

## NOTICE

### 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

Corporate Office: 801, Sumer Plaza, Marol Maroshi Road, Beside KP Aurum Sankasth Pada Welfare Society, Marol, Andheri (East) Mumbai 400059 MH IN

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

NOTICE is hereby given that the **17<sup>th</sup>** Annual General Meeting (“AGM”) of the Members of the STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED will be held on shorter notice on **Wednesday, 06<sup>th</sup> of September 2023 at 11.00 a.m.** at the **Registered office** of the Company at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai MH 400059 and through Video Conferencing (‘VC’) Zoom to transact the following business: -

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Amith Agarwal (DIN: 01140768), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To consider and approve change in remuneration of Mr. Amit Khandelwal, Managing Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution: -

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the promoter employment agreement executed with the investor, as may be amended from time to time and subject to such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, approval of the members of the Company be and is hereby accorded to pay total

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remuneration of INR 1,00,00,000/- (Indian Rupees one crore only) per annum including perquisites, allowance and other benefits, if any, not exceeding the maximum limits as laid down under Companies Act, 2013 to Mr. Amit Khandelwal, Managing Director w.e.f. April 01, 2023;

**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 by the Board of Directors of the Company and Mr. Amit Khandelwal;

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to alter, amend or vary the terms and conditions of remuneration including increment in the remuneration structure, as per the Board evaluation policy, as may be agreed with Mr. Amit Khandelwal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government if necessary or such other authority;

**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, Reserve Bank of India 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."

By Order of the Board of Directors,  
For **STAR AGRIWAREHOUSING AND  
COLLATERAL MANAGEMENT LIMITED**

Mumbai, 02<sup>nd</sup> August 2023

Sd/-

**VAISHALI GUPTA  
COMPANY SECRETARY**

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**NOTES:**

1. The Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 10/2022 dated 28th December 2022 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 the AGM of the Company is being convened and conducted through VC also.
2. **The meeting will be conducted through video conferencing via "Zoom Application".** The application enables two-way webex for the ease of participation of the members and participants are allowed to pose their questions during the proceedings of the meeting. The link of the meeting would be sent separately.

In case of any assistance in joining the meeting, member can contact Ms. Vaishali Gupta, Company Secretary on this Contact No. +91 8356918562.

The facility to join the meeting will be kept open 15 minutes before and 10 minutes after the time scheduled for the meeting.

3. 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 [Vaishali.gupta@staragri.com](mailto:Vaishali.gupta@staragri.com)
4. In compliance with MCA Circulars notice of the AGM along with the requisite documents are being sent only through electronic mode to all Members at their registered email addresses.
5. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 hold in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Members holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. A proxy form for the AGM is enclosed.

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7. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting (AGM).  
Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
9. 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.
10. Members are requested to:
  - a. Notify immediately of any change in their address to the Company.
  - b. Quote their Folio Numbers in all correspondence with the Company.
11. Route Map for the venue of the proposed AGM of the company, is appearing as an Annexure to this Notice.

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**STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**

**Item No. 3:**

Your Board of Directors wish to inform you that by considering the contribution of Mr. Amit Khandelwal, Company has made progress and under his leadership, guidance and his skills of operational planning served the Company to overcome the future hardship and made immense growth, further as per the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on June 19, 2023 approved the increase in payment of remuneration of Mr. Amit Khandelwal, Managing Director of the Company with effect from April 01, 2023 on the terms and conditions enumerated in the resolution.

Reference to the provision of Section 196, 197 and 203 of the Companies Act, 2013, read with rules made thereunder and schedule V of the Companies Act 2013, provides for payment of managerial remuneration by Companies, requires member's approval for payment of managerial remuneration. Hence the Board recommends the resolution for member approval by way of Special Resolution, provided that such variation or increase in remuneration is within the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

Pursuant to clause (iv) of section II of schedule V of the Companies Act, 2013 the following statement is given:

**I. General Information**

1)	Nature of Industry	Service Industry
2)	Date or Expected date of commencement of commercial	N.A.
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.
4)	Financial performance based on given indicators.	Financial performance for FY 2022-23: 1. Gross revenue: 21,871.91 lakhs 2. PAT: 1,851.03 lakhs 3. Dividend: NA 4. EPS: 12.77 (Basic) and 10.50 (Diluted)
5)	Foreign Investments or collaborators	Claymore Investments (Mauritius) Pte Ltd. had invested in the equity shares and preference shares of the Company.

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## II. Information about the appointee:

<b>Name of Managerial Personnel</b>	<b>Mr. Amit Khandelwal (DIN: 00809249)</b>
<b>Background details</b>	Mr. Amit Khandelwal is an experienced professional with more than 20 years of experience in this industry.
<b>Past Remuneration</b>	The remuneration drawn by Mr. Amit Khandelwal in the last year i.e. 2022-23 is Rs. 52,89,984/-
<b>Recognition or awards</b>	N.A.
<b>Job Profile and his suitability.</b>	He has been part of organisation since the inception of the Company and played pivotal role for the organization and have lead successful growth of the business.
<b>Remuneration proposed</b>	As mentioned in the resolution

### **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Considering the responsibility shouldered on him of the enhanced business activities of the Company, Proposed remuneration is commensurate with Industry standards and the pivotal position of the Board held by him.

**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 profits	The proposed Remuneration will be paid as specified under the section 197 of the Companies Act and the same is in line with the Industry Standards for the managerial personal falling under the same cadre.
2 Steps taken or proposed to be taken for improvement	NA
3 Expected increases in productivity and profits in measurable terms.	NA

## IV. Disclosures: Not applicable

In accordance with the provisions of Section 197 read with Schedule V to the Act, increase in limit of remuneration requires approval of members by way of Special Resolution.

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Except Mr. Amit Khandelwal 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 in Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

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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]

### 17<sup>th</sup> Annual General Meeting on Wednesday, 06<sup>th</sup> day of September 2023 at 11.00 a.m.

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 17<sup>th</sup> Annual General Meeting of the Company to be held on **Wednesday, 06<sup>th</sup> day of September 2023 at 11.00 a.m.** at the Registered Office of the Company and through Zoom at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
Ordinary Business				
1.	Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Audited Financial Statements for the year ended March 31, 2023 and the Reports of the Directors’			

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	and Auditors' thereon.			
2.	Ordinary Resolution for appointment of a director in place of Mr. Amith Agarwal, Director who retires by rotation and being eligible offers himself for re-appointment.			
3.	To consider and approve change in remuneration of Mr. Amit Khandelwal, Managing Director			

Affix  
Revenue  
Stamp of  
Re.0.15

Signed this ..... Day of ..... 2023.

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.

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# ATTENDANCE SLIP

(to be completed and presented at the entrance)

**17<sup>th</sup> Annual General Meeting on Wednesday, 06<sup>th</sup> day of September 2023 at 11.00 a.m.**

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 17<sup>th</sup> Annual General Meeting of the Company to be held on **Wednesday, 06<sup>th</sup> day of September 2023 at 11.00 a.m.** at the Registered Office of the Company and through Zoom.

.....  
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.

## STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LTD

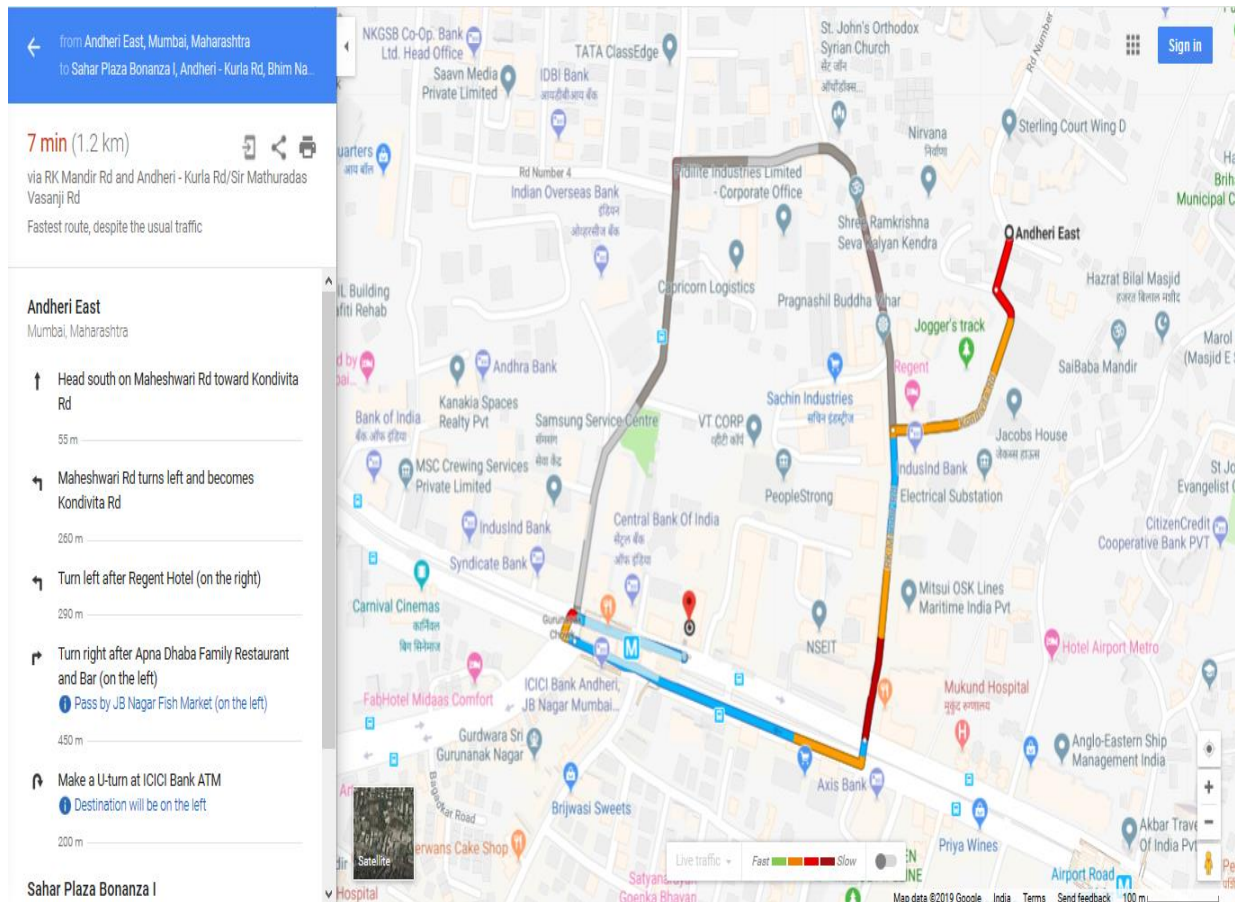
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**Route Map to the Venue of Annual General Meeting**



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