

## NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of the Company will be held on Thursday, March 12, 2020 at 11.00 a.m. at 801, SUMER PLAZA, MAROL MAROSHI ROAD, BESIDE KP AURUM SANKASTH PADA WELFARE SOCIETY, MAROL, ANDHERI (EAST), MUMBAI-400059 to transact the following business: -

### Special Business

**1. To consider and approve appointment of Mr. Suresh Chandra Goyal as Whole Time Director (Change in Designation)**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and pursuant 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, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the Promoter Employment Agreement dated February 22, 2012 including any amendments thereof and subject to approval of the Central Government, wherever required, and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sureshchandra Goyal as a Whole Time Director of the Company for a period of five years from February 16, 2020 at a remuneration of Rs.26,44,992/- (Rupees Twenty six lakh forty four thousand nine hundred ninety two only) per annum along with perquisites, allowance and other benefits, if any, not exceeding the maximum limits as laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and on such terms and conditions as placed before the Board;

**RESOLVED FURTHER THAT**, where in any Financial Year, during his tenure of appointment, the Company has no profits or its profits are inadequate, the Company may pay remuneration to Mr. Suresh Chandra Goyal by way of salary, perquisites, allowances and other benefits not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be agreed to the Board of Directors of the Company and Mr. Suresh Chandra Goyal;

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to sign and submit necessary e-forms/communications with the Registrar of the Company and other concerned authorities and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

## STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LTD

**Registered Office:** 601-604, A-Wing, Bonanza Building, Sahara Plaza, J. B. Nagar Metro Station, J.B. Nagar Andheri (East), Mumbai - 400 059

**Corporate Office:** 801, 8<sup>th</sup> Floor, Sumer Plaza, Marol Maroshi Road, Sankasth Pada Welfare Society, Marol, Andheri (East), Mumbai - 400 059

**CIN:** U51219MH2006PLC305651  
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**2. To consider and approve appointment of Mr. Amit Khandelwal as Managing Director of the Company (Change in Designation)**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the promoter employment agreement dated February 22, 2012 including any amendments thereof and subject to approval of the Central Government, wherever required, and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Amit Khandelwal as a Managing Director of the Company for a period of five years from February 16, 2020 at a remuneration of Rs.26,44,992/- (Rupees Twenty six lakh forty four thousand nine hundred ninety two only) per annum, alongwith perquisites, allowance and other benefits, if any, not exceeding the maximum limits as laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and on such terms and conditions as placed before the Board;

**RESOLVED FURTHER THAT**, where in any financial year during his tenure of appointment, the Company has no profits or its profits are inadequate, the Company may pay remuneration to Mr. Amit Khandelwal by way of salary, perquisites, allowances and other benefits not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be agreed to the Board of Directors of the Company and Mr. Amit Khandelwal.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to sign and submit necessary e-forms/communications with the Registrar of the Company and other concerned authorities and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

**3. To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Suresh Chandra Goyal is interested**

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

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), approval of audit committee and Board and subject to the

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necessary approval as required, consent, sanction, permission or omnibus approval of the members of the Company be and is hereby accorded to enter into the proposed transactions with related parties, with whom Mr. Suresh Chandra Goyal is interested for F.Y. 2020-21 as per the statement as detailed below:

Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 2020-21	Duration of the Contract/Arrangement
Vinod Kumar Piyush Kumar	Relative of Mr. Suresh Chandra Goyal (Director and member) is interested	Professional Warehousing services	5,00,00,000	As mutually decided
Vidhya Prakash Vinod Kumar	Mr. Suresh Chandra Goyal (Director and member) is interested	Professional Warehousing services	1,50,00,000	As mutually decided
		Rent expenses	1,50,00,000	As mutually decided
Prakash Chand Vinod Kumar	Relative of Mr. Suresh Chandra Goyal (Director and member) is interested	Professional Warehousing services	1,50,00,000	As mutually decided
Sumitra Devi	Relative of Mr. Suresh Chandra Goyal (Director and member)	Warehouse Rent	60,00,000	As mutually decided
Usha Devi Goyal	Relative of Mr. Suresh Chandra Goyal (Director and member)	Warehouse Rent	60,00,000	As mutually decided
Shobha Goyal	Relative of Mr. Suresh Chandra Goyal (Director and member)	Warehouse Rent	60,00,000	As mutually decided
Goyal Agriwarehousing Corporation	Relative of Mr. Suresh Chandra Goyal (Director and member) is interested	Rent expenses	55,00,000	As mutually decided
Suresh Chand Goyal HUF	Mr. Suresh Chandra Goyal, (Director and member) and his relatives are interested	Professional Warehousing services	60,00,000	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.”

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

**4. To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Amit Kumar Goyal is interested**

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

“**RESOLVED THAT** pursuant to the provisions of Section 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), approval of audit committee and Board and subject to the necessary approval as required, consent, sanction, permission or omnibus approval of the members of the Company be and is hereby accorded to enter into the proposed transactions with related parties , with whom Mr. Amit Kumar Goyal is interested, for F.Y. 2020-21 as per the statement as detailed below:

Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 2020-21	Duration of the Contract/ Arrangement
Amit Gaurav & Co.	Relative of Mr. Amit Kumar Goyal (Director and member) are interested	Professional Warehousing services	4,50,00,000	As mutually decided
		Rent expenses	60,00,000	As mutually decided
Ram Chandra Mundawala & Sons	Relative of Mr. Amit Kumar Goyal (Director and member) are interested	Professional Warehousing services	80,00,000	As mutually decided
Parv Enterprises	Relative of Mr. Amit Kumar Goyal (Director and member) are interested	Professional Warehousing services	80,00,000	As mutually decided

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Ramchandra Banarsidass	Relative of Mr. Amit Kumar Goyal (Director and member) are interested	Professional Warehousing services	6,50,00,000	As mutually decided
		Lab services	4,50,000	As mutually decided
Purshottam Goyal	Relative of Mr. Amit Kumar Goyal (Director and member)	Rent expenses	80,00,000	As mutually decided
Santosh Devi Goyal	Relative of Mr. Amit Kumar Goyal (Director and member)	Rent expenses	90,00,000	As mutually decided

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

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

**5. To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Amith Agarwal is interested**

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

“**RESOLVED THAT** pursuant to the provisions of Section 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), approval of audit committee and Board and subject to the necessary approval as required, consent, sanction, permission or omnibus approval of the members of the Company be and is hereby accorded to enter into the proposed transactions with related parties, with whom Mr. Amith Agarwal is interested, for F.Y. 2020-21 as per the statement as detailed below:

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Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 2020-21	Duration of the Contract/ Arrangement
Shree Krishan Agarwal	Relative of Mr. Amith Agarwal (Director and member)	Professional Warehousing services	60,00,000	As mutually decided
		Rent expenses	80,00,000	As mutually decided
Shri Krishna Motor Company	Mr. Amith Agarwal (Director and member) and his Relatives are interested	Professional Warehousing services	80,00,000	As mutually decided
Pramod Agarwal	Relative of Mr. Amith Agarwal (Director and member)	Rent expenses	80,00,000	As mutually decided
Prashant Agarwal	Relative of Mr. Amith Agarwal (Director and member)	Rent expenses	15,00,000	As mutually decided
Pramod Agarwal & Co.	Relative of Mr. Amith Agarwal (Director and member) are interested	Professional Warehousing services	45,00,000	As mutually decided
		Rent expenses	80,00,000	As mutually decided

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

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

**6. To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Amit Khandelwal is interested**

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**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), approval of audit committee and Board and subject to the necessary approval as required, consent, sanction, permission or omnibus approval of the members of the Company be and is hereby accorded to enter into the proposed transactions with related parties, with whom Mr. Amit Khandelwal is interested, for F.Y. 2020-21 as per the statement as detailed below:

Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 2020-21	Duration of the Contract/ Arrangement
Amit Industries	Relative of Mr. Amit Khandelwal (Director and member) is interested	Professional Warehousing services	2,00,00,000	As mutually decided
Sun Agro Corporation	Relative of Mr. Amit Khandelwal (Director and member) is interested	Professional Warehousing services	4,50,00,000	As mutually decided
		Lab services	60,00,000	As mutually decided
Balaji Soya Proteins Pvt. Ltd.	Relative of Mr. Amit Khandelwal (Director and member) is interested	Warehouse Rent	60,00,000	As mutually decided
Bharat Jyoti Dairy Products Pvt. Ltd	Mr. Amit Khandelwal (Director and member) and his relatives are interested	Rent expenses	2,50,00,000	As mutually decided
Morpawala Realcon Private Limited	Mr. Amit Khandelwal (Director and member) and his relatives are interested	Rent expenses	45,00,000	As mutually decided
Uttam Agro Sales	Relative of Mr. Amit Khandelwal (Director and member) is interested	Professional Warehousing services	1,50,00,000	As mutually decided

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

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

**7. To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval with group Companies**

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

“**RESOLVED THAT** pursuant to the provisions of Section 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder, (subject to any modification and re-enactment thereof), approval of audit committee and Board and subject to the necessary approval as required, consent, sanction, permission or omnibus approval of the members of the Company be and is hereby accorded to enter into the proposed transactions with related parties for F.Y. 2020-21 as per the statement as detailed below:

Name of the Related Party	Nature of Relationship with Related Party	Nature of Transactions	Estimated for FY 2020-21	Duration of the Contract/Arrangement
Famers Fortune (India) Private Limited	Wholly owned subsidiary	Professional Warehousing services	25,00,00,000	As mutually decided
		Rent income	25,00,000	As mutually decided
		Rent expenses	50,00,000	As mutually decided
		Lab services	25,00,000	As mutually decided
		Supply chain business	80,00,00,000	As mutually decided
		Sale of goods	2,50,00,000	

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		Purchase of goods	5,00,00,000	
		To provide Corporate Guarantee	100,00,00,000	As mutually decided
		To grant Inter corporate loan	5,00,00,000	As mutually decided
StarAgri Finance Limited	Wholly owned subsidiary	Collateral Management services	5,00,00,000	As mutually decided
		Rent income	15,00,000	As mutually decided
		Rent expenses	20,00,000	As mutually decided
		Avail inter corporate	24,00,00,000	As mutually decided
		Corporate Guarantee	200,00,00,000	As mutually decided
		To grant Inter corporate loan	35,00,00,000	
Star Agri Infrastructure Private Limited	Subsidiary	Professional Warehousing services	25,00,00,000	As mutually decided
		Rent expenses	30,00,00,000	As mutually decided
		To grant Inter corporate loan	5,00,00,000	As mutually decided
		Corporate Guarantee	100,00,00,000	As mutually decided
Star Agribazaar Technology Limited ("Staragri Technology Services Limited")	Wholly owned subsidiary	Fees for using eplatform	50,00,00,000	Continue till terminated
		E-market income	85,00,000	
		Purchase of software	1,00,00,000	As mutually decided

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		Corporate Guarantee	100,00,00,000	As mutually decided
		To grant Inter corporate loan	10,00,00,000	As mutually decided
Star Agri Logistics Private Limited	Wholly owned subsidiary	To grant Inter corporate loan	5,00,000	As mutually decided
Bikaner Agrimarketing Private Limited	Wholly owned subsidiary	To grant Inter corporate loan	5,00,000	As mutually decided
Star Agri Services (Pte.) Ltd.	Wholly owned subsidiary	Purchase of goods	15,00,00,000	As mutually decided

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

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

#### **8. Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013**

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

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**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board) to advance any loan including any loan represented by a book debt to M/s Star Agriinfrastructure Private Limited, Subsidiary Company, and/or give any guarantee and/or provide any security in connection with any loan taken by M/s Star Agriinfrastructure Private Limited upto an aggregate sum of Rs. 20,00,00,000/-

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(Rupees Twenty Crore Only) on such other terms and conditions as contained in the term sheet as placed before the meeting, provided that such loans are utilized by the borrowing company for its principal business activities;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**By Order of the Board of  
Directors**

**Vaishali Gupta  
Company Secretary**

**Place: Mumbai  
Date: 15-02-2020**

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**NOTES:**

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.

Instrument appointing proxy in order to be valid must be received by the company not less than 48 hours before the meeting. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. A proxy form for the meeting is enclosed.

3. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the General Meeting.
4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
5. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the meeting.
6. Members desiring any information relating to the accounts are requested to write to the Company well in advance of the meeting to enable the management to keep the information ready.
7. Members are requested to:
  - a. Notify immediately any change in their address to the Company.
  - b. Quote their Folio Numbers in all correspondence with the Company.
8. Route Map for the venue of the proposed meeting of the company, is appearing as an Annexure to this Notice.

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9. The relevant documents are available for inspection by the members of the Company at the registered office from 10.30 a.m. to 12.30 p.m. on any working days, except Sundays, up to the date of the General Meeting.

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

### Item No. 1 & 2:

Mr. Sureshchandra Goyal had expressed his unwillingness to continue as Managing Director of the Company and requested the Board to change his designation.

The Nomination and Remuneration Committee, at its meeting held on February 15, 2020 had considered the pre-occupation and time required to be devoted by the Directors to the affairs of the Company and its subsidiaries recommended to the Board to appoint Mr. Sureshchandra Goyal as Whole Time Director of the Company and to change the designation of Mr. Amit Khandelwal from Whole Time Director to Managing Director in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013, being in the best interest of the Company.

The Board of Directors at its meeting held on February 15, 2020 appointed Mr. Sureshchandra Goyal as Whole Time Director and Mr. Amit Khandelwal as Managing Director of the Company for a period of five years with effect from February 16, 2020 subject to the approval of the members at the General Meeting.

Mr. Sureshchandra Goyal and Mr. Amit Khandelwal are actively involved in the affairs of the Company and have rich and varied experience in the Industry.

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. Sureshchandra Goyal and Mr. Amit Khandelwal are also Executive Director on the Board of M/s StarAgri Finance Limited and M/s Star Agribazaar Technology Limited, wholly owned subsidiary of the Company respectively and overall remuneration which shall be drawn by them from both the Companies shall be subjected to the limits prescribed, if any, under the Companies Act, 2013 and promoter employment agreement 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 Board.

In compliance with the provisions of Sections 196, 197 read with Schedule V and any other applicable provisions, if any of the Companies Act, 2013, the terms of appointment and remuneration of Mr. Sureshchandra Goyal and Mr. Amit Khandelwal, as specified above are now being placed before the Members for approval.

## STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LTD

**Registered Office:** 601-604, A-Wing, Bonanza Building, Sahara Plaza, J. B. Nagar Metro Station, J.B. Nagar Andheri (East), Mumbai - 400 059

**Corporate Office:** 801, 8<sup>th</sup> Floor, Sumer Plaza, Marol Maroshi Road, Sankasth Pada Welfare Society, Marol, Andheri (East), Mumbai - 400 059

**CIN:** U51219MH2006PLC305651  
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The Board recommends the Resolutions for your approval by passing Special Resolutions as proposed in the Notice Item no.1 and 2.

Except Mr. Sureshchandra Goyal and Mr. Amit Khandelwal or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 1 & 2.

**DETAILS OF MR. SURESHCHANDRA GOYAL AND MR. AMIT KHANDELWAL, DIRECTOR SEEKING APPOINTMENT (CHANGE IN DESIGNATION)**

**(Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):**

Name of Director	Mr. SURESHCHANDRA GOYAL (DIN: 02018073)	Mr. Amit Khandelwal (DIN: 00809249)
Age	67 years	41 years
Date of first appointment	14/01/2007	14/01/2007
Qualification	B. Com	M.Com.
Experience	A veteran in the field of agriculture, Mr. Suresh Goyal has over three decades of experience in running agriculture and farm related businesses like agri-financing, agri-procurement, commodity trading and warehousing.	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	5.20%	7.26%
No. of Board meeting attended during FY 19-20	4	2

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<b>Terms and condition of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	<p>As mentioned in Promoter Employment Agreement dated February 22, 2012 including any amendments thereof.</p> <p>Proposed and last remuneration drawn by Sureshchandra Goyal is Rs.26,44,992/- (Rupees Twenty six lakh forty four thousand nine hundred ninety two only) per annum).</p>	<p>As mentioned in Promoter Employment Agreement dated February 22, 2012 including any amendments thereof.</p> <p>Proposed and last remuneration drawn by Amit Khandelwal is Rs.26,44,992/- (Rupees Twenty six lakh forty four thousand nine hundred ninety two only) per annum).</p>
<b>Other Directorship</b>	<ol style="list-style-type: none"> <li>1. Star Agrilogistics Private Limited</li> <li>2. Star Agriinfrastructure Private Limited</li> <li>3. Star Agriwarehousing and Collateral Management Limited Private Limited</li> <li>4. FarmersFortune (India) Private Limited</li> <li>5. StarAgri Finance Limited</li> <li>6. Star Agribazaar Technology Limited</li> </ol>	<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. Star Agriwarehousing and Collateral Management Limited Private Limited</li> <li>5. FarmersFortune (India) Private Limited</li> <li>6. StarAgri Finance Limited</li> </ol>
<b>Membership/Chairmanship of Committee of other Boards</b>	<p>Nil</p>	<p>Nil</p>
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	<p>Mr. Sureshchandra Goyal is not related to any other Director and Key Managerial Personnel of the Company.</p>	<p>Mr. Amit Khandelwal is not related to any other Director and Key Managerial Personnel of the Company.</p>

**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 prospectus.	N.A.

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4)	Financial performance based on given indicators.	The details of financial performance for the years 2018-19 are provided in the financials.
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 Khandelwal
<b>Background details</b>	<p>Mr. Suresh Chandra Goyal, 67 years, is the Executive Director of the Company. He is a graduate in commerce from Rajasthan University.</p> <p>A veteran in the field of agriculture, Mr. Suresh Goyal has over three decades of experience in running agriculture and farm related businesses like agri-financing, agri-procurement, commodity trading and warehousing.</p>	<p>Mr. Amit Khandelwal, 41 years, is the Executive Director of the Company. He is post graduate in commerce from Rajasthan University.</p> <p>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.</p>
<b>Past Remuneration</b>	Remuneration of Rs. 26,44,992/- was drawn by Mr. Suresh Chandra Goyal for the financial year 2018-19.	Remuneration of Rs. 26,44,992/- was drawn by Mr. Amit Khandelwal for the financial year 2018-19.
<b>Job Profile and his suitability.</b>	Mr. Suresh Chandra Goyal is the Executive 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>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.</p> <p>Procurement and warehousing is a very rich resource for company.</p>

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<b>Remuneration proposed</b>	Proposed remuneration will be Rs. 26,44,992/- and/or 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.	Proposed remuneration will be Rs. 26,44,992/- and/or 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 section 197 read with rules made thereunder and 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	Due to decline in business
2 Steps taken or proposed to be taken for	Management is making due efforts & exploring new areas of business.
3 Expected increase in productivity and profits	Not applicable

**IV. Disclosures: Not applicable**

**Item no 3:**

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 2020-21 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) 1. Name of the related parties: Mentioned in the resolution

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- b) 2. Name of the director or key managerial personnel who is related, if any; Suresh Chandra Goyal.
- c) 3. Nature of relationship; Mentioned in the resolution.
- d) 4. Nature, material terms, monetary value and particulars of the contract or arrangements: Nature and estimated amount for FY 2020-21 are mentioned in the resolution. With respect to material terms and particulars of the contract or arrangements, all the transactions are in the ordinary course of business and on arm's length basis.
- e) 5. Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

The Board recommends the resolution as set out in the Item No. 3 of notice for the approval of members of the Company as Special Resolution.

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

Except Mr. Suresh Chandra Goyal 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. 3 of the Notice.

**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 2020-21 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) 1. Name of the related parties: Mentioned in the resolution
- b) 2. Name of the director or key managerial personnel who is related, if any; Amit Goyal.
- c) 3. Nature of relationship; Mentioned in the resolution.
- d) 4. Nature, material terms, monetary value and particulars of the contract or arrangements: Nature and estimated amount for FY 2020-21 are mentioned in the resolution. With respect to material terms and particulars of the contract or arrangements, all the transactions are in the ordinary course of business and on arm's length basis.
- e) 5. Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

The Board recommends the resolution as set out in the Item No. 4 of notice for the approval of members of the Company as Special Resolution.

**STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LTD**

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

Except Mr. Amit Goyal 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. 4 of the Notice.

**Item no 5:**

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 2020-21 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) 1. Name of the related parties: Mentioned in the resolution
- b) 2. Name of the director or key managerial personnel who is related, if any; Amith Agarwal.
- c) 3. Nature of relationship; Mentioned in the resolution.
- d) 4. Nature, material terms, monetary value and particulars of the contract or arrangements: Nature and estimated amount for FY 2020-21 are mentioned in the resolution. With respect to material terms and particulars of the contract or arrangements, all the transactions are in the ordinary course of business and on arm's length basis.
- e) 5. Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

The Board recommends the resolution as set out in the Item No. 5 of notice for the approval of members of the Company as Special Resolution.

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

Except Mr. Amith Agarwal 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. 5 of the Notice.

**Item no 6:**

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 2020-21 and have also decided to seek approval of the Shareholders by way of Special

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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) 1. Name of the related parties: Mentioned in the resolution
- b) 2. Name of the director or key managerial personnel who is related, if any; Amit Khandelwal.
- c) 3. Nature of relationship; Mentioned in the resolution.
- d) 4. Nature, material terms, monetary value and particulars of the contract or arrangements: Nature and estimated amount for FY 2020-21 are mentioned in the resolution. With respect to material terms and particulars of the contract or arrangements, all the transactions are in the ordinary course of business and on arm's length basis.
- e) 5. Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

The shareholding of Mr. Amit Khandelwal in M/s Balaji Soya Proteins Pvt. Ltd., M/s Bharat Jyoti Dairy Products Pvt. Ltd and M/s Morpawala Realcon Pvt. Ltd. is more than two per cent of the paid-up share capital of the Company.

The Board recommends the resolution as set out in the Item No. 6 of notice for the approval of members of the Company as Special Resolution.

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

Except Mr. 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. 6 of the Notice.

**Item no 7:**

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 2020-21 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) 1. Name of the related parties: Mentioned in the resolution

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- b) 2. Name of the director or key managerial personnel who is related, if any; Star Agriwarehousing and Collateral Management Limited & its Directors:- Mr. Suresh Chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal, Amit Kumar Goyal
- c) 3. Nature of relationship; Mentioned in the resolution.
- d) 4. Nature, material terms, monetary value and particulars of the contract or arrangements: Nature and estimated amount for FY 2020-21 are mentioned in the resolution. With respect to material terms and particulars of the contract or arrangements, all the transactions are in the ordinary course of business and on arm's length basis.
- e) 5. Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

The Board recommends the resolution as set out in the Item No. 7 of notice for the approval of members of the Company as Special Resolution.

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

Except Mr. Suresh Chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal, Amit Kumar Goyal 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. 7 of the Notice.

**Item no 8:**

Star Agriinfrastructure Private Limited (SAIPL) is a subsidiary company wherein your Directors are interested. The Company may be required to make any loan including any loan represented by a book debt to SAIPL, and/or give any guarantee and/or provide any security in connection with any loan taken by SAIPL for its business activities and the matters connected and incidental thereto.

SAIPL, a subsidiary company, is an entity covered under the category of a person in whom the directors of the company are interested as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by SAIPL of an aggregate outstanding amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore Only) and on such other terms and conditions as contained in the term sheet as placed before the meeting.

Further the members may note that the Company is providing loans to SAIPL and in respect of such loans an interest is charged at a rate not less than the prescribed rate under Companies Act, 2013 and

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rules made thereunder. Further SAIPL is utilising the said loan for its business activities and the matters connected and incidental thereto.

The Directors, therefore, recommend the Special Resolution for approval of members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company:

1. Name of Company: Star Agriinfrastructure Private Limited
2. Relation: Subsidiary Company
3. Particulars of loans to be given, or guarantee to be given or security to be provided: Aggregate amount of loans to be given and/or guarantee to be given and/or securities to be provided shall not exceed an amount of Rs. 20,00,00,000/- (Rupees Twenty Crore Only).
4. Purpose: For business activities and the matters connected and incidental thereto and also for working capital requirements.

Except Mr. Suresh Chandra Goyal, Mr. Amith Agarwal, Mr. Amit Goyal and Mr. Amit Khandelwal, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

**By Order of the Board of  
Directors**

**Vaishali Gupta  
Company Secretary**

**Place: Mumbai  
Date: 15-02-2020**

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**Form MGT-11**

**PROXY FORM**

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

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**Extra Ordinary General Meeting on THURSDAY, MARCH 12, 2020**

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

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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 THURSDAY, MARCH 12, 2020 at 11.00 a.m. at 801, SUMER PLAZA, MAROL MAROSHI ROAD, BESIDE KP AURUM SANKASTH PADA WELFARE SOCIETY, MAROL, ANDHERI (EAST), MUMBAI-400059 and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
<b>Special Business</b>				
1.	To consider and approve appointment of Mr. Suresh Chandra Goyal as Whole Time Director (Change in Designation)			
2.	To consider and approve appointment of Mr. Amit Khandelwal as Managing Director of the Company (Change in Designation)			
3	To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Suresh Chandra Goyal is interested			
4	To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Amit Kumar Goyal is interested			
5	To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Amith Agarwal is interested			
6	To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval in which Mr. Amit Khandelwal is interested			
7	To consider and approving the estimated related party transaction for the F.Y. 2020-21 with Omnibus approval with group Companies			
8	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013			

Affix  
Revenue  
Stamp of  
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2005 Certified Company

+91 90 9039 7777  
91 22 6182 9600  
reachus@staragri.com

www.staragri.com



Signed this ..... Day of ..... 2020.  
Signature of Member .....  
Signature of Proxy Holder(s).....

#### 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 LTD

**Registered Office:** 601-604, A-Wing, Bonanza Building, Sahara Plaza,  
J. B. Nagar Metro Station, J.B. Nagar Andheri (East), Mumbai - 400 059

**Corporate Office:** 801, 8<sup>th</sup> Floor, Sumer Plaza, Marol Maroshi Road,  
Sankasth Pada Welfare Society, Marol, Andheri (East), Mumbai - 400 059

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CIN: U51219MH2006PLC305651

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

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

**ATTENDANCE SLIP**

(to be completed and presented at the entrance)

**Extra Ordinary General Meeting on THURSDAY, MARCH 12, 2020**

<b>Registered Folio No. / DP ID &amp; Client ID</b>	
<b>Name and address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>Number of shares held</b>	

I certify that I am a member / proxy for the member of the Company. I/We hereby record my/our presence at the General Meeting of the Company to be held on **THURSDAY, MARCH 12, 2020** at 11.00 a.m. at 801, SUMER PLAZA, MAROL MAROSHI ROAD, BESIDE KP AURUM SANKASTH PADA WELFARE SOCIETY, MAROL, ANDHERI (EAST), 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.

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**Route Map to the Venue of Extra-Ordinary General Meeting**



**Andheri East**

Mumbai, Maharashtra

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

**Litoliar Chamber**

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

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