

STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED

CIN: U51219MH2006PLC305651

Registered Office & Corp. Office: 1st Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai-400059

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

NOTICE

NOTICE is hereby given that the **12th** Annual General Meeting of the Members of the Company will be held at shorter notice on Monday, 26th November, 2018 at 05.00 p.m. at the Registered Office of the Company at 1st Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai-400059 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, 2018 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Khandelwal (DIN: 00809249), who retires by rotation and being eligible, offers himself for re-appointment.
3. **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, 2019 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. Related Party transactions for FY 2017-18

To approve and ratify the related party transactions for financial year 2017-18 and to pass, with or without modification(s), the following Resolution as an **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval of the members of the Company be and is hereby accorded to enter into the following transactions with related parties in F.Y. 2018-19 as per the statement as detailed below:

Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 18-19	Duration of the Contract/ Arrangement
Vinod Kumar Piyush Kumar	Relative of Mr. Suresh Chandra Goyal, Managing Director and member is interested	Professional Warehousing services	2,50,00,000	As mutually decided
Vidhya Prakash Vinod Kumar	Mr. Suresh Chandra Goyal, Managing Director and member is interested	Professional Warehousing services	50,00,000	As mutually decided
		Rent expenses	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	50,00,000	As mutually decided
Sumitra Devi	Relative of Mr. Suresh Chandra Goyal, Managing Director and member	Warehouse Rent	10,00,000	As mutually decided
Usha Devi Goyal	Relative of Mr. Suresh Chandra Goyal, Managing Director and member	Warehouse Rent	10,00,000	As mutually decided
Shobha Goyal	Relative of Mr. Suresh Chandra Goyal, Managing Director and member	Warehouse Rent	10,00,000	As mutually decided

Suresh Chand Goyal HUF	Mr. Suresh Chandra Goyal, Managing Director and member and his relatives are interested	Professional Warehousing services	10,00,000	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	2,00,00,000	As mutually decided
		Lab services	10,00,000	As mutually decided
Balaji Soya Proteins Pvt. Ltd.	Relative of Mr. Amit Khandelwal, Director and member are interested	Warehouse Rent	10,00,000	As mutually decided
Bharat Jyoti Dairy Products Pvt. Ltd	Mr. Amit Khandelwal, Director and member and his relatives are interested	Rent expenses	1,00,00,000	As mutually decided
Uttam Agro Sales	Relative of Mr. Amit Khandelwal, Director and member is interested	Professional Warehousing services	50,00,000	As mutually decided
Amit Gaurav & Co.	Relative of Mr. Amit Kumar Goyal, Director and member are interested	Professional Warehousing services	1,00,00,000	As mutually decided
		Rent expenses	10,00,000	As mutually decided
Ram Chandra Mundawala & Sons	Relative of Mr. Amit Kumar Goyal, Director and member are interested	Professional Warehousing services	25,00,000	As mutually decided
Parv Marketing	Relative of Mr. Amit Kumar Goyal, Director and member is interested	Professional Warehousing services	25,00,000	As mutually decided
Ramchandra Banarsidass	Relative of Mr. Amit Kumar Goyal, Director and member are interested	Professional Warehousing services	2,50,00,000	As mutually decided
		Lab services	1,00,000	As mutually decided
Purshottam Goyal	Relative of Mr. Amit Kumar Goyal, Director and member	Rent expenses	25,00,000	As mutually decided
Santosh Devi Goyal	Relative of Mr. Amit Kumar Goyal, Director and member	Rent expenses	15,00,000	As mutually decided

Shree Krishan Agarwal	Relative of Mr. Amith Agarwal, Director and member	Professional Warehousing services	10,00,000	As mutually decided
		Rent expenses	25,00,000	As mutually decided
Shri Krishna Motor Company	Mr. Amith Agarwal, Director and member and his Relatives are interested	Professional Warehousing services	25,00,000	As mutually decided
Pramod Agarwal	Relative of Mr. Amith Agarwal, Director and member	Rent expenses	25,00,000	As mutually decided
Pramod Agarwal & Co.	Relative of Mr. Amith Agarwal, Director and member	Professional Warehousing services	5,00,000	As mutually decided
		Rent expenses	25,00,000	As mutually decided
Famers Fortune (India) Private Limited	Wholly owned subsidiary	Professional Warehousing services	15,00,00,000	As mutually decided
		Rent income	5,00,000	As mutually decided
		Rent expenses	50,00,000	As mutually decided
		Lab services	5,00,000	As mutually decided
		Supply chain business	10,00,00,000	As mutually decided
		Corporate Guarantee	100,00,00,000	As mutually decided
StarAgri Finance Limited	Wholly owned subsidiary	Collateral Management services	1,00,00,000	As mutually decided
		Rent income	5,00,000	As mutually decided
		Rent expenses	5,00,00,000	As mutually decided
		Corporate Guarantee	200,00,00,000	As mutually decided
Star Agri Infrastructure Private Limited	Subsidiary	Professional Warehousing services	10,00,00,000	3 years
		Rent expenses	5,00,00,000	3-5 years (As per the agreement executed with the branches)
		Corporate Guarantee	50,00,00,000	As mutually decided

Star Agribazaar Technology Limited ("Staragri Technology Services Limited")	Wholly owned subsidiary	Fees for using eplatform	5,00,00,000	Continue till terminated
		Purchase of software	6,00,00,00	As mutually decided
		Corporate Guarantee	50,00,00,000	As mutually decided
Star Agri Services (Pte.) Ltd.	Wholly owned subsidiary	Purchase of goods	5,00,00,000	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.”

5. To enter into sub lease agreement with M/s. StarAgri Finance Limited, wholly owned subsidiary

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

“**RESOLVED THAT** approval of members, consent of Board be and is hereby accorded to enter into sub lease agreement with M/s. StarAgri Finance Limited, wholly owned subsidiary for the premises situated at Sahar Plaza Complex, Building Bonanza, ‘A’ wing, 6th Floor, unit no. 601-604, Near Chakala Metro Station, Andheri-Kurla Road, Andheri East, Mumbai 400059;

RESOLVED FURTHER THAT the draft of the sub lease agreement to be entered into between the Company and M/s StarAgri Finance Limited as placed before the meeting be and is hereby approved.”

By Order of the Board of Directors

Vaishali Gupta
Company Secretary

Place: Mumbai
Date: 26-11-2018

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:

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 2018-19 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: As provided the estimated approval for FY 2018-19 in the above table of resolution.
- d) Any advance paid or received for the contract or arrangement, if any: Nil
- 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 rent 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. 4 of accompanying notice for the approval of members of the Company as Special Resolution.

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. 10 of the Notice.

Item no 5:

It was decided to shift the registered office of the Company to Sahar Plaza Complex, Building Bonanza, 'A' wing, 6th Floor, unit no. 601-604, Near Chakala Metro Station, Andheri-Kurla Road, Andheri East, Mumbai 400059 ("Premises").

Considering the above it is propose to take the premises on lease from M/s StarAgri Finance Limited, wholly owned subsidiary, identified as related part transaction under section 2(76) of Companies Act, 2013. The Audit Committee and Board of Directors of the Company have considered this proposed transaction with related party and have also decided to seek approval of the Shareholders by way of Ordinary 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: M/s. StarAgri Finance Limited, wholly owned subsidiary.
- b) Nature, duration of the contract and particulars of the contract or arrangement: To take property on sub lease for 2.7 years
- c) Material terms of the contract or arrangement including the value, if any: It is not on arm's length basis.
- d) Any advance paid or received for the contract or arrangement, if any: Nil
- e) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: It is not on arm's length basis.
- 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. 5 of accompanying notice for the approval of members of the Company as Ordinary Resolution.

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. 10 of the Notice.

By Order of the Board of Directors

Vaishali Gupta
Company Secretary

Place: Mumbai
Date: 26-11-2018



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

Name of Director	Mr. Amit Khandelwal (DIN: 00809249)
Age	40 years
Date of first appointment	14/01/2007
Qualification	M.Com.
Experience	Amit Khandelwal is a promoter and director of Star Agriwarehousing and Collateral management Limited. He is expertise in commodity Procurement and warehousing. He has been associated with the agri and commodity sector and is considered a pioneer in developing custom products for contract farming, weather financing.
Shareholding in the Company	1273833
No. of Board meeting attended during FY 17-18	4
Terms and condition of reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	On such terms and conditions including remuneration as may be decided by the Board (including committee thereof). Remuneration last drawn by Mr. Amit Khandelwal from the Company is Rs. 26450000.
Other Directorship	1. Bikaner Agrimarketing Private Limited 2. Star Agrilogistics Private Limited 3. Star Agriwarehousing and Collateral Management Limited Private Limited 4. FarmersFortune (India) Private Limited 5. StarAgri Finance Limited 6. StarAgri Bazaar Technology Limited 7. Bharat Jyoti Dairy Products Limited 8. Morpawala Realcon Private Limited
Membership/Chairmanship of Committee of other Boards	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None



**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: U51219MH2006PLC305651

Registered Office & Corp. Office: 1st Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol, Andheri (E) Mumbai-400059

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

12 th Annual General Meeting on Monday, 26 th November, 2018	
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 12th Annual General Meeting of the Company to be held on Monday, 26th November, 2018 at 05.00 p.m. at the Registered Office of the Company 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
Ordinary Business				

1.	Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Audited Financial Statements for the year ended 31 st March, 2018 and the Reports of the Directors' and Auditors' thereon.			
2.	Ordinary Resolution for appointment of a Director in place of Mr. Amit Khandelwal, Director who retires by rotation and being eligible offers himself for re-appointment.			
3.	Ordinary Resolution for 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.			

Signed this Day of 2018.
 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: U51219MH2006PLC305651

Registered Office & Corp. Office: 1st Floor, B Wing, Litolier Chambers, Andheri Kurla Road, Marol,
Andheri (E) Mumbai-400059

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

ATTENDANCE SLIP

(to be completed and presented at the entrance)

12th Annual General Meeting on Monday, 26th November, 2018

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 12th Annual General Meeting of the Company to be held on Monday, 26th November, 2018 at 05.00 p.m. at the Registered Office of the Company 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 Annual General Meeting

