



STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED

CIN: U51219RJ2006PLC022427

Registered Office: G-102, Molshree Residency, Plot No. 29, Mission Compound, Ajmer Road, Jaipur, Rajasthan, India-302006

Corp. Office: 3rd Floor, Wing B-1, NSE Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai, Maharashtra, India-400051

Phone: +91-22-26384528; Email: rubi.chaturvedi@staragri.com; Website: www.staragri.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of the Company will be held on Friday, January 29, 2016 at 3.30 P.M. at the Corporate Office of the Company at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, India-400051 to transact the following business:-

SPECIAL BUSINESS

1. Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by inserting the following proviso to the existing Article 168 of Articles of Associations of the Company:

"Provided that allotment or distribution of shares shall not be made to those Members who furnish to the Company an advance written notice / intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid-up pursuant to this Article 168, and accordingly, the corresponding moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of any reserves or any capital redemption reserve fund or in the hands of the Company and available for Dividend or representing premium received on the issue of Shares and standing to the credit of share premium account shall not be capitalized."

“RESOLVED FURTHER THAT pursuant to Section 5(9) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company, be amended and altered, to bring them in line with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr Suresh Chandra Goyal, Mr Amit Kumar Goyal, Mr Amit Khandelwal and Mr Amith Agarwal, Directors, Mr. Sanjay Gupta, Chief Financial Officer, and Ms. Rubi Chaturvedi, Company Secretary of the Company, be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required under applicable laws and by the governmental authorities, including the Registrar of Companies, and to do all such acts, deeds and



things that may be required under applicable laws and/or by the governmental authorities, including the Registrar of Companies, in the implementation of the aforesaid resolution(s) and to authorize such person or persons to do everything necessary to give effect to these above resolution(s).”

2. To approve issuance of Bonus shares

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company including any alteration thereof, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium / free reserves of the Company, as may be considered necessary, by way of issuance of bonus equity shares of INR 10 (Rupees Ten only) each (**“Bonus Shares”**), credited as fully paid-up shares to IDFC Private Equity Fund III, an existing equity shareholder of the Company, in the following proportion:

- (a) 0.02029 equity share for every 1 (one) existing equity share held by IDFC PE, amounting to 116,665 (one hundred sixteen thousand six hundred and sixty five) bonus equity shares, in order to satisfy the requirement stemming from Clause 4 of the Shareholders’ Agreement dated 22 March 2014 among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein;
- (b) 0.02377 equity share for every 1 (one) existing equity share held by IDFC PE, amounting to 136,667 (one hundred and thirty six thousand six hundred and sixty seven) bonus equity shares, in order to satisfy the requirement stemming from Clause 14.1.10 of the Shareholders’ Agreement dated 22 March 2014 among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein;

and that the said Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up capital of the Company.

RESOLVED FURTHER THAT the Bonus Shares be issued in dematerialized or physical form, as may be requested by IDFC Private Equity Fund III.

RESOLVED FURTHER THAT for the purposes of the proposed issuance of Bonus Shares 8 December 2015 shall be considered as the ‘record date’ and the Register of Members and transfer books shall be closed accordingly.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank *pari passu* in all respects with the with the existing equity shares held by IDFC Private Equity Fund III as on the ‘record date’, save and except that they shall not be entitled to any dividend that may be declared before the ‘record date’.



RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Shareholders' Agreement dated 22 March 2014 among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as confirming parties therein (as amended from time to time), and the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall not affect the shareholding percentage that Claymore Investments (Mauritius) Pte Limited would have acquired pursuant to the transfer of shares by IDFC Private Equity Fund III for a consideration INR 750,000,000 (Indian Rupees Seven hundred and fifty million) and / or the further subscription to the shares / securities of the Company for a consideration of INR 250,000,000 (Indian Rupees Two hundred and fifty million) in terms of the Share Subscription and Purchase Agreement dated 22 March 2014, executed by and among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III and Claymore Investments (Mauritius) Pte Limited and Shareholders' Agreement dated 22 March 2014, executed by and among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein, in the absence of the issuance of the Bonus Shares.

RESOLVED FURTHER THAT the members hereby accord their approval for execution of any amendment and / or supplementary agreement to the Shareholders' Agreement dated 22 March 2014 among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein, proposed to be executed in order to record the terms and associated understandings in connection with the issuance of the Bonus Shares, upon finalization and completion of required documentation.

RESOLVED FURTHER THAT Mr Suresh Chandra Goyal, Mr Amit Kumar Goyal, Mr Amit Khandelwal and Mr Amith Agarwal, Directors, and Mr. Sanjay Gupta, Chief Financial Officer be and are hereby severally authorised to discuss, negotiate, finalise, sign, execute, alter or amend any amendment and / or supplementary agreement to the Shareholders' Agreement dated 22 March 2014 among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein, proposed to be put in place in order to record the terms and associated understanding in connection with the issuance of the Bonus Shares.

RESOLVED FURTHER THAT Mr Suresh Chandra Goyal, Mr Amit Kumar Goyal, Mr Amit Khandelwal and Mr Amith Agarwal, Directors, Mr. Sanjay Gupta, Chief Financial Officer and Ms. Rubi Chaturvedi, Company Secretary of the Company, be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required under applicable laws and by the governmental authorities, including the Registrar of Companies, and to do all such acts, deeds and things that may be required under applicable laws and/or by the governmental authorities, including the Registrar of Companies, in the implementation of the aforesaid resolution(s) and to authorize such person or persons to do everything necessary to give effect to these above resolution(s)."



3. To approve amendment of the terms of the Series B Compulsorily Convertible Preference Shares

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

“RESOLVED THAT the approval of the members be and is hereby accorded to amend the conversion terms of the Series B compulsorily convertible preference shares to take into account the issuance of the Bonus Shares and the consequent dilution in shareholding caused by such issuance to Claymore Investments (Mauritius) Pte Limited and to reflect the understanding as may be arrived under the amendment and / or supplementary agreement to the Shareholders’ Agreement dated 22 March 2014 among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein.

RESOLVED FURTHER THAT to the extent necessary, approval be and is hereby accorded for amendment to the articles of association of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT Mr Suresh Chandra Goyal, Mr Amit Kumar Goyal, Mr Amit Khandelwal and Mr Amith Agarwal, Directors, Mr. Sanjay Gupta, Chief Financial Officer and Ms. Rubi Chaturvedi, Company Secretary of the Company, be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required under applicable laws and by the governmental authorities, including the Registrar of Companies, and to do all such acts, deeds and things that may be required under applicable laws and/or by the governmental authorities, including the Registrar of Companies, in the implementation of the aforesaid resolution(s) and to authorise such person or persons to do everything necessary to give effect to these above resolution(s).”

By Order of the Board of Directors

Date: December 08, 2015
Place: Mumbai

Rubi Chaturvedi
Company Secretary

NOTES:

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the **Act**”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THIS MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

3. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorising their representatives to attend and vote at the extra-ordinary general meeting.

4. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.

5. Members are requested to:
 - a. Notify immediately any change in their address to the Company.
 - b. Quote their Folio Numbers in all correspondence with the Company.



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

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

Item No. 1

The Company proposes to compensate IDFC Private Equity Fund III by issuing it certain bonus shares.

In order to authorize the Company and to give effect to such preferential issue of bonus shares to IDFC, the related clauses of the Articles of Association of the Company are required to be altered. The alteration is proposed to be carried out by adding the following proviso after the existing article 168 of Articles of Associations of the Company to enable the Company to issue bonus shares within its total Authorised Share Capital limit:

"Provided that allotment or distribution of shares shall not be made to those Members who furnish to the Company an advance written notice / intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid-up pursuant to this Article 168, and accordingly, the corresponding moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of any reserves or any capital redemption reserve fund or in the hands of the Company and available for Dividend or representing premium received on the issue of Shares and standing to the credit of share premium account shall not be capitalized."

The Board recommends the passing of the resolution with respect to Item number 1 above as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

Item No. 2

As per the provisions of Article 168 of the Articles of Association, the Company may resolve to capitalize any undivided profits of the Company standing to the credit of the Share Premium Account / Capital Redemption Reserve Account / the Reserve Fund or other funds of the Company available for this purpose.

The Board of Directors at their meeting held on December 08, 2015 have recommended that a part of the amount standing to the credit of Securities Premium Account / free reserves of the Company be applied for issue of 253,332 (two hundred and fifty three thousand three hundred and thirty two) fully paid-up bonus equity shares, each with a face value of INR 10 (Indian Rupees Ten) to IDFC Private Equity (IDFC), an existing equity shareholder of the Company, in the proportion of 0.04406 equity share for every 1 (one) existing equity shares held by IDFC. These bonus shares will be subject to the Memorandum and Articles of Association of the Company including any alteration thereof and shall rank *pari passu* in all respects with the existing equity shares held by IDFC, save and except that the Bonus Shares shall not be entitled to any dividend that may be declared prior to the 'record date' determined by the Board for the purpose of the issuance and allotment of the Bonus Shares.



In order to authorize the Company and to give effect to the preferential issue of Bonus Shares to IDFC to compensate it, the Board recommends the passing of the resolution with respect to Item number 2 above as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 2 of the Notice, except to the extent of their shareholding in the Company.

Item No. 3

Since the preferential issue of bonus shares to IDFC will lead to a dilution in shareholding of Claymore Investments (Mauritius) Pte Limited (both existing and proposed shareholding in terms of the Share Subscription and Purchase Agreement dated 22 March 2014 executed by and among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III and Claymore Investments (Mauritius) Pte Limited and Shareholders' Agreement dated 22 March 2014 executed by and among the Company, Amith Agarwal, Amit Khandelwal, Amit Kumar Goyal, Suresh Chandra Goyal, IDFC Private Equity Fund III, Claymore Investments (Mauritius) Pte Limited and the several persons named as Confirming Parties therein), the conversion terms of the Series B compulsorily convertible preference shares held by Claymore Investments (Mauritius) Pte Limited will have to be amended to ensure that such dilution to Claymore Investments (Mauritius) Pte Limited's shareholding in the Company is negated.

The Board recommends the passing of the resolution with respect to Item number 3 above as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 3 of the Notice, except to the extent of their shareholding in the Company.

By Order of the Board of Directors

Date: December 08, 2015
Place: Mumbai

Rubi Chaturvedi
Company Secretary



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

PROXY FORM

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

Extra-Ordinary General Meeting on Friday , January 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: _____

Email: _____

Address: _____

_____ Signature _____ or failing him

Name: _____

Email: _____

Address: _____

_____ Signature _____ or failing him

Name: _____

Email: _____

Address: _____

_____ Signature _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday , January 29,2016 at 3.30 P.M. at the Corporate Office of the Company at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, India-400051 and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
Special Business				
1.	Alteration of Articles of Association of the Company			
2.	To approve issue of Bonus shares			
3	To amend the terms of Series B CCPS			

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

ATTENDANCE SLIP

(to be completed and presented at the entrance)

Extra-Ordinary General Meeting on Friday, January 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 Extra Ordinary General Meeting of the Company to be held on Friday , January 29, 2016 at 3.30 P.M. at the at the Corporate Office of the Company at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, India-400051

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

.....
Signature of the Member / Proxy

Note:

1. Please fill in the Folio/DPID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**
2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.

Route Map to the venue of Extra Ordinary General Meeting

