



STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED

CIN: U51219MH2006PLC305651

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

Phone: +91-22-61829600; Email: reachus@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, April 30, 2021 at 11.30 a.m. at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E), Mumbai, MH 400059 to transact the following business: -

Special Business

- 1. To consider and approve Re-appointment of Mr. G. Chandrashekhar (DIN: 00585621) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Board of Directors, Mr. G. Chandrashekhar, (DIN: 00585621), who holds office of Independent Director up to 29th March, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30th March, 2021 upto 29th March, 2026;

RESOLVED FURTHER THAT as an Independent Director of the Company, Mr. G. Chandrashekhar shall follow the guidelines of professional conduct; such roles, functions and duties as envisaged under Schedule IV of the Companies Act, 2013;

RESOLVED FURTHER THAT any of the Directors of the Company and / or Company Secretary of the Company, be and is hereby severally authorized to file necessary forms and intimations with the required authorities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”



2. To consider and approve Re-appointment of Mr. Amith Agarwal (DIN:01140768) as a Whole Time Director of the Company.

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

“RESOLVED THAT on the approval of board of Directors at their meeting held on March 27, 2021 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), 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 such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded to reappoint Mr. Amith Agarwal as a Whole time Director of the Company for a period of five years from April 01, 2021 to March 31, 2026 on such terms and conditions including remuneration as placed before and approved by the Committee.

RESOLVED FURTHER THAT Mr. Amith Agarwal shall be paid salary and shall be entitled to perquisites, allowance and other benefits as approved by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) as per the rules of the Company subject to the applicable laws.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter, amend or vary the terms and conditions conditions of the said appointment and/or remuneration as it may deem fit, without any further approval of the members of the Company and subject to the same not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 and to do all such acts, deeds, matters and things and execute all



such documents, instruments and writings as may be required in order to give effect to the aforesaid resolution.”

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

3. To consider and approve Re-appointment of Mr. Amit Goyal (DIN: 00474023) as a Whole Time Director of the Company.

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

“**RESOLVED THAT** on the approval of board of Directors at their meeting held on March 27, 2021 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), 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 such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded to reappoint Mr. Amit Goyal as a Whole time Director of the Company for a period of five years from April 01, 2021 to March 31, 2026 on such terms and conditions including remuneration as placed before and approved by the Committee.

RESOLVED FURTHER THAT Mr. Amit Goyal shall be paid salary and shall be entitled to perquisites, allowance and other benefits as approved by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) as per the rules of the Company subject to the applicable laws.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the



Board) be and is hereby authorized to alter, amend or vary the terms and conditions conditions of the said appointment and/or remuneration as it may deem fit, without any further approval of the members of the Company and subject to the same not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in order to give effect to the aforesaid resolution.”

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

4. Approval of loan, investments, guarantee or security for Star Agriinfrastructure Private Limited under section 185 of Companies Act, 2013

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

“**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, consent of the members of the Company be and is hereby accorded to advance any loan including any loan represented by a book debt and/or give any guarantee and/or provide any security in connection with any loan taken by M/s Star Agriinfrastructure Private Limited, Subsidiary Company not exceeding Rs. 26,00,00,000/- (Rupees Twenty-Six Crore only) in one or more tranches on such 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.”

5. Approval of loan, investments, guarantee or security for Star Agribazaar Technology Limited under section 185 of Companies Act, 2013

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

“**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, consent of the members of the Company be and is hereby accorded to advance any loan including any loan represented by a book debt and/or give any guarantee and/or provide any security in connection with any loan taken by M/s Star Agribazaar Technology Limited not



exceeding Rs. 18,00,00,000/- (Rupees Eighteen Crore only) in one or more tranches on such 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: Jaipur

Date: 27-03-2021

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 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 meeting 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 General Meeting.

Statement pursuant to Section 102 of the Companies Act, 2013

Item no 1:

Mr. G. Chandrashekhar was appointed as an Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on December 29, 2016 to hold office upto March 29, 2021 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Board of Directors at its Meeting held on March 27, 2021 after taking into account the performance evaluation of Mr. G. Chandrashekhar, during his first term of five years and considering the knowledge, acumen, expertise and experience of Mr. G. Chandrashekhar in his fields and the substantial contribution made by him during his tenure as an Independent Director since appointment, considered that continued association of this Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Board has recommended the re-appointment of Mr. G. Chandrashekhar as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from March 30, 2021 upto March 29, 2026 and not liable to retire by rotation.

Mr. G. Chandrashekhar have given a declaration to the Board that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that G. Chandrashekhar fulfils the conditions specified in the Act for his appointment as an Independent Director.



The Company has also received:

- (i) the consent in writing to act as Director;
- (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013;
- (iii) Notice of Interest by Director.

A copy of draft letter for appointment of above Directors as an Independent Director setting out terms and conditions would be available for inspection without any fee by members at the Registered Office of the Company during normal business hours on any working day and the terms of appointment of an Independent Director has also been put up on the Company website www.staragri.com.

A brief profile of Mr. Chandrashekhar is given in the section 'Profile of Directors being appointed' annexed to the Notice.

The Board recommend the resolutions for re-appointment of an Independent Director at item no. 1 as a Special Resolutions of this notice for your approval.

Except Mr. Chandrashekhar and his relatives, none of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

DETAILS OF MR. CHANDRASHEKHAR GURUSWAMY AIYAR, INDEPENDENT DIRECTOR SEEKING RE-APPOINTMENT IN THE GENERAL MEETING (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):

Name of Director	CHANDRASHEKHAR GURUSWAMY AIYAR (DIN: 00585621)
Age	71 years
Date of Birth	14-11-1949
Date of first appointment	He was appointed as an Independent Director w.e.f. March 30, 2016.
Qualification	M.A. (Economics) and LL.M. (Constitution & Administrative Law)
Experience	Mr. G. Chandrashekhar is an economist with passion for analysing agriculture, agri-business and commodity markets including metals and energy products. Mr. Chandrashekhar tracks, interprets and comments on economic developments in general and commodities sector in particular, covering agriculture, metals and energy. He closely follows the agriculture biotechnology sector.
Shareholding in the Company	Nil
No. of Board meeting attended during FY 20-21	04

Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	<p>On such terms and conditions including remuneration as may be decided by the Board (including committee thereof).</p> <p>Remuneration last drawn by Mr. GC is Rs. 9 lakh. There is no change in remuneration structure.</p> <p>Being an Independent Director, he shall follow the guidelines of professional conduct; such roles, functions and duties as envisaged under Schedule IV of the Companies Act, 2013.</p>
Other Directorship	<p>Universal Commodity Exchange Limited Star Agriwarehousing And Collateral Management Limited Star Agriinfrastructure Private Limited Agriwise Finserv Limited</p>
Membership/Chairmanship of Committee of other Boards a) Audit Committee b) Nomination and Remuneration Committee c) Corporate Social Responsibility Committee	<p>Agriwise Finserv Limited Star Agriwarehousing And Collateral Management Limited- Chairman Star Agriinfrastructure Private Limited</p> <p>Agriwise Finserv Limited Star Agriwarehousing And Collateral Management Limited-Chairman Star Agriinfrastructure Private Limited</p> <p>Agriwise Finserv Limited-Chairman Star Agriwarehousing And Collateral Management Limited</p>
Justification for choosing the appointees for appointment as Independent Directors	<p>Because of his knowledge, acumen, expertise and experience</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	<p>Mr. G. Chandrashekhar is not related to any other Director and Key Managerial Personnel of the Company.</p>

Item no 2 & 3:

Mr. Amith Agarwal and Mr. Amit Goyal were appointed as Whole time Director of the Company for a period of five years from April 01, 2016 to March 31, 2021 pursuant to Section 203 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on December 29, 2016.

Tenure of both whole time directors of the Company ends on March 31, 2021, Board of Directors in their meeting held on March 27, 2021 considered the reappointment of Mr. Amith Agarwal and Mr. Amit Goyal as a Whole Time Directors and also reviewed the terms and conditions including remuneration



payable to him for the extended period and approved subject to the approval of the members by way of Special Resolution their re-appointment for a further period of five years from April 01, 2021 to March 31, 2026.

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. Amith Agarwal and Mr. Amit Goyal are also Executive Director on the Board of M/s Star Agribazaar Technology Limited and M/s Agriwise Finserv Limited respectively, wholly owned subsidiaries and overall remuneration which shall be drawn by them from both 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. Amith Agarwal and Mr. Amit Goyal, as specified above are now being placed before the Members for approval.

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

The Board recommends the Resolution for your approval by passing Special Resolution as proposed in the Notice.

Except Mr. Amith Agarwal and Mr. Amit Goyal or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 2 & 3.

DETAILS OF MR. AMIT GOYAL AND AMITH AGARWAL, DIRECTOR SEEKING REAPPOINTMENT (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):

Name of Director	Mr. Amit Goyal (DIN: 00474023)	Mr. Amith Agarwal (DIN: 01140768)
Age	44 years	40 years
Date of first appointment	18/04/2006	14/01/2007
Qualification	B. Com, M.A (English)	M.B.A.

Experience	<p>Mr. Amit Kumar Goyal is Executive Director of the Company. With sound academic records he has consciously decided to take the path less trodden and venture into agri-businesses; an ardent believer in rural empowerment and value creation, Amit dreams of making the Indian farmer a key stakeholder in his business by alleviating the various inefficiencies and hardships that currently plague the rural sector.</p>	<p>He is engaged in business development, corporate tie-ups and looks after financial matters of company. He is having rich experience in the areas of warehouse receipt and collateral finance and is known for creating unique channel partnerships in the rural finance business. He is Known for his flair and drive in driving relationships and deploying innovative ideas, he is driving the creation of a global mindset within the company. His dual experience of dealing with rural India and corporates alike is helping in bridging the information divide and modernizing the rural sector.</p>
Shareholding in the Company	<p>11.59%</p>	<p>6.41%</p>
No. of Board meeting attended during FY 20-21	<p>02</p>	<p>04</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	<p>Terms and conditions including remuneration as mentioned in letter. Past remuneration drawn was Rs. 26,44,992/-. There is no change in remuneration structure.</p>	<p>Terms and conditions including remuneration as mentioned in letter. Past remuneration drawn was Rs. 22,04,160/- There is no change in remuneration structure</p>
Other Directorship	<ol style="list-style-type: none"> 1. Bikaner Agrimarketing Private Limited 2. Star Agrilogistics Private Limited 3. FarmersFortune (India) Private Limited 4. Agriwise Finserv Limited 5. Star Agribazaar Technology Limited 6. Star Agriinfrastructure Pvt. Ltd. 7. Star Agri services Pte. Ltd. 8. Shree Ram Megafood Park Private Limited 	<ol style="list-style-type: none"> 1. Bikaner Agrimarketing Private Limited 2. Star Agrilogistics Private Limited 3. Star Agriinfrastructure Private Limited 4. FarmersFortune (India) Private Limited 5. Agriwise Finserv Limited 6. Star Agribazaar Technology Limited 7. Agri Warehousing Service Providers(India) Association 8. Star Agri services Pte. Ltd.

Membership/Chairmanship of Committee of other Boards	<u>Audit Committee Member</u> Star Agriwarehousing and Collateral Management Limited Agriwise Finserv Limited	<u>Agriwise Finserv Limited</u> -Member of CSR Committee -Chairman of Nomination & Remuneration Committee <u>Star Agriinfrastructure Pvt. Ltd.</u> -Chairman of audit Committee -Chairman of Nomination and Remuneration Committee <u>Star Agriwarehousing and Collateral Management Limited</u> - Chairman of CSR Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Amit Goyal is not related to any other Director and Key Managerial Personnel of the Company.	Mr. Amith Agarwal is not related to any other Director and Key Managerial Personnel of the Company.
Justification for choosing the appointees for appointment as Independent Directors	Because of his knowledge, acumen, expertise and experience	Because of his knowledge, acumen, expertise and experience

Item no 4:

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. 26,00,00,000/- (Rupees Twenty Six 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



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. 26,00,00,000/- (Rupees Twenty Six 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 Kumar Goyal, Mr. Amit Khandelwal, Mr. G. Chandrashekhar and Mrs. Mangala Prabhu none of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item no 5:

Star Agribazaar Technology Limited (Agribazaar) is a wholly owned subsidiary of the company. Since the process of demerger of Agribazaar is in process and soon it ceases to be wholly owned subsidiary of the Company. After demerger, Agribazaar will continue to be 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 Section 185 of Companies Act, 2013.

The Company may be required to make any loan including any loan represented by a book debt to Agribazaar, and/or give any guarantee and/or provide any security in connection with any loan taken by Agribazaar for its business activities and the matters connected and incidental thereto.

Since Agribazaar is an entity in whom the directors of the company are interested as specified in 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 Agribazaar of an aggregate outstanding amount not exceeding Rs. 18,00,00,000/- (Rupees Eighteen 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 will provide loans to Agribazaar and in respect of such loans an interest is charged at a rate not less than the prescribed rate under Companies Act, 2013 and rules made thereunder. Further Agribazaar 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 Agribazaar Technology Limited
2. **Relation:** Any person in whom any of the director of the company is interested
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. 18,00,00,000/- (Rupees Eighteen 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 Kumar Goyal and Mr. Amit Khandelwal, none of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By Order of the Board of Directors

Vaishali Gupta
Company Secretary

Place: Jaipur
Date: 27-03-2021



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

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

Extra Ordinary General Meeting on Friday, 30th April, 2021
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, April 30, 2021 at 11.30 a.m. at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E), Mumbai, MH 400059 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.	To consider and Approve Re-appointment of Mr. G. Chandrashekhar (DIN: 00585621) as an Independent Director of the Company.			
2.	To consider and approve Re-appointment of Mr. Amith Agarwal (DIN:01140768) as a Whole Time Director of the Company.			
3.	To consider and approve Re-appointment of Mr. Amit Goyal (DIN: 00474023) as a Whole Time Director of the Company.			
4.	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013 for Star Agriinfrastructure Private Limited			
5.	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013 for Star Agribazaar Technology Limited			

Signed this Day of 2021.
 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: 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E), Mumbai, MH 400059 IN

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

ATTENDANCE SLIP

(to be completed and presented at the entrance)

Extra Ordinary General Meeting on Friday, 30th April, 2021

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 General Meeting of the Company to be held on Friday, April 30, 2021 at 11.30 a.m. at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E), Mumbai, MH 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 Extra-Ordinary General Meeting

from Andheri East, Mumbai, Maharashtra
to Sahar Plaza Bonanza I, Andheri - Kurla Rd, Bhim Na.

7 min (1.2 km)
via RK Mandir Rd and Andheri - Kurla Rd/Sir Mathuradas VasANJI Rd
Fastest route, despite the usual traffic

Andheri East
Mumbai, Maharashtra

- ↑ Head south on Maheshwari Rd toward Kondivita Rd
55 m
- ↩ Maheshwari Rd turns left and becomes Kondivita Rd
260 m
- ↩ Turn left after Regent Hotel (on the right)
290 m
- ↪ Turn right after Apna Dhaba Family Restaurant and Bar (on the left)
Pass by JB Nagar Fish Market (on the left)
450 m
- ↪ Make a U-turn at ICICI Bank ATM
Destination will be on the left
200 m

Sahar Plaza Bonanza I