

## **NOTICE TO THE ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 24th Annual General Meeting (AGM) of the members of StarAgri Finance Limited (CIN: U65999MH1995PLC267097) will be held on Friday, 12th July, 2019 at 10:00 a.m. at Sahar Plaza Complex, Bonanza Building, A wing, 601-604, Near Chakala Metro station, Andheri Kurla Road, Andheri East, Mumbai 400059 to transact the following businesses:

### **Ordinary business**

#### **1. Adoption of Financial Statements**

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the statement of audited Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors ('the Board') and Auditors thereon.

#### **2. Re-Appointment of retiring director**

To appoint a director in place of Mr. Sureshchandra Goyal [DIN: 02018073], who retires by rotation and, being eligible, seeks re-appointment.

### **Special Business:**

#### **3. Approval for Related Party Transactions**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act for the financial year 2019-20 as per the statement as detailed below:



CIN: U65999MH1995PLC267097

Registered & Corporate Office: 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E), Mumbai – 400 059

www.staragrifinance.com info@staragrifinance.com 022-4046 7777 22 4046 7788

Name of the Related Party	Nature of Transactions	Estimated amount for FY 2019-20 (₹)
Star Agriwarehousing & Collateral Management Limited	Collateral management fees	1,00,00,000
Star Agriwarehousing & Collateral Management Limited	Rent Expenses for Sharing common offices	20,00,000
Star Agriwarehousing & Collateral Management Limited	Lab testing charges	5,00,000
Star Agriwarehousing & Collateral Management Limited	Royalty charges	1,00,000

**RESOLVED FURTHER THAT** the consent, sanction, permission or approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into loan transactions in the ordinary course of business with the holding Company and the fellow subsidiary companies, related parties, provided that the aggregate value of transaction does not exceed ₹ 34,00,00,000 (Rupees thirty-four crore only);

**RESOLVED FURTHER THAT** as per the Policy, the consent of the Shareholders is also accorded to the Board of Directors of the Company for the transactions which cannot be foreseen at the beginning of the year provided the value per transaction does not exceed ₹ 2,00,00,000 (Rupees Two Crore Only)."

By Order of the Board of Directors  
For StarAgri Finance Limited,



Fredrick Pinto  
Company Secretary  
Membership No: A22085

Place: Mumbai  
Date: June 03, 2019

#### NOTES:

1. 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority as applicable.

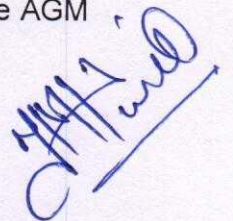


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2. Corporate Members are required to send to the Company Secretary a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at AGM.
3. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
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. The Notice of the AGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
9. Members seeking any detailed information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
10. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
11. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Attendance slip is enclosed.
12. The shareholder needs to furnish the printed 'attendance slip' to enter the AGM hall.



**PROXY FORM**  
**Form No. MGT-11**

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

CIN : U65999MH1995PLC267097  
Name of the company : STARAGRI FINANCE LIMITED  
Registered office: 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai Mumbai City MH 400059.  
Name of the member(s) : \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio/ DP ID - : \_\_\_\_\_  
Client ID No. : \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1)	Name : _____	Address : _____	or failing
	Email Id : _____	Signature : _____	him / her
(2)	Name : _____	Address : _____	or failing
	Email Id : _____	Signature : _____	him / her
(3)	Name : _____	Address : _____	
	Email Id : _____	Signature : _____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual general meeting of the company, to be held on the Friday, 12th July, 2019 at 10:00 a.m. at Sahar Plaza Complex, Bonanza Building, A wing, 601-604, Near Chakala Metro station, Andheri Kurla Road, Andheri East, Mumbai 400059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note) (Please mention no. of		
		For	Agai	Abstain
Ordinary Business				
1.	Adoption of Accounts			
2.	Re-appointment of retiring director			
Special Business				
3.	Approval for Related Party Transactions			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature of Shareholder

Signature of proxy

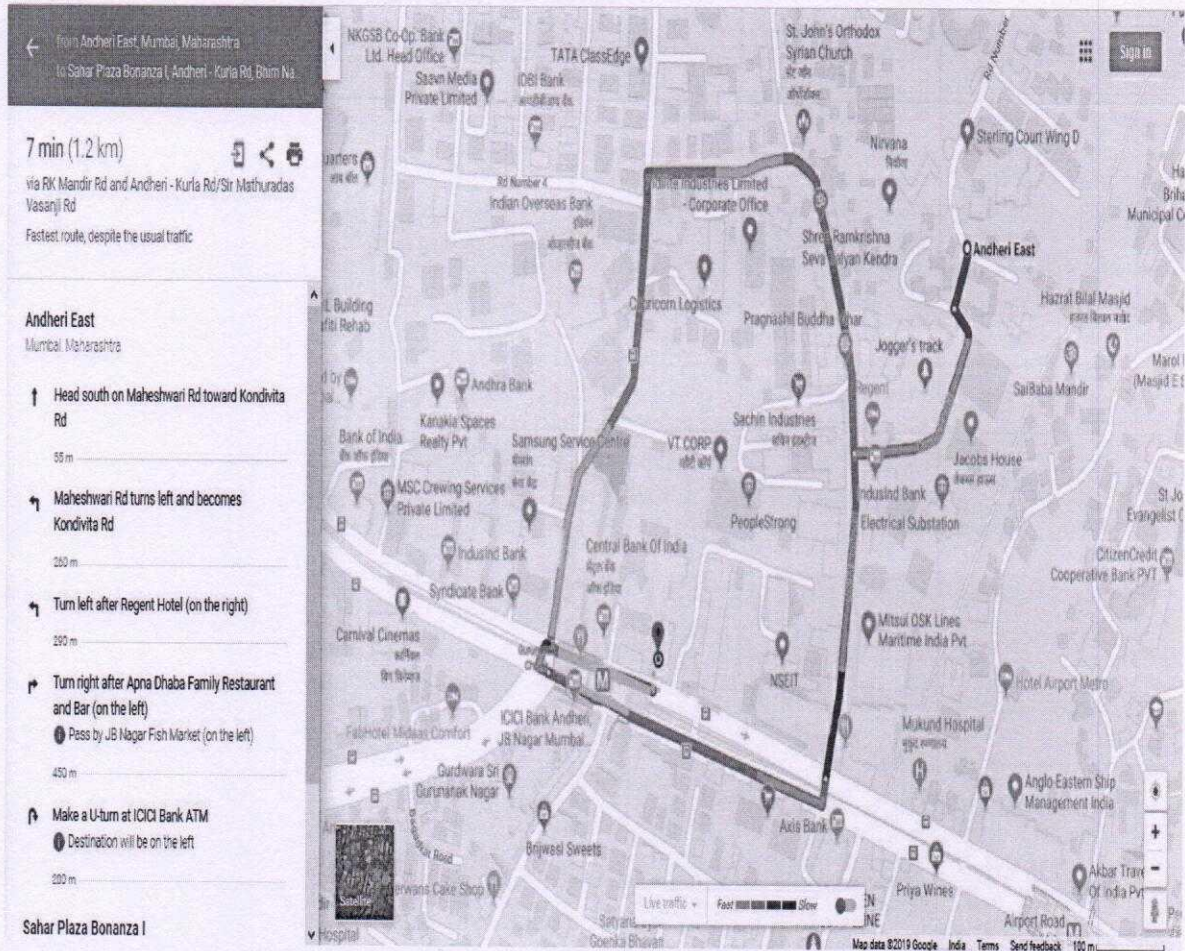
Affix  
Revenue  
stamp

**Notes:**

1. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
2. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.

*[Handwritten signature]*

## Route Map to the Venue of Annual General Meeting



*Handwritten signature*