



STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED

CIN: U51219MH2006PLC305651

Registered and Corporate Office: 801, Sumer Plaza, Marol Maroshi Road, Andheri (E), Marol Naka, Mumbai, Maharashtra, India, 400059.

Phone: 022 61829600; Email: reachus@staragri.com; Website: www.staragri.com

NOTICE OF 19TH ANNUAL GENERAL MEETING

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting ("AGM") of the Members of **Star Agriwarehousing and Collateral Management Limited** (the "Company") will be held on **Tuesday, September 23, 2025**, at **09:00 A.M. (IST)** through Video Conferencing/Other Audio-Visual Means, to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, together with the reports of the Auditors and Board of Directors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, together with the reports of the Auditors and Board of Directors thereon, as circulated to the Members, be and are hereby, considered and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof authorized by the Board) be and is hereby authorised to file necessary returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

- b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, together with the reports of the Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, together with the report of Auditors thereon, as circulated to the Members, be and are hereby, considered and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof authorized by the Board) be and is hereby authorised to file necessary returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. To appoint Mr. Amith Agarwal (DIN: 01140768) who retires by rotation as Whole-Time Director and being eligible offers himself for reappointment.

To appoint a director in place of Mr. Amith Agarwal (DIN: 01140768), who retires as a Whole-Time Director by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.

Mr. Amith Agarwal (DIN: 01140768), whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends his re-appointment as a Whole-Time Director.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or reenactment thereof for the time being in force, Mr. Amith Agarwal (DIN: 01140768), who retires by rotation as a Whole-Time Director and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Whole-Time Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof authorized by the Board) be and is hereby authorised to file necessary returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

SPECIAL BUSINESS:

3. To approve investment in Janotthan Private Limited.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) made thereto or re-enactment(s) thereof for the time being in force), together with the relevant applicable provisions of the Articles of Association of the Company and on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to make investment in equity shares of Janotthan Private Limited, a private limited company incorporated under the Companies Act, 2013, up to an aggregate amount not exceeding ₹ 10,20,00,000/- (Rupees Ten Crore Twenty Lakhs only) at a pre-money valuation of ₹9,80,00,000/- by subscribing to 17,12,131 (Seventeen Lakh Twelve Thousand One Hundred and Thirty-One Only) equity shares of face value of ₹ 10/- (Rupees Ten Only) each and at the issue price of ₹ 59.57/- (Rupees Fifty-Nine and Fifty-Seven Paise Only) (including premium of ₹ 49.57/- (Rupees Forty-Nine and Fifty-Seven Paise Only) amounting a total of 51% of the total paid up equity share capital of Janotthan Private Limited, and upon completion of the investment, Janotthan Private Limited will become a subsidiary of the Company, on such terms and conditions as contained in the term sheet approved by the Board.



RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof authorized by the Board) be and is hereby authorized to finalize, negotiate and execute all such agreements, deeds, documents and writings, including but not limited to a Joint Venture Agreement, Shareholders’ Agreement and Share Subscription/Share Purchase Agreements and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient in relation to giving effect to this resolution, including making necessary filings with the Registrar of Companies or any other statutory authority and settling all questions, difficulties or doubts that may arise in this regard.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED**

**SD/-
VAISHALI GUPTA
COMPANY SECRETARY
MEMBERSHIP NUMBER: A37530**

DATE: SEPTEMBER 09, 2025

PLACE: MUMBAI

REGISTERED OFFICE:

**801, SUMER PLAZA, MAROL MAROSHI ROAD, ANDHERI (E),
MAROL NAKA, MUMBAI- 400059 (MAHARASHTRA)**

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 20/2020 dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2020, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') has permitted the companies to hold the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue which are due to be held in 2024 and 2025 till September 30, 2025.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the 19th AGM of the Company is being held through VC / OAVM on **Tuesday, September 23, 2025, at 09:00 A.M. (IST)**. The proceedings of the 19th AGM shall be deemed to be conducted at the Registered Office of the Company at 801, Sumer Plaza, Marol Maroshi Road, Marol Naka, Andheri (E), Mumbai, Maharashtra, India, 400059.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The duly stamped, filled and signed instrument appointing the proxy should, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting.
4. Corporate Shareholders and/or other non-individual shareholders, if any, are required to send scanned copy (PDF / JPG Format) of Board Resolution/Authorisation, etc. authorising their representative to attend the AGM through VC / OAVM. The said Resolution/Authorisation shall be sent to the Company Secretary by e-mail to secretarial@staragri.com.
5. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, etc. to their DPs in case the shares are held in electronic form and to the Company in case the shares are held in physical form, quoting their folio number.
6. For security reasons and proper conduct of the meeting, entry to the place of the meeting will be regulated by the Attendance Slip, Members, Proxies and Authorized Representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue. Members/Proxies/ Authorized Representatives attending the meeting are required to submit a valid identity proof such as PAN Card/AADHAR/Passport etc. to enter the meeting hall.

7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
8. Pursuant to Companies Act, 2013, securities of public companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members are requested to hold the shares in dematerialised form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to the Company in case the shares are held in physical form.
10. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during its working hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an e-mail to secretarial@staragri.com.
11. During the 19th AGM, Members may access Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the other relevant documents referred to in the Notice of the AGM as they are open for inspection during the meeting.
12. If any member demands to vote by poll, then he/she can convey his/her vote during the proceedings of the meeting by sending an email through the email address on which the members have received this notice at secretarial@staragri.com.
13. In compliance with MCA Circulars, notice of the AGM, a copy of Audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2025, together with the Board's Report and Auditor's Report are being sent only through electronic mode to all Members at their email addresses registered with Company.
14. Members requesting any information relating to the accounts and/or operation of the Company are requested to write to the Company well in advance, at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
15. In pursuance of the requirements of the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government on "General Meetings", the route map for location of the venue of the aforementioned meeting is enclosed herewith.

16. Instructions for accessing and participating in the 19th AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

The Company is providing a facility for attending the 19th AGM through VC/OAVM using Zoom Platform. Members can join the meeting 15 minutes before and after the scheduled time of the commencement of the meeting, i.e. 09:00 A.M. (IST) by following the procedure mentioned below-

- The link for joining the AGM will be shared with members on their registered email addresses;
- Members are requested to log in using the credentials provided in the email and follow the instructions to join the meeting;
- Click on the link provided in the email.
- Enter your full name, as per PAN, email ID, and join as a participant.
- Members are encouraged to log in from a laptop/desktop with a stable internet connection for best experience. Use of headphones/earphones is recommended for clear audio.
- In case of any technical difficulty in accessing or participating in the meeting, members may contact:
Name: Vishal Bhai Karale (Head-IT Department)
Email: itsupport@staragri.com
Phone: +91 8291275734
- Participation of members through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
- Members who wish to ask questions or express their views may register themselves as speakers by sending their request mentioning their name, demat account number (DP ID Client ID)/folio number, email ID, and mobile number to secretarial@staragri.com at least **3 days before the AGM** i.e. on or before Saturday, September 20, 2025.



- As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is not required to provide the remote e-voting facility to its shareholders. Therefore, voting on the proposed business items shall be conducted during the proceedings of the AGM. Instructions for voting during the AGM will be shared at the time of the meeting.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED**

**SD/-
VAISHALI GUPTA
COMPANY SECRETARY
MEMBERSHIP NUMBER: A37530**

DATE: SEPTEMBER 09, 2025

PLACE: MUMBAI

REGISTERED OFFICE:

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MAROL NAKA, MUMBAI- 400059 (MAHARASHTRA)**

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE OF THE 19TH ANNUAL GENERAL MEETING OF THE COMPANY DATED SEPTEMBER 09, 2025.

The following Explanatory Statement, pursuant to Section 102 of the Companies Act 2013, relating to the accompanying Notice sets out the material facts:

SPECIAL BUSINESS:

FOR ITEM NO. 03: TO APPROVE INVESTMENT IN JANOTTHAN PRIVATE LIMITED

The Shareholders are hereby informed that it was proposed to enter into a Joint Venture arrangement with **Janotthan Private Limited** (hereinafter referred to as “Target Company”) to expand and strengthen its business operations in the field of agri value chain business. This joint venture aimed to integrate the Company’s operations into the pre-harvest agri-input value chain, focusing on areas such as seed production, bio-inputs, and other allied solutions. The initiative is aligned with the long-term strategic objective of StarAgri of becoming a fully integrated agri value chain platform.

To give effect to the proposed Joint Venture, it is intended that the Company will subscribe to/acquire equity shares of the Target Company up to an amount not exceeding ₹ **10,20,00,000/- (Rupees Ten Crore Twenty Lakhs only)** based on the pre-money valuation of the company agreed upon by both parties ₹ **9,80,00,000/- (Rupees Nine Crore and Eighty Lakh Only)**. Post this investment, the Target Company will become a subsidiary of the Company as the company shall acquire 51% stake in the total paid-up equity share capital of the Target Company.

The proposed investment will enable the Company to leverage synergies, utilize complementary resources, and enhance its market presence.

In terms of Section 186 of the Companies Act, 2013 read with relevant applicable provisions of the Articles of Association of the Company, approval of Shareholders by way of a Special Resolution is required where the Company forms a joint venture with another company or acquires a subsidiary/wholly owned subsidiary. Accordingly, approval of the Shareholders is being sought.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on Tuesday, September 09, 2025, have discussed this matter at length and after due deliberations, the Board of Directors of the Company recommends the resolutions set out at Item No. 03 of the accompanying Notice for your approval as Special Resolution.

The disclosures of material terms of investment in terms of the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of the Company Secretaries of India (“ICSI”) is annexed herewith and forming part of this notice as **Annexure-B**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

Annexure- A

Information on **Director being re-appointed** as required under relevant provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in the order of the business items mentioned in the Notice of 19th Annual General Meeting are given hereunder:

Name of Director	Amith Agarwal (DIN: 01140768)
Date of Birth	July 12, 1980
Age	45 years
Nationality	Indian
Qualification	B. Com
Expertise in specific functional areas	He has expertise in agri procurement and supply chain
Years of Experience	Over 17 years
No. of shares held as on September 06, 2025	95,72,045 equity shares
Terms of appointment/ Re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Remuneration last drawn	NIL
Remuneration to be drawn	NIL
No. of Board meetings attended during the year	All 13 (Thirteen) Board Meetings held during FY 2024-25.
Date of first appointment	January 14, 2007
Relationship between Directors, KMPs etc.	NA
Directorships in listed companies and other directorship	Directorship in listed Companies: NIL Directorship in other Companies: 8 <ol style="list-style-type: none"> 1. Star Agriwarehousing and Collateral Management Limited 2. Bikaner Agrimarketing Private Limited 3. Star Agrilogistics Private Limited 4. Farmersfortune (India) Private Limited 5. Star Agriinfrastructure Private Limited 6. Agriwise Finserv Limited 7. Star Agribazaar Technology Private Limited 8. Agri Warehousing Service Providers (India) Association Directorship in Foreign Companies: 2
Chairmanship/Membership of committees in all companies in India except Star Agriwarehousing and Collateral Management Limited	Agriwise Finserv Limited: Risk Management Committee - Chairman Asset Liabilities Management Committee – Member Corporate Social Responsibility Committee- Member

Brief Resume (including profile, experience and expertise in specific functional areas)	<p>Mr. Amith Agarwal, aged about 45 years, is a Whole-Time Director and Chief-Executive Officer of the Company. He holds a bachelor's degree in commerce from Raj Rishi College, Alwar, University of Rajasthan. He has also completed the agribusiness seminars at Harvard Business School. He has over 17 years of experience in the agricultural industry.</p> <p>He has been associated with the Company since January 14, 2007. He has been associated with Agriwise Finserv Limited since April 01, 2016 and is involved in developing their corporate partnerships, brand and market strategies and legal and financial reporting. In the past, he was invited to the Rising Rajasthan Global Investment Summit 2024 organised by Agriculture and Horticulture Government of Rajasthan.</p> <p>He is a member of the Young Presidents' Organization (YPO). He was also invited to be a panelist at the National Summit on 'Investing in future through Sustainable water use management in Agriculture,' organised by FICCI. He has been a member of the advisory board of directors for Global Pulse Confederation since January, 2023.</p>
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Annexure- B

Information on **investment in Janotthan Private Limited to make it a subsidiary of the company** as required under relevant provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in the order of the business items mentioned in the Notice of 19th Annual General Meeting are given hereunder:

Name of the Target Company	Janotthan Private Limited
Corporate Identification Number (CIN)	U01100RJ2022PTC099931
Date of Incorporation	September 23, 2022
Registered Office	Plot B, Khasra no. 317-318, SKS RIICO Industrial Area Road, Parasrampura, Ringas, Sikar, Sri Madhopur-332404 (Rajasthan)
Brief background and nature of business of the Target Company	<p>Janotthan Private Limited (JPL) is a Department for Promotion of Industry and Internal trade ("DPIIT") recognized Agri-Tech startup founded in 2022, based out of Rajasthan. JPL was founded by promoters of Krishi Vikas Sahakari Samiti Ltd. (KVSSL), a multi-state co-operative society registered under the Multi-State Cooperative Societies (MSCS) Act, 2002 and National Level Agency for various Government schemes in India for seeds and bio inputs.</p> <p>The Company is engaged in the production, research and marketing of agri inputs products in the private and government sector in India and International markets.</p> <p>Product range:</p> <ul style="list-style-type: none"> • Seeds and Bio inputs • Expansion of product range to farm equipment & animal feed in near future <p>JPLs head start in the following sectors:</p> <ul style="list-style-type: none"> • Licenses for sales of Seeds, Fertilizers, Pesticides in 4 different states; • The company operates across Rajasthan, Bihar, Chhattisgarh, and Uttar Pradesh, with active Kharif trials across 150+ acres and upcoming Rabi season launches; • JPL has also applied for a grant for Cattle Feed Supplement Research project, ₹ 1.2 CR grant from NLM (MoAH&D) at approval stage; • 'AgriAadaan' trademark applied.

Amount of investment and particulars of the transaction	Investment in equity shares of Janotthan Private Limited, a private limited company incorporated under the Companies Act, 2013, up to an aggregate amount not exceeding ₹ 10,20,00,000/- (Rupees Ten Crore Twenty Lakhs only) by subscribing to 17,12,131 (Seventeen Lakh Twelve Thousand One Hundred and Thirty-One Only) equity shares of face value of ₹ 10/- (Rupees Ten Only) each and at the issue price of ₹ 59.57/- (Rupees Fifty-Nine and Fifty-Seven Paise Only) (including premium of ₹ 49.57/- (Rupees Forty-Nine and Fifty-Seven Paise Only) amounting a total of 51% of the total paid up equity share capital of Janotthan Private Limited, thereby making it a subsidiary of the Company.
Purpose of investment	To form a Joint Venture and expand operations in agri value chain sector.
Source of funds	The investment will be made out of internal accruals.
Interested Director(s), if any	None
Nature of interest of the Interested Director(s), if any	None
Audit Committee Recommendation	The Audit Committee, at its meeting held on Tuesday, September 09, 2025, reviewed the proposed investment and recommended the same to the Board of Directors.
Board Recommendation	The Board of Directors, at its meeting held on Tuesday, September 09, 2025, approved the proposal and recommends the passing of this resolution as a Special Resolution by the Members.