



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 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting (“AGM”) of the Members of STAR AGRIWAREHOUSING AND COLLATERAL MANAGEMENT LIMITED will be held at shorter notice on Tuesday, August 20, 2024 at 11.00 AM IST through Video Conferencing/Other Audio-Visual Means, to transact the following business: -

ORDINARY BUSINESS:

1. ADOPTION OF THE ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Statutory Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Statutory Auditors 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 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.”

2. APPOINTMENT OF A DIRECTOR IN PLACE OF ONE RETIRING BY ROTATION

To appoint a director in place of Mr. Amit Goyal (DIN: 00474023), who retires as a Director by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.

Mr. Amit Goyal (DIN: 00474023), 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 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. Amit Goyal (DIN: 00474023), who retires by rotation as a Director and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company whose period of office shall be liable to retire by rotation.”



3. REAPPOINTMENT OF STATUTORY AUDITORS

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

“RESOLVED THAT, in accordance with the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Mukund M. Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 106655W), be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to the above resolution.”

SPECIAL BUSINESS:

4. TO APPOINT MR. AMITH AGARWAL, WHOLE TIME DIRECTOR AS CHIEF EXECUTIVE OFFICER OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amith Agarwal, Whole Time Director, be and is hereby appointed as Chief Executive Officer (CEO) of the Company w.e.f. July 29, 2024 to perform the duties assigned to him by the Board of Directors from time to time;

FURTHER RESOLVED THAT Mr. Amit Khandelwal, Managing Director or Ms. Vaishali Gupta, Company Secretary be and is hereby authorized to do all such acts, deeds, things that are necessary for giving effect for the aforesaid appointment and to file all the relevant e-forms with the Registrar of Companies, Mumbai.

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

SD/-

**VAISHALI GUPTA
COMPANY SECRETARY
MUMBAI, JULY 29, 2024**

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of 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.
2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the 18th AGM of the Company is being held through VC / OAVM on Tuesday, August 20, 2024 at 11.00 AM IST. The proceedings of the 18th 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.
3. 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.
4. Corporate Shareholders 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 Vaishali.gupta@staragri.com.
5. The facility to join the meeting will be kept open 10 minutes before and 10 minutes after the time scheduled for the meeting. In case of any assistance in joining the meeting, member can contact Ms. Vaishali Gupta, Company Secretary on this Contact No. +91 8356918562.
6. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business of the Notice, is annexed hereto. The relevant details, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
8. 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.
9. 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.
10. 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.



11. 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.
12. During the 18th AGM, Members may access the electronic copy of 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 and explanatory statement, by sending a request to the Company at Vaishali.gupta@staragri.com stating their name and DP/ Client ID/ Folio Nos.
13. 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.
14. 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.
15. 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.



**ANNEXURE TO THE NOTICE OF THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

Item No. 3:

M/s Mukund M. Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 106655W), (hereinafter referred to as "M M Chitale") were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company to be held for the financial year 2023-24. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M M Chitale is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on July 25, 2024, approved the reappointment of M M Chitale as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company to be held for the financial year 2028-29. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of M M Chitale and based on the recommendation of the Audit Committee, it is proposed to appoint M M Chitale as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 23rd Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution

Brief profile of Mukund M Chitale & Co.:

Mukund M Chitale & Co. is a firm of Chartered Accountants with a professional standing of more than 50 years. It was established in the year 1973 by Mr. Mukund M Chitale. The firm is engaged in providing services namely: Auditing and Assurance services, advisory and representation for taxation services, and Management Consultancy Services covering due diligence, valuations and forensic audits.

The Firm has 11 experienced partners with long professional standing and around 200 proficient and trained manpower. The Firm serves large institutional Clients like Listed companies, Public Sector undertakings, Banks, Insurance companies, Mutual funds, Private equity funds etc.

The Firm has been awarded the Peer Review Certificate issued by The Institute of Chartered Accountants of India pursuant to the Statement on Peer Review. The Peer Review process certifies compliance with Technical Standards, Quality of Reporting, Office Systems and procedures and Training Programme for Staff concerned with attestation function including appropriate infrastructure engaged in attestation services. The Firm services Clients across India through its offices at Mumbai and Pune.



Item No. 4:

The members may note that in accordance with the Companies Act, 2013, and the Rules made thereunder, the appointment of Mr. Amith Agarwal (DIN: 01140768) as Whole Time Director (WTD) of the Company for a period of five (5) consecutive years, effective April 01, 2021, was approved by the members of the Company in the Extraordinary General Meeting held on April 30, 2021.

Mr. Agarwal serves as the Whole-Time Director (WTD) and demonstrates exceptional strategic vision and operational expertise, significantly contributing to the Company's success.

- **Experience:** Mr. Agarwal brings over 20 years of industry experience, with a deep understanding of market dynamics and a background in finance, operations, and technology. His comprehensive knowledge and insights are instrumental in positioning the Company as a market leader.
- **Leadership:** As WTD, Mr. Agarwal has led several transformative initiatives that enhance operational efficiency, expand market reach, and boost financial performance. His leadership style fosters a culture of collaboration, innovation, and accountability, essential for driving the Company's future growth.

As the Company prepares for its upcoming Initial Public Offering (IPO), Mr. Agarwal's extensive experience and strategic insights are invaluable. His deep understanding of business and proven ability to communicate the Company's vision and strengths to potential investors make him the ideal leader to guide the Company through this crucial phase.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Amith Agarwal, Whole Time Director has been appointed as the CEO of the Company by the Board, subject to the approval of Shareholders with effect from July 29, 2024 on the terms and conditions as recommended by Nomination and Remuneration Committee and approved by the Board at its meeting held on July 29, 2024.

According to the Companies Act, 2013, and the Rules made thereunder, Mr. Agarwal can hold the office of CEO in the Company. Additionally, Mr. Agarwal currently holds the position of Whole Time Director at M/s Agriwise Finserv Limited, a wholly-owned subsidiary, from where he receives remuneration.

Considering Mr. Agarwal's knowledge, expertise, and experience, his appointment as CEO would be of immense benefit to the Company. Therefore, the Board seeks the approval of the Shareholders for Mr. Agarwal's appointment as Chief Executive Officer of the Company under the following terms and conditions:

- **Designation:** Whole Time Director and Chief Executive Officer.
- **Duties:** Mr. Agarwal will discharge such functions, exercise such powers, and perform such duties and responsibilities as the Board of Directors (the "Board") of the Company determines and entrusts to him. Subject to the superintendence, control, and direction of the Board, Mr. Agarwal will manage and conduct such business and affairs of the Company as may be assigned by the Board.
- **Remuneration:** Mr. Agarwal will not be entitled to any remuneration in his capacity as CEO.
- **Compliance:** Mr. Agarwal will comply with the Company's Code of Conduct for Directors & Senior Management Personnel.

The members are hereby informed that the Company has received the necessary consent and disclosures from Mr. Agarwal, as required under the Act and Rules made thereunder, for considering his appointment as CEO. Additionally, the above appointment does not breach the provisions of the Companies Act, 2013, and is in full compliance with the Act.

Since Mr. Agarwal is a WTD of the Company, his appointment as CEO is subject to the approval of the Shareholders of the Company.



The Board recommends passing of the Special Resolution set out at item no. 4 of the Notice.

None of Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financially or otherwise, in the said resolution.



**ANNEXURE TO THE NOTICE OF THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY.
PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING.**

Name of Director	Amit Goyal (DIN: 00474023)
Age	47 years
Date of first appointment	18/04/2006
Brief Resume (including profile, experience and expertise in specific functional areas)	<p>Amit Goyal is an accomplished professional serving as the Managing Director and Co-founder of Star Agribazaar Technology Pvt Ltd. Additionally, he holds the position of Co-Founder & Director at Star Agriwarehousing and Collateral Management Ltd. His career reflects a deep commitment to leveraging technology for the enhancement of agribusiness.</p> <p>With a belief in the power of technology to streamline agribusiness complexities, he focuses on creating a robust and efficient ecosystem. His extensive experience is marked by a solid understanding of the Indian agricultural sector, where he has worked closely with stakeholders to strengthen the post-harvest value chain.</p> <p>His educational background includes a Doctor of Philosophy (Ph.D.) in Business Management awarded by Theophany University in 2022 and a Master of Arts degree earned in 2001 from Maharshi Dayanand Saraswati University.</p> <p>In his current role at agribazaar, co-founded by him, he has played a key role in facilitating transactions worth \$1.2 billion. He has implemented foundational processes, devised promotional approaches to boost customer engagement, and coached senior managers for enhanced performance.</p> <p>As a Director & Co-founder of Star Agriwarehousing and Collateral Management Ltd., his strategic vision aligns organizational objectives with the company's vision and mission. Overseeing a team of more than 150 employees, he has consistently motivated them to achieve optimal productivity.</p> <p>His earlier experience at Mundawala Trading Co. showcased his expertise in streamlining supply chain processes, expanding into new markets, and building strong client relationships. His commitment to operational excellence and innovative strategies has been a driving force behind the success of the companies he has been associated with.</p>
Shareholding in the Company	2031650 Equity Shares of Rs. 10/- each
No. of Board meeting attended during the year	2
Terms and conditions of re-appointment	Liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil

Directorships held in other Companies	<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. Star Agribazaar Technology Private Limited 6. Agriwise Finserv Limited 7. Shree Ram Megafood Park Private Limited 8. Star Agri Services (Pte.) Ltd.
Membership/Chairmanship of Committee of other Boards	<p>Agriwise Finserv Limited:</p> <p>Audit Committee - Member</p> <p>Nomination and Remuneration Committee - Member</p>
Relationship with other Directors/Key Managerial Personnel of the company	<p>None</p>