



November 08, 2017

**Dear Members,**

You are cordially invited to attend the ELEVENTH ANNUAL GENERAL MEETING (the 'AGM') of the members of Star Agriwarehousing and Collateral Management Limited (the 'Company') to be held on Thursday, 30<sup>th</sup> November, 2017 at 11.00 a.m. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

Yours faithfully,

**By Order of the Board of Directors**

**FOR STAR AGRIWAREHOUSING AND  
COLLATERAL MANAGEMENT LIMITED**

Sd/-

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

**Enclosures:**

1. Notice to the 11<sup>th</sup> Annual General Meeting
2. Attendance Slip
3. Proxy form
4. Route map to the venue of the AGM

## NOTICE

NOTICE is hereby given that the 11<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Thursday, 30<sup>th</sup> November, 2017 at 11.00 a.m. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006, to transact the following business:-

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amith Agarwal (DIN: 01140768), 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 30<sup>th</sup> 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, 2018 as may be determined by the audit committee in consultation with the auditors.”

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

## Special Business

### 4. Appointment of Mrs. Mangala Radhakrishna Prabhu (DIN 06450659) 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, Mrs. Mangala Radhakrishna Prabhu, who was appointed as an Additional (Independent) Director of the Company w.e.f. June 23, 2017, 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 Mrs. Mangala Radhakrishna Prabhu 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 who shall not liable to retire by rotation and on such terms and conditions including remuneration as may be decided by the Board (including committee thereof).”

### 5. Shifting of registered office of the company from State of Rajasthan to State of Maharashtra:

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director, North Western Region, the Registered Office of the Company be shifted from the State of Rajasthan to the State of Maharashtra and Clause II of the Memorandum of Association of the Company be substituted as under:

*“II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Mumbai.”*

**“RESOLVED FURTHER THAT** on the approval by the Regional Director, the Registered Office of the Company be transferred from the State of Rajasthan to the State of Maharashtra and will be situated at 1<sup>st</sup> Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai 400059.

**“RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary or Chief Financial Officer of the Company, be and are hereby jointly and severally authorized to file a

Petition before the Regional Director, sign all documents required to file such Petition and to do all such acts and things and make such applications/ affidavits as may be deemed necessary, desirable or expedient to give effect to this Resolution.”

“**RESOLVED FURTHER THAT** Mr. Hemant Toprani, Practising Company Secretary, Mumbai be and is hereby authorized to appear and represent the Company before the Regional Director, North Western Region in the matter of the Petition to be filed with the Regional Director for its approval to the proposed alteration of the situation clause of the Memorandum of Association and be and is hereby authorized to make such statements, furnish such information and do such things as may be necessary in relation to the said Petition.”

“**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to sign and file necessary forms and returns, if any with the Registrar of Companies, under Companies Act, 2013.”

**By Order of the Board of Directors**

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

**Place: Mumbai**  
**Date: 25-10-2017**

## 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 AGM 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 Annual General Meeting (AGM).
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 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.
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 Annual General Meeting.

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

### Item No. 4:

Based on the recommendation of Nomination and Remuneration Committee, Board of Directors of the Company appointed Mrs. Mangala Prabhu as an Additional Director designated as Independent Director on the Board of the Company w.e.f. June 23, 2017. She is banking professional with 38 years of experience working at Union Bank of India (Nov 1976 - Apr 2015) across multiple roles spanning corporate credit, foreign exchange, HR and branch banking. She was Instrumental in formation of business restructuring process of verticalisation of entire credit portfolio of the bank along with “The Boston Consulting Group (BCG)”.

Pursuant to provisions of Section 161 of the Companies Act 2013, Mrs. Mangala Prabhu holds office upto the date of ensuing AGM.

Mrs. Mangala Prabhu have given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that she 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 Mrs. Mangala Prabhu for the office of Independent Director.

In the opinion of Board, Mrs. Mangala Prabhu proposed to be appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013, and the Rules made thereunder and she is independent of management.

Mrs. Mangala Prabhu is not related to any other Director and Key Managerial Personnel of the Company and other details required to be disclosed in terms of the provisions of Secretarial Standards on General Meetings form part of this Notice.

The resolution seeks the approval of members for the appointment of Mrs. Mangala Prabhu 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. She 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. Mangala Prabhu, being an appointee, none of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

**Item No. 5:**

The management of the Company is looking for enhancing the efficiency in management of various business operations of the Group and has thus proposed to shift the Registered Office of the Company from the State of Rajasthan to the State of Maharashtra and will be situated at 1<sup>ST</sup> Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai 400059.

The shifting of the Registered Office as aforesaid is in the best interest of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12 and 13 of the Companies Act 2013 read with relevant Rules, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires approval of the members of the Company by passing Special Resolution and confirmation from the Regional Director. Therefore, the resolution as set out at item no. 5 of notice is recommended for your approval.

Pursuant to section 102(1) of The Companies Act, 2013, None of the Directors, Key Managerial Persons or their relatives is interested or concerned in the resolution except and to the extent of their Shareholdings if any, in the Company.

In terms of the requirement of Section 102 (2) of the Companies Act, 2013 there are no shareholding interest (more than two percent) of Promoters, Directors and Key Managerial Personnel of the Company in any of the Company which gets affected by the proposed resolution.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 25-10-2017**

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



**DETAILS OF MR. AMITH AGARWAL, WHOLE TIME DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):**

<b>Name of Director</b>	<b>Mr. Amith Agarwal (DIN: 01140768),</b>
<b>Age</b>	37 years
<b>Date of first appointment</b>	14/01/2007
<b>Qualification</b>	M.B.A.
<b>Experience</b>	He is a promoter and whole time director of the company. He is engaged in business development, corporate tie-ups and looks after financial matters of company. He hails from a leading family which has been into agri businesses for were two decades. He worked for global and Indian corporates like the Reliance Group to gain experience and also understand the corporate model and tailor make it to the rural initiatives of the company. His dual experience of dealing with rural India (farmers) and corporates is helping in bridging the information divide and corporatizing the rural and unstructured business model of the company.
<b>Shareholding in the Company</b>	1500000
<b>No. of Board meeting attended during FY 16-17</b>	05
<b>Terms and condition of reappointment along with details of remuneration</b>	On such terms and conditions including remuneration as may be decided by the Board (including committee thereof). He draw Rs. 26,44,992/- from the Company for FY 16-17.
<b>Other Directorship</b>	<ol style="list-style-type: none"> <li>1. Bikaner Agrimarketing Private Limited</li> <li>2. Star Agrilogistics Private Limited</li> <li>3. Star Agriinfrastructure Private Limited</li> <li>4. FarmersFortune (India) Private Limited</li> <li>5. StarAgri Finance Limited</li> <li>6. StarAgri Bazaar Technology Limited (Formerly known as StarAgri Technology Services Limited)</li> </ol>
<b>Membership/Chairmanship of Committee of other Boards</b>	
<b>a) Audit Committee</b>	FarmersFortune (India) Pvt. Ltd. -Member Star Agriinfrastructure Pvt. Ltd. - Chairman
<b>b) Nomination and Remuneration Committee</b>	Star Agriinfrastructure Pvt. Ltd. - Chairman StarAgri Finance Limited - Chairman
<b>c) Corporate Social Responsibility Committee</b>	FarmersFortune (India) Pvt. Ltd. –Chairman StarAgri Finance Limited - Member
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mr. Amith Agarwal is not related to any other Director and Key Managerial Personnel of the Company.





**DETAILS OF MRS. MANGALA PRABHU, INDEPENDENT DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):**

<b>Name of Director</b>	<b>Mrs. Mangala Prabhu (DIN: 06450659)</b>
<b>Age</b>	62 years
<b>Date of first appointment</b>	23/06/2017
<b>Qualification</b>	M.com, LL.B. (General), CAIIP
<b>Shareholding in the Company</b>	Nil
<b>No. of Board meeting attended during FY 16-17</b>	NA
<b>Terms and condition of reappointment along with details of remuneration</b>	On such terms and conditions including remuneration as may be decided by the Board (including committee thereof).
<b>Other Directorship</b>	<ol style="list-style-type: none"> <li>1. Ladderup Finance Ltd.</li> <li>2. Bharat Oman Refineries Ltd.</li> <li>3. Star Agriinfrastructure Private Ltd.</li> <li>4. Anand Housing Finance Private Ltd.</li> <li>5. Staragri Finance Limited</li> <li>6. Star Union Dai-Ichi Life Insurance Company Limited</li> <li>7. Ladderup Corporate Advisory Private Limited</li> <li>8. National Multi-Commodity Exchange Of india Limited</li> <li>9. Aspira Pathlab &amp; Diagnostics Limited</li> </ol>
<b>Membership/Chairmanship of Committee of other Boards</b>	
<b>a) Audit Committee</b>	Aspira Pathlab & Diagnostics Limited -Chairman StarAgri Finance Limited - Chairman Bharat Oman Refineries Ltd. – Member Star Agriinfrastructure Pvt. Ltd. - Member National Multi-Commodity Exchange Of India Limited - Member
<b>b) Nomination and Remuneration Committee</b>	Star Agriinfrastructure Pvt. Ltd. - Member StarAgri Finance Limited - Member Bharat Oman Refineries Ltd. - Member National Multi-Commodity Exchange Of India Limited - Member
<b>c) Corporate Social Responsibility Committee</b>	StarAgri Finance Limited - Member



**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]

**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: 1<sup>st</sup> and 2<sup>nd</sup> Floor, B Wing, Litolier Chambers, Andheri Kurla road, Marol, Andheri (E), Mumbai, Maharashtra, India-400059

Phone: +91-22-61829600; Email: vaishali.gupta@staragri.com; Website: www.staragri.com

**11<sup>th</sup> Annual General Meeting on Thursday, 30<sup>th</sup> November, 2017**

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 11<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> November, 2017 at 11.00 a.m. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006 and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017 and the Reports of the Directors' and Auditors' thereon.			
2.	Ordinary Resolution for appointment of a Director in place of Mr. Amith Agarwal, 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.			
<b>Special Business</b>				
4.	Ordinary Resolution for appointment of Mrs. Mangala Radhakrishna Prabhu as an Independent Director of the Company to hold office for a period of 5 years.			
5.	Special Resolution for Shifting of Registered Office of the Company from State of Rajasthan to State of Maharashtra			

Signed this ..... Day of ..... 2017.  
 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.



**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: 1<sup>st</sup> and 2<sup>nd</sup> Floor, B Wing, Litolier Chambers, Andheri Kurla road, Marol, Andheri (E),  
Mumbai, Maharashtra, India-400059

Phone: +91-22-61829600; Email: vaishali.gupta@staragri.com; Website: www.staragri.com

**ATTENDANCE SLIP**

(to be completed and presented at the entrance)

**11<sup>th</sup> Annual General Meeting on Thursday, 30<sup>th</sup> November, 2017**

<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 11<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> November, 2017 at 11.00 a.m. at the Registered Office of the Company at G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India – 302006.

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

.....  
Signature of the Member / Proxy

Note:

1. Please fill in the Folio/DPID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Member/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

