00,000	As mutually decided
Shobha Goyal	Relative of Mr. Suresh Chandra Goyal, Managing Director and member	Warehouse Rent	60,00,000	As mutually decided
Suresh Chand Goyal HUF	Mr. Suresh Chandra Goyal, Managing Director and member and his relatives are interested	Professional Warehousing services	60,00,000	As mutually decided
Amit Industries	Relative of Mr. Amit Khandelwal, Director and member is interested	Professional Warehousing services	2,00,00,000	As mutually decided
Sun Agro Corporation	Relative of Mr. Amit Khandelwal, Director and member is interested	Professional Warehousing services	4,50,00,000	As mutually decided
		Lab services	60,00,000	As mutually decided
Balaji Soya Proteins Pvt. Ltd.	Relative of Mr. Amit Khandelwal, Director and member are interested	Warehouse Rent	60,00,000	As mutually decided
Bharat Jyoti Dairy Products Pvt. Ltd	Mr. Amit Khandelwal, Director and member and his relatives are interested	Rent expenses	4,50,00,000	As mutually decided
Uttam Agro Sales	Relative of Mr. Amit Khandelwal, Director and member is interested	Professional Warehousing services	1,50,00,000	As mutually decided
Amit Gaurav & Co.	Relative of Mr. Amit Kumar Goyal, Director and member are interested	Professional Warehousing services	4,50,00,000	As mutually decided
		Rent expenses	60,00,000	As mutually decided

Ram Chandra Mundawala & Sons	Relative of Mr. Amit Kumar Goyal, Director and member are interested	Professional Warehousing services	80,00,000	As mutually decided
Parv Marketing	Relative of Mr. Amit Kumar Goyal, Director and member is interested	Professional Warehousing services	80,00,000	As mutually decided
Ramchandra Banarsidass	Relative of Mr. Amit Kumar Goyal, Director and member are interested	Professional Warehousing services	6,50,00,000	As mutually decided
		Lab services	4,50,000	As mutually decided
Purshottam Goyal	Relative of Mr. Amit Kumar Goyal, Director and	Rent expenses	80,00,000	As mutually decided
Santosh Devi Goyal	Relative of Mr. Amit Kumar Goyal, Director and	Rent expenses	90,00,000	As mutually decided
Shree Krishan Agarwal	Relative of Mr. Amith Agarwal, Director and member	Professional Warehousing services	60,00,000	As mutually decided
		Rent expenses	80,00,000	As mutually decided
Shri Krishna Motor Company	Mr. Amith Agarwal, Director and member and his Relatives are interested	Professional Warehousing services	80,00,000	As mutually decided
Pramod Agarwal	Relative of Mr. Amith Agarwal, Director and member	Rent expenses	80,00,000	As mutually decided
Pramod Agarwal & Co.	Relative of Mr. Amith Agarwal, Director and member	Professional Warehousing services	45,00,000	As mutually decided
		Rent expenses	80,00,000	As mutually decided
Famers Fortune (India) Private Limited	Wholly owned subsidiary	Professional Warehousing services	25,00,00,000	As mutually decided
		Rent income	25,00,000	As mutually decided
		Rent expenses	2,50,00,000	As mutually decided
		Lab services	25,00,000	As mutually decided
		Supply chain business	80,00,00,000	As mutually decided
		Corporate Guarantee	100,00,00,000	As mutually decided
		Inter corporate loan	5,00,00,000	As mutually decided

StarAgri Finance Limited	Wholly owned subsidiary	Collateral Management services	5,00,00,000	As mutually decided
		Rent income	15,00,000	As mutually decided
		Rent expenses	15,00,00,000	As mutually decided
		Avail inter corporate loan	24,00,00,000	As mutually decided
		Corporate Guarantee	200,00,00,000	As mutually decided
Star Agri Infrastructure Private Limited	Subsidiary	Professional Warehousing services	25,00,00,000	As mutually decided
		Rent expenses	15,00,00,000	As mutually decided
		Inter corporate loan	5,00,00,000	As mutually decided
		Corporate Guarantee	100,00,00,000	As mutually decided
Star Agribazaar Technology Limited ("Staragri Technology Services Limited")	Wholly owned subsidiary	Fees for using eplatform	50,00,00,000	Continue till terminated
		Purchase of software	1,00,00,000	As mutually decided
		Corporate Guarantee	100,00,00,000	As mutually decided
		Inter corporate loan	10,00,00,000	As mutually decided
Star Agri Services (Pte.) Ltd.	Wholly owned subsidiary	Purchase of goods	15,00,00,000	As mutually decided

**RESOLVED FURTHER THAT** as per the Related Party Policy, the members also provides omnibus approval for the transactions which cannot be foreseen at the beginning of the year provided the value per transaction does not exceed Rs. 1 Cr.”

**RESOLVED FURTHER** any one of the Directors and/or Mr. Vipin Maheshwari, Deputy Group Chief Financial Officer and/or Ms. Vaishali Gupta, Company Secretary of the Company be and are hereby severally authorized to finalize the terms and conditions, sign and execute all the required agreements, document and to do all such acts and deeds as may be deemed necessary to conclude the arrangement and also authorized to sub-delegate the powers to other responsible person as and when required.”



**By Order of the Board of Directors**

**Place: Mumbai  
Date: 15-03-2019**

**Vaishali Gupta  
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.
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. A proxy form for the meeting is enclosed.

3. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the General Meeting.
4. Members / Proxies / Authorized 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 meeting.
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 meeting of the company, is appearing as an Annexure to this Notice.
9. The relevant documents are available for inspection by the members of the Company at the registered office from 10.30 a.m. to 12.30 p.m. on any working days, except Sundays, up to the date of the General Meeting.

## Statement pursuant to Section 102 of the Companies Act, 2013

### **Item no 1:**

Pursuant to the provisions of the Companies Act, 2013, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198.

Provided that with the approval of members by way of special resolution in general meeting, Company may pay remuneration to its directors, including managing director and whole-time director, and its manager in excess of eleven per cent. of the net profits of the company, subject to the provisions of Schedule V.

Also with the approval of members by way of special resolution in general meeting, the remuneration payable to managing director and/or whole-time director or manager shall exceed ten per cent. of the net profits to all such directors and manager taken together and in excess of one per cent of the net profits of the company to its Non-executive directors.

Thus in light of above provisions, it is proposed to seek approval of the members of the Company for payment of remuneration to its directors, including managing director and whole-time director, and its manager as per the provisions of Section 197 read with rules made thereunder and Schedule V of Companies Act, 2013.

The Board recommends the resolution as set out in the Item No. 1 of notice for the approval of members of the Company as Special Resolution.

Except Directors none of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

### **Item no 2:**

The Audit Committee and Board of Directors of the Company have considered these proposed Contracts/Arrangements/Transactions with Related parties with Contract/Arrangement limits for financial year 2019-20 and have also decided to seek approval of the Shareholders by way of Special Resolution pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

a) Name and Nature of Relationship with Related Party: As provided in the above table of resolution.



- b) Nature, duration of the contract and particulars of the contract or arrangement: As provided in the table of resolution.
- c) Material terms of the contract or arrangement including the value, if any: The estimated approval for FY 2019-20 is provided in the below table.
- d) Any advance paid or received for the contract or arrangement, if any: Since we are taking estimated approval of FY 2019-2020, the estimated amount is mentioned.
- e) Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract: The fees/rent/price is determined based on the prevailing market rates.
- f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: Yes
- g) Any other information relevant or important for the Board to take a decision on the proposed transactions: Nil

The Board recommends the resolution as set out in the Item No. 2 of notice for the approval of members of the Company as Special Resolution.

All the relevant documents can be inspected at the office hours on working days at the registered office of the Company.

Except Mr. Amith Agarwal, Mr. Suresh Chandra Goyal, Mr. Amit Kumar Goyal, Mr. Amit Khandelwal and their relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

**By Order of the Board of Directors**

**Vaishali Gupta**  
**Company Secretary**

**Place: Mumbai**  
**Date: 15-03-2019**



**Form MGT-11  
PROXY FORM**

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

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Phone: +91-22-40467777; Email: reachus@staragri.com; Website: www.staragri.com

<b>Extra Ordinary General Meeting on Wednesday, 17<sup>th</sup> April, 2019</b>
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 Extra Ordinary General Meeting of the Company to be held on Wednesday, 17<sup>th</sup> April, 2019 at 10.30 a.m. at 1st Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai-400059 and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
<b>Special Business</b>				
1.	Payment of remuneration to Directors as per provisions of Companies Act, 2013			
2.	To consider approving the estimated related Party Transactions for the F.Y. 2019-20 with Omnibus approval			

Signed this ..... Day of ..... 2019.  
 Signature of Member .....  
 Signature of Proxy Holder(s).....

Affix Revenue Stamp of Re.0.15
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#### 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, 17<sup>th</sup> April, 2019**

<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 General Meeting of the Company to be held on Wednesday, 17<sup>th</sup> April, 2019 at 10.30 a.m. at 1st Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai-400059.

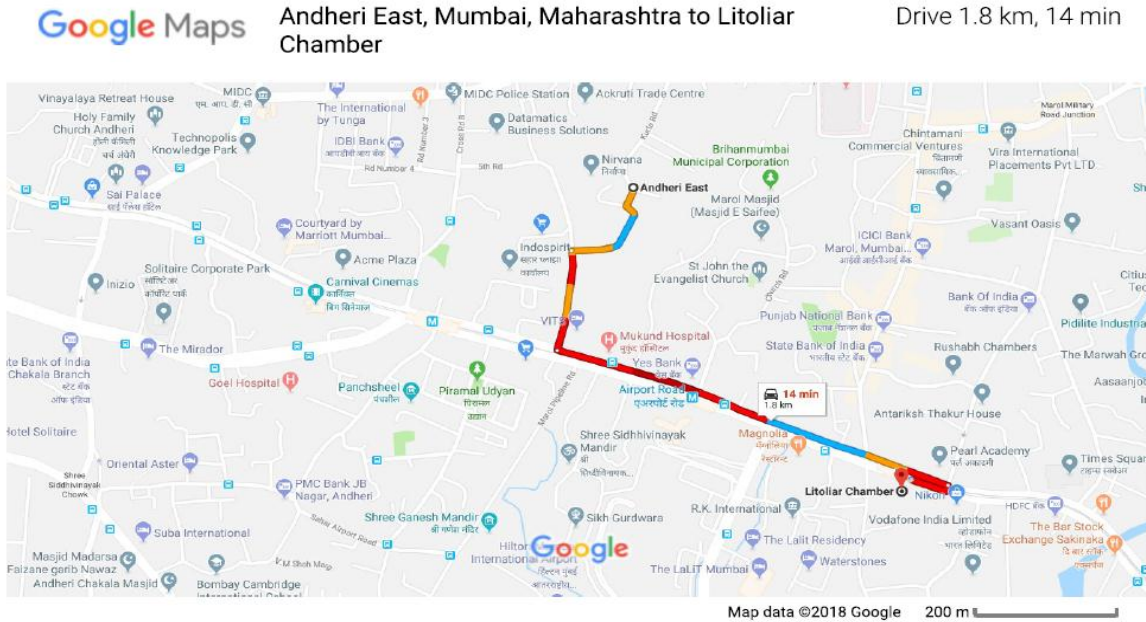
.....  
Name of the Member / Proxy  
(in BLOCK letters)

.....  
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/Proxy holder 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



### Andheri East

Mumbai, Maharashtra

- ↑ 1. Head south on Kondivita Rd/Kurla Rd/Maheshwari Rd towards Rk Mandir Rd  
📍 Continue to follow Kondivita Rd  
300 m
- ↶ 2. Turn left after Regent Hotel (on the right)  
290 m
- ↶ 3. Turn left after Apna Dhaba Family Restaurant and Bar (on the left)  
📍 Pass by Mukund Hospital (on the left)  
1.1 km
- ↷ 4. Make a U-turn at Makwana Rd  
📍 Destination will be on the left  
120 m

### Litoliar Chamber

Andheri - Kurla Rd, Chimatpada, Marol, Andheri East, Mumbai, Maharashtra 400059