

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

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of the Company will be held on Thursday, December 29, 2016 at 3.30 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 31st March, 2016 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Kumar Goyal (DIN: 00474023), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of appointment of Statutory Auditors:**

To ratify the appointment of the auditors of the Company, and to fix their remuneration and 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), pursuant to the recommendations of the Board of directors, and pursuant to the resolutions passed by members at the AGM held on 30th September 2015, the appointment of BSR & Co LLP, Chartered

Accountants (Registration No. 101248W), as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, and that such remuneration may be paid on a progressive billing basis as may be agreed between the auditors and the Board of Directors.

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 Mr. Chandrashekhar Guruswamy Aiyar (DIN 00585621) 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, Mr. Chandrashekhar Guruswamy Aiyar, who was appointed as an Additional (Independent) Director of the Company w.e.f. March 30, 2016, 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 Mr. G Chandrasekhar 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 29, 2021 who shall not liable to retire by rotation.”

5. **Change in the designation of Mr. Amith Agarwal (DIN 01140768)**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the Central Government, wherever required and such other consents and permission as may be necessary, promoter employment agreement dated February 22, 2012 including any amendments thereof and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment of Mr. Amith Agarwal (DIN: 01140768) as a Whole time Director of the Company for a period of five years from April 01, 2016 to March 31, 2021 on such terms & conditions including remuneration as approved by the Board and/or any committee thereof for such period.

RESOLVED FURTHER THAT Mr. Amith Agarwal shall be paid salary and shall be entitled to perquisites, allowance and other benefits as approved by the Committee as per the rules of the Company subject to the applicable laws.

RESOLVED FURTHER THAT, where in any financial year during his tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Amith Agarwal the remuneration by way of salary, perquisites, allowances and other benefits as specified as a minimum remuneration, subject however to the limits and conditions specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Committee be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including increment in the remuneration structure, as may be agreed with Mr. Amith Agarwal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government if necessary or such other authority.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

6. **Change in the designation of Mr. Amit Kumar Goyal (DIN 00474023)**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the Central Government, wherever required and such other consents and permission as may be necessary, promoter employment agreement dated February 22, 2012 including any amendments thereof and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment of Mr. Amit Kumar Goyal (DIN: 00474023) as a Whole time Director of the Company for a period of five years from April 01, 2016 to March 31, 2021 on such terms & conditions including remuneration as approved by the Board and/or any committee thereof for such period.

RESOLVED FURTHER THAT Mr. Amit Kumar Goyal shall be paid salary and shall be entitled to perquisites, allowance and other benefits as approved by the Committee as per the rules of the Company subject to the applicable laws.

RESOLVED FURTHER THAT, where in any financial year during his tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Amit Kumar Goyal the remuneration by way of salary, perquisites, allowances and other benefits as specified as a minimum remuneration, subject however to the limits and conditions specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Committee be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including increment in the remuneration structure, as may be agreed with Mr. Amit Kumar Goyal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government if necessary or such other authority.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

7. Change in the designation of Mr. Amit Khandelwal (DIN 00809249)

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the Central Government, wherever required and such other consents and permission as may be necessary, promoter employment agreement dated February 22, 2012 including any amendments thereof and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment of Mr. Amit Khandelwal (DIN: 00809249) as a Whole time Director of the Company for a period of five years from April 01, 2016 to March 31, 2021 on such terms & conditions including remuneration as approved by the Board and/or any committee thereof for such period..

RESOLVED FURTHER THAT Mr. Amit Khandelwal shall be paid salary and shall be entitled to perquisites, allowance and other benefits as approved by the Committee as per the rules of the Company subject to the applicable laws.

RESOLVED FURTHER THAT, where in any financial year during his tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Amit Khandelwal the remuneration by way of salary, perquisites, allowances and other benefits as specified as a minimum remuneration, subject however to the limits and conditions specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Committee be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including increment in the remuneration structure, as may be agreed with Mr. Amit Khandelwal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government if necessary or such other authority.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

8. Change in the terms and conditions of appointment and remuneration of Mr. Suresh Chandra Goyal

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Promoter Employment Agreement dated February 22, 2012 including any amendments thereof and subject to such approvals as may be required, the approval of the members be and is hereby accorded to amend the remuneration payable to Mr. Suresh Chandra Goyal (DIN: 02018073), Managing Director, w.e.f. 1st April 2016 as per the Amendment Letter dated March 30, 2016 on such terms & conditions including remuneration as approved by the Board and/or any committee thereof for such period.

RESOLVED FURTHER THAT where in any financial year during his tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Suresh Chandra Goyal the remuneration by way of salary, perquisites, allowances and other benefits as specified as a minimum remuneration, subject however to the limits and conditions specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Committee be and is hereby authorized to alter, amend or vary the terms and conditions of remuneration including increment in the remuneration structure, as may be agreed with Mr. Suresh Chandra Goyal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government if necessary or such other authority.”

RESOLVED FURTHER THAT the Directors and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

9. Re-appointment of Mr. Suresh Chandra Goyal (DIN 02018073) as Managing Director

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and promoter employment agreement dated February 22, 2012 including any amendment thereof from time to time and subject to approval of the Central Government, wherever required and such other consents and permission as may be necessary and such modifications, variations as may be approved and acceptable to the appointee, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Suresh Chandra Goyal (DIN: 02018073), as Managing Director of the Company for a period of five years effective from February 09, 2017, upon the terms and conditions as mutually approved, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Suresh Chandra Goyal.

RESOLVED FURTHER THAT Mr. Suresh Chandra Goyal shall be paid salary and shall be entitled to perquisites, allowance and other benefits as approved by the Committee as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board and/or Committee be and is hereby authorized to alter, amend or vary the terms and conditions of reappointment including increment in the remuneration structure, as per the policies of the Company, as may be agreed with Mr. Suresh Chandra Goyal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government if necessary or such other authority.

RESOLVED FURTHER THAT any director or the Company Secretary of the Company is authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

10. Payment of Remuneration to Directors (Executive and Non-executive for a period of three years –F.Y. 2016-17, 2017-18 and 2018-19)

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

RESOLVED THAT in suppression of all resolutions passed earlier and on the recommendation of Nomination and Remuneration committee and approval of Board of Directors, pursuant to the provisions of Section 197 and any other applicable provisions, if any, of the Companies Act, 2013 , rules made there under (including any statutory modification(s) or any re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the members of the Company be & is hereby accorded to pay remuneration to managerial personnel 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, 2016.

RESOLVED FURTHER THAT on the recommendation of nomination and remuneration committee and approval of Board of Directors and pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be & is hereby accorded to pay a sum exceeding such limit as prescribed under proviso to sub section 1 of section 197 which is in excess of 1% per annum to the directors of the Company who are neither Managing Directors nor Whole Time Directors and in excess of 10% annum to the directors including managing director, whole-time director and manager of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013, in respect of the profits for each of the three financial years commencing from 1st April, 2016.

RESOLVED FURTHER THAT on the recommendation of nomination and remuneration committee and approval of Board of Directors and pursuant to the Section 197 read with Schedule V and rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) 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, where in during the financial years, the Company incurs a loss or its profits are inadequate, the Company shall pay the remuneration/commission in excess 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 2016-2017.

RESOLVED FURTHER THAT the following remuneration by way of fee for attending meetings of the Board or Committee thereof be payable to non-executive directors pursuant to section 197(5) read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013:

Board Meeting -Rs. 25000/-
Audit Committee Meeting- Rs. 15000/-
NRC Meeting - Rs. 10000/-
CSR Committee Meeting- Rs. 5000/-
Executive Committee - Rs. 10,000/-

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and is hereby authorized severally 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."

11. Increase in the limit of investment and loans u/s 186 of Companies Act, 2013 from existing Rs. 750 Cr to 1250 Cr

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

"RESOLVED that in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 179, 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- give any loan to any person or other bodies corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more up to an aggregate sum of Rs. 1250 crores.

FURTHER RESOLVED that the consent of the members of the Company be and is hereby accorded to the Board to invest in the Subsidiaries & Associates, make loans to them, provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED that the consent of the members of the Company be and is hereby accorded to the Board to invest funds of the company in Fixed/term deposits with Bank(s), Mutual fund and in Government securities (Central and state or semi-Government) provided that the total amount up to which the funds to be invested as aforesaid shall not exceed the sum of Rs.100 Crores at any one time until otherwise decided in this regard.

FURTHER RESOLVED that the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED the Directors and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

By Order of the Board of Directors

Place: Mumbai
Date: 20-12-2016

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.
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 .

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors appointed Mr. G Chandrashekhar as an Additional Director of the Company w.e.f. March 30, 2016. G. Chandrashekhar is an economist with passion for analyzing agriculture, agribusiness and commodity markets (including metals and energy products) as also international trade and developmental issues. He is M.A. (Economics) and LL.M. (Constitution & Administrative Law), Bombay University. Apart from writing for India's most credible business daily (The Hindu Business Line) and providing policy inputs for the government, he has been speaking regularly at national and international conferences on a range of topics including Indian macro-economy, food and nutrition security, role of technology in agriculture, agri-infrastructure, commodities market outlook and so on.

Mr. Chandrashekhar has held and continues to hold many public positions. Currently, he is Economic Advisor, Indian Merchants' Chamber and Director, IMC-Economic Research and Training Foundation. He is associated with several educational institutions. He is on the Managing Committee of S. K. Somaiya College of Arts, Science and Commerce (Mumbai) as also visiting faculty in many educational institutions (Great Lakes Institute of Management Studies, Chennai, VM Institute of Cooperative Management, Pune). He is Honorary Advisor to select trade associations including India Pulses and Grains Association and All India Liquid Bulk Import Export Association. He has been part of several government appointed committees and is closely associated with international bodies including Global Pulse Confederation (Dubai), US Soybean Export Council (USA), Saskatchewan Pulse Growers Association, McGill Centre for Convergence of Health and Economics (Canada), ICRISAT and so on. He has been a 'Resource Person' for U.S. Department of Agriculture, Foreign Agriculture Service (FAS-USDA), New Delhi for over 30 years.

He was Consultant to World Bank for the World Bank-Government of India (ICAR) joint project - National Agricultural Innovation Project. He was coordinator of two international workshops sponsored by World Bank-UNCTAD and the Government of India on commodity futures trading, and wrote two reports for the government including one on Structured Financing and Warehouse Receipts System in 1998 and 1999. He was independent Director (public nominee representing the Government of India) on the Board of Directors of a few commodity exchanges.

Pursuant to provisions of Section 161 of the Companies Act 2013, Mr. G Chandrasekhar holds office upto the date of ensuing AGM.

Mr. G Chandrasekhar 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 Mr. G Chandrashekhar for the office of Independent Director.

In the opinion of Board, Mr. G Chandrashekhar 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 Mr. G Chandrashekhar 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 of notice for approval of members.

Except Mr. G Chandrashekhar, being an appointee, none of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

Item No. 5, 6&7:

As required under Companies Act, 2013 and having regard to pre-occupation and time required to be devoted by the Directors to the affairs of the Company and its subsidiaries, it was proposed to re-structure the Board being in the best interest of the Company. Mr. Amith Agarwal, Mr. Amit Kumar Goyal and Mr. Amit Khandelwal are actively involved in the affairs of the Company and possess valuable expertise thus pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on March 30, 2016 approved the appointment of Mr. Amith Agarwal, Mr. Amit Kumar Goyal and Mr. Amit Khandelwal as Whole-time Directors on the Board of the Company with effect from April 01, 2016 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that approval of the members is required by way of Resolution for the appointment and payment of remuneration.

Mr. Amith Agarwal, Mr. Amit Kumar Goyal and Mr. Amit Khandelwal hold the position of Director on Board of the Company since 14.01.2007, 18.04.2006 and 14.01.2007 respectively.

It is also hereby informed to the members that

- Mr. Amith Agarwal is also Whole-time director on the Board of FarmersFortune (India) Private Limited (“FFIPL”), wholly owned subsidiary and overall remuneration which shall be drawn by them from both FFIPL and Company shall be subjected to the limits prescribed, if any, under the Companies Act, 2013 and promoter employment agreement dated February 22, 2012 including any amendments thereof or such other agreement executed between the promoters and investors (as may be amended from time to time)
- Mr. Amit Kumar Goyal is also Whole-time director on the Board of StarAgri Finance Limited (“SFL”), wholly owned subsidiary and overall remuneration which shall be drawn by them from both SFL and Company shall be subjected to the limits prescribed, if any, under the Companies Act, 2013 and promoter employment agreement dated February 22, 2012 including any amendments thereof or such other agreement executed between the promoters and investors (as may be amended from time to time)
- Mr. Amit Khandelwal is Managing Director on the Board of FarmersFortune (India) Private Limited (“FFIPL”), wholly owned subsidiary and overall remuneration which shall be drawn by them from both FFIPL and Company shall be subjected to the limits prescribed, if any, under the Companies Act, 2013 and promoter employment agreement dated February 22, 2012 including any amendments thereof or such other agreement executed between the promoters and investors (as may be amended from time to time)

Thus in light of above provisions, it is proposed to seek approval of the members of the Company for appointment of Mr. Amith Agarwal, Mr. Amit Kumar Goyal and Mr. Amit Khandelwal as Whole Time Directors of the Company

None of the Directors and/or the Key Managerial Personnel(s) of the Company and their relatives except Mr. Amit Agarwal, Mr. Amit Kumar Goyal, Mr. Amit Khandelwal, & their relatives, is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

Your Directors recommend the resolution as at Item No. 5, 6, 7 of notice for your approval as a resolution.

Item No. 8:

Mr. Suresh Chandra Goyal, Chairman & Managing Director, is also actively involved in the affairs of the subsidiary of the Company, StarAgri Finance Ltd, ("SFL"), as Managing Director. In the opinion of Board it was proposed to amend his terms and conditions including remuneration from the Company and the overall remuneration which shall be drawn by him from both SFL and Company shall be subjected to the limits prescribed, if any, under the Companies Act, 2013 and promoter employment agreement dated February 22, 2012 including any amendments thereof or such other agreement executed between the promoters and investors (as may be amended from time to time)

The resolution seeks the approval of members for the modification of terms and conditions of his remuneration.

None of the Directors except Mr. Suresh Chandra Goyal along with his relatives and/or the Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

The Board recommends the Resolution as set out at item no. 8 of notice for approval of members.

Item No. 9:

Mr. Suresh Chandra Goyal (DIN: 02018073) is actively involved in the affairs of the Company and possess valuable expertise thus pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on December 20, 2016 approved reappointment of Mr. Suresh Chandra Goyal as Managing Director on the Board of the Company for a period of 5 years with effect from February 09, 2017 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that approval of the members is required by way of Special Resolution for the appointment and payment of remuneration

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

It is also hereby informed to the members that Mr. Suresh Chandra Goyal is also Managing Director on the Board of StarAgri Finance Limited ("SFL"), wholly owned subsidiary of the company and overall remuneration which shall be drawn by him from both SFL and Company, shall be subjected to the limits prescribed, if any, under the Companies Act, 2013 and promoter employment

agreement including any amendments thereof or such other agreement executed between the promoters and investors (as may be amended from time to time) and on such terms and conditions as may be approved by the Committee and Board.

The Company has received from Mr. Suresh Chandra Goyal consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Thus in light of above provisions, it is proposed to seek approval of the members of the Company for reappointment of Mr. Suresh Chandra Goyal as Managing Director of the Company

None of the Directors except Mr. Suresh Chandra Goyal and/or the Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

Your Directors recommend the resolution as at Item NO. 9 of notice for your approval as a special resolution.

Item No. 10:

Having regard to the time and attention devoted by the managerial personnel to the affairs of the Company and the contribution made by them by using their skill, experience and judgment to achieve the success for the Company and to promote the business objectives and goals for the betterment of the Company, the Board of Directors of the Company at its Meeting held on December 20, 2016, approved the payment of managerial remuneration 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, 2016. Further on the recommendation of nomination and remuneration committee, Board of Directors of the Company has accorded its approval for the payment of remuneration

- in excess of 1% per annum to the directors of the Company who are neither Managing Directors nor Whole Time Directors and
- in excess of 10% annum to the directors including managing director, whole-time director and manager of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013, in respect of the profits for each of the three financial years commencing from 1st April, 2016.

In case the Company has no profit or inadequate profit, the Board of Directors has accorded its approval for payment of remuneration to the managerial personnel in excess to the limits as specified in Schedule V of the Companies, 2013 read with rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the approval is valid for a period of three years commencing from financial year 2016-2017.

Nomination and remuneration committee also recommends sitting fees to the Board of Directors for approval.

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 as per Companies Act, 2013 as set out in the resolution at Item number 10 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	Service 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	N.A.

4)	Financial performance based on given indicators.	The details of financial performance for the years 2015-16 are provided in the financials for the financial year 2015-16.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	Mr. Chandrashekhar Guruswamy Aiyar	Dr. Y K Alagh
Background details	<p>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</p>	<p>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</p>	<p>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</p>	<p>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</p>	<p>Mr. G. Chandrashekhar, 67 years, is the Independent Director of the Company. He is an economist with passion for analyzing agriculture, agribusiness and commodity markets (including metals and energy products) as also international trade and developmental issues. He is M.A. (Economics) and LL.M. (Constitution & Administrative Law), Bombay University.</p>	<p>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> <p style="text-align: right;">Notice 19</p>

		currently plague the rural sector.				
Past Remuneration	Details about the remuneration drawn by Mr. Suresh Chandra Goyal for the financial year 2015-16 are available in the financials for the financial year 2015-16. Extracts of the same is enclosed	Details about the remuneration drawn by Mr. Amit Kumar Goyal for the financial year 2015-16 are available in the financials for the financial year 2015-16. Extracts of the same is enclosed	Details about the remuneration drawn by Mr. Amith Agarwal for the financial year 2015-16 is available in the financials for the financial year 2015-16. Extracts of the same is enclosed	Details about the remuneration drawn by Mr. Amit Khandelwal for the financial year 2015-16 is available in the financials for the financial year 2015-16. Extracts of the same is enclosed	Nil	Details about the remuneration drawn by Dr. Y K Alagh for the financial year 2015-16 are available in the financials for the financial year 2015-16. Extracts of the same is enclosed
Recognition and awards						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>	<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>Mr. G Chandrashekhar is the Independent Director of the Company. He systematically tracks, interprets and comments on economic developments in general and commodities sector in particular, covering agriculture, metals and energy. He closely follows the agriculture biotechnology sector.</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>
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Remuneration proposed	Shall be paid remuneration as approved by the Nomination and Remuneration Committee and Board of Directors as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.	Shall be paid remuneration as approved by the Nomination and Remuneration Committee and Board of Directors as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.	Shall be paid remuneration as approved by the Nomination and Remuneration Committee and Board of Directors as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.	Shall be paid remuneration as approved by the Nomination and Remuneration Committee and Board of Directors as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.	Shall be paid remuneration by way of commission as approved by the Nomination and Remuneration Committee and Board of Directors as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.	Shall be paid remuneration by way of commission as approved by the Nomination and Remuneration Committee and Board of Directors as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.
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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

Item No. 11:

In accordance with the provisions of Section 186 of the Companies Act, 2013, the Members vide special resolution dated January 19, 2015, had authorized the Board of Directors of the Company to make loans to subsidiaries; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of subsidiaries, up to 750 crores, in excess of the limits prescribed under the said Section.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:-

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and

- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
 - (i) 60% of the paid-up share capital and free reserves and securities premium account; or
 - (ii) 100% of the free reserves and securities premium account; whichever is higher.

The Company from time to time has supported its group companies in the form of Financial and non-financial assistance to support the business requirements. It is proposed that the Group will continue borrow long / short terms funds to meet business requirement where the Company will need provide support in the form of Inter corporate deposits and Corporate Guarantees.

After considering the business requirements and support which may require from the Company, it is proposed to increase the limits of Loans & Investment under section 186 of the Companies Act 2013 from Rs. 750 crores to Rs. 1250 crores so it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding 1250 crores, under the provisions of Section 186 of the Companies Act, 2013.

The Board recommends passing the Special Resolution set out in Item No. 11 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this item of business.

By Order of the Board of Directors

Place: Mumbai
Date: 20-12-2016

Suresh Chandra Goyal
Chairman and Managing Director

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

PROXY FORM

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

10th Annual General Meeting on Thursday, December 29, 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 10th Annual General Meeting of the Company to be held on Thursday, December 29, 2016 at 3.30 pm 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
Ordinary Business				
1.	Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31 st March, 2016 and the Reports of the Directors' and Auditors' thereon.			
2.	Ordinary Resolution for appointment of a Director in place of Mr. Amit Kumar Goyal, Director who retires by rotation and being eligible offers himself for re-appointment.			
3.	Ordinary Resolution for ratifying appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No. 101248W) as Statutory Auditors of the Company to hold office till next AGM.			
Special Business				
4.	Ordinary Resolution for appointment of Mr. G Chandrasekhar as an Independent Director of the Company to hold office as such upto March 29, 2021.			
5.	Special Resolution for appointment of Mr. Amith Agarwal as Whole-time Director			
6.	Special Resolution for appointment of Mr. Amit Kumar Goyal as Whole-time Director			
7.	Special Resolution for appointment of Mr. Amit Khandelwal as Whole-time Director			
8.	Special Resolution for change in the terms and conditions of appointment and remuneration of Mr. Suresh Chandra Goyal			

9.	Special Resolution for Re-appointment of Mr. Suresh Chandra Goyal as Managing Director			
10.	Special Resolution for Payment of Remuneration to Directors (Executive and Non-executive for a period of three years -F.Y. 2016-17, 2017-18 and 2018-19)			
11.	Special Resolution for Increase in the limit of investment and loans u/s 186 of Companies Act, 2013 from current Rs. 750 Cr to 1250 Cr			

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.

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: +91-22-23684528; Email: rubi.chaturvedi@staragri.com; Website: www.staragri.com

ATTENDANCE SLIP

(to be completed and presented at the entrance)

10th Annual General Meeting on Thursday, December 29, 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 10th Annual General Meeting of the Company to be held on Thursday, December 29, 2016 at 3.30 pm 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/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 Annual General Meeting

