

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO 1/2019-20 OF THE MEMBERS OF STARAGRI FINANCE LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, APRIL 17, 2019 AT 11.00 A.M. AT 1ST FLOOR, B WING, LITOLIER CHAMBERS, ANDHERI-KURLA ROAD, MAROL NAKA, ANDHERI EAST, MUMBAI - 400059 TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1:

Reappointment of Mr. Amit Goyal as Whole Time Director of the Company

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

"RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and approval of board of Directors at their meeting held on March 15, 2019 and pursuant to the 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 such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded to appoint Mr. Amit Goyal as Whole Time Director of the Company for a period of three years from April 01, 2019 to March 31, 2022 at a remuneration of Rs.26,44,992/- (Rupees Twenty-Six Lakhs Forty Four Thousand Nine Hundred Ninety Two only) per annum alongwith perquisites, allowance and other benefits, if any, not exceeding the maximum limits as laid down in Section II of Part II of Schedule V of the Companies Act, 2013;

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 Section II of Part II of Schedule V of the Companies Act, 2013, as may be agreed to the Board of Directors of the Company and Mr. Amit Goyal;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof 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 amend, alter, modify or otherwise vary the terms and 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."

ITEM NO. 2:

Reappointment of Mr. Sureshchandra Goyal as Managing Director of the Company

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

"RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and approval of board of Directors at their meeting held on March 15, 2019 and pursuant to the 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 such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded to appoint Mr. Sureshchandra Shyamlal Goyal as Managing Director of the Company for a period of three years from May 20, 2019 to May 19, 2022 at a remuneration of Rs.26,44,992/- (Rupees Twenty Six Lakhs Forty Four Thousand Nine Hundred Ninety Two only) per annum, alongwith perquisites, allowance and other benefits, if any, not exceeding the maximum limits as laid down in Section II of Part II of Schedule V of the Companies Act, 2013;

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. Sureshchandra Shyamlal Goyal 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 to the Board of Directors of the Company and Mr. Sureshchandra Shyamlal Goyal;



RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof 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 amend, alter, modify or otherwise vary the terms and 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."

By order of the Board
For StarAgri Finance Limited



Fredrick Pinto
Company Secretary
ACS: A22085

Date: March 15, 2019

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form duly completed must reach the registered office before the scheduled time of the Meeting.
3. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
4. An Explanatory Statement with respect to the special business to be transacted at the meeting, as required under Section 102(1) of the Companies Act, 2013, is annexed hereto.
5. Route Map for the convenience of the members is also enclosed with the Notice.
6. Details of Directors seeking appointment/re-appointment at the General Meeting of the Company to be held on April 17, 2019 are provided in Annexure A of this Notice.




CIN: U65999MH1995PL267097

601 - 604, A Wing, Bonanza Building, Sahar Plaza, J. B. Nagar Metro Station, J. B. Nagar, Andheri (E), Mumbai - 400 059

 www.staragrifinance.com

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Mr. Amit Goyal's tenure as Whole Time Director of the Company ends on March 31, 2019, The Nomination and Remuneration Committee through circular resolution on March 07, 2019 considered the reappointment of Mr. Amit Goyal as a Whole Time Director and also reviewed the terms and conditions including remuneration payable to him for the extended period and recommended to the Board for his re-appointment for a further period of three years from April 01, 2019 to March 31, 2022. The Board at their meeting held on March 15, 2019 considered the recommendation of the Nomination and Remuneration Committee and approved the re-appointment of Mr. Amit Goyal as Whole-time Director of the Company for a further period of three years with effect from April 01, 2019 to March 31, 2022, subject to the approval of the members by way of Special Resolution.

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. Amit Goyal is also Whole Time Director on the Board of Star Agriwarehousing and Collateral Management Limited ("SACML"), parent company and overall remuneration which shall be drawn by them from both SACML and Company 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.

Thus in light of above provisions, it is proposed to seek approval of the members of the Company for appointment of Mr. Amit Goyal as Whole Time Director of the Company.

None of the Directors except Mr. Amit Goyal and other key managerial personnel and their respective relatives, are in any way concerned or interested or have any financial or other interest in the above resolutions.

ITEM NO. 2:

Mr. Sureshchandra Goyal's tenure as Managing Director of the Company ends on May 19, 2019, The Nomination and Remuneration Committee through circular resolution on March 07, 2019 considered the reappointment of Mr. Sureshchandra Goyal as a Managing Director and also reviewed the terms and conditions including remuneration payable to him for the extended period and recommended to the Board for his re-appointment for a further period of three years from May 20, 2019 to May 19, 2022. The Board at their meeting held on March 15, 2019 considered the recommendation of the Nomination and Remuneration Committee and approved the re-appointment of Mr. Sureshchandra Goyal as Managing Director of the Company for a further period of three years with effect from May 20, 2019 to May 19, 2022, subject to the approval of the members by way of Special Resolution.

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. Sureshchandra Goyal is also Managing Director on the Board of Star Agriwarehousing and Collateral Management Limited ("SACML"), parent company and overall remuneration which shall be drawn by them from both SACML and Company 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.

Thus in light of above provisions, it is proposed to seek approval of the members of the Company for appointment of Mr. Sureshchandra Goyal as Whole Time Director of the Company.

None of the Directors except Mr. Sureshchandra Goyal and other key managerial personnel and their respective relatives, are in any way concerned or interested or have any financial or other interest in the above resolutions.

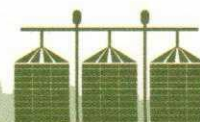
By order of the Board
For StarAgri Finance Limited



Fredrick Pinto
Company Secretary
ACS: A22085


Date: March 15, 2019

Place: Mumbai



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Annexure A : Details of Mr. Sureshchandra Goyal and Mr. Amit Goyal, director seeking appointment (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):

Particulars	Mr. Suresh Goyal	Mr. Amit Kumar Goyal
Age	67	42
Date of Birth	01/03/ 1952	09/03/1977
Date of first appointment	He was appointed as Director w.e.f. 04/08/2014 and designated as Managing Director w.e.f. 20/05/2016	He was appointed as Director w.e.f. 04/08/2014 and designated as Whole Time Director w.e.f. 01/04/2016
Qualification	B. Com	B. Com, M.A (English)
Experience	A veteran in the field of agriculture, Mr. Suresh Goyal has over three decades of experience in running agriculture and farm related businesses like agri-financing, agri-procurement, commodity trading and warehousing. An expert in the commodities sector, he has been associated with leading Indian and global corporate in advisory and consulting roles related to procurement, warehousing and stocking of agri - commodities.	Mr. Amit Kumar Goyal brings with him an extensive experience in the rural lending, collateral and financing sector. He has partnered with leading banks like ICICI Bank in their rural lending foray and created an ecosystem of robust lending mechanisms resulting in a zero-default track record.
Shareholding in the Company	10 shares held as nominee of SACML, the holding company.	NIL
Number of Board Meeting attended in the year 2018-19	2	1
Terms & condition of appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	The terms and conditions are as agreed between Mr. Suresh Chandra Goyal and the Company. He was drawing remuneration of Rs. 26,44,992/- p.a for the financial year 2018-19. Remuneration details for proposed appointment are given in the text of resolution.	The terms and conditions are as agreed between Mr. Amit Kumar Goyal and the Company. He was drawing remuneration of Rs. 26,44,992/- p.a. for the financial year 2018-19. Remuneration details for proposed appointment are given in the text of resolution.
Relationships with other directors and KMP	Mr. Sureshchandra Goyal is not related to any other Director and Key Managerial Personnel of the Company.	Mr. Amit Kumar Goyal is not related to any other Director and Key Managerial Personnel of the Company.

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

Directorships in other Companies	<ol style="list-style-type: none"> 1. Star Agriwarehousing & Collateral Mgt. Limited. 2. Star Agribazaar Technology Limited. 3. Bikaner Agrimarketing Private Limited. 4. Star Agriinfrastructure Private Limited. 5. Star Agrilogistics Private Limited. 6. Farmersfortune (India) Private Limited. 7. Vidhya Vinod Mercantile Private Limited. 8. Govind Infradevelopers Company Private Limited. 	<ol style="list-style-type: none"> 1. Star Agriwarehousing & Collateral Mgt. Limited. 2. Jai Shiv Cereals Pvt. Ltd. 3. Bikaner Agrimarketing Private Limited. 4. Star Agriinfrastructure Private Limited. 5. Star Agrilogistics Private Limited 6. Farmersfortune (India) Private Limited. 7. Star Agribazaar Technology Limited. 8. Staragri Services Pte. Ltd.
Committee Memberships other than SFL	NIL	<p>Star Agriwarehousing and Collateral Management Limited</p> <p>Member of Audit Committee</p>

For Staragri Finance Limited


Fredrick Pinto
Company Secretary
Membership No: A22085



CIN: U65999MH1995PL267097

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Proxy form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

STARAGRI FINANCE LIMITED

REGISTERED & CORP. OFFICE: 601-604, A-wing, Bonanza Building, Sahar Plaza,
J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai – 400059.

CIN: U65999MH1995PLC267097 **Website:** www.staragrifinance.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

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

Name:

Email:

Address :

Signature: _____

or failing him / her

Name:

Email:

Address :

Signature: _____

or failing him / her

Name:

Email:

Address :

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting (the 'EGM') of the members of StarAgri Finance Limited to be held on Wednesday, April 17, 2019 at 11.00 a.m. at 1st Floor, B Wing, Litolier Chambers, Andheri-Kurla Road, Marol Naka, 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 2) (Please mention no. of shares)		
		For	Against	Abstain
Special business				
1.	Reappointment of Mr. Amit Goyal as Whole Time Director			
2.	Reappointment of Mr. Sureshchandra Goyal as Managing Director			

Signed this _____ day of _____ 20____

Affix revenue
stamp

Signature of Shareholder

Signature of proxy

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 Extra Ordinary General Meeting.

Attendance Slip

STARAGRI FINANCE LIMITED

REGISTERED & CORP. OFFICE: 601-604, A-wing, Bonanza Building, Sahar Plaza,
J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai - 400059.
CIN: U65999MH1995PLC267097 **Website:** www.staragrifinance.com

Folio No. / DP ID / Client ID:

Number of shares held

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting (the 'EGM') of the members of StarAgri Finance Limited to be held on Wednesday, April 17, 2019 at 11.00 a.m. at 1st Floor, B Wing, Litolier Chambers, Andheri-Kurla Road, Marol Naka, Andheri East Mumbai 400059.

Name of the Member / Proxy (in Block Letters)

Signature of the Member / Proxy

Note:

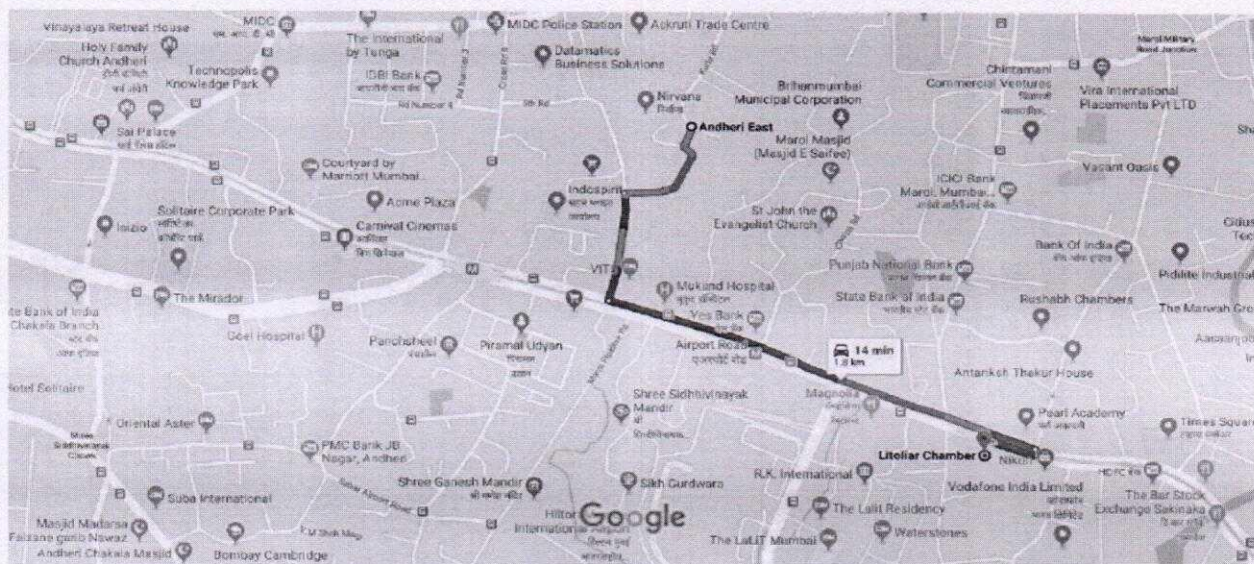
- 1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.*
- 2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.*

Route Map to the Venue of Extra-Ordinary General Meeting

Google Maps

Andheri East, Mumbai, Maharashtra to Litoliar Chamber

Drive 1.8 km, 14 min



Map data ©2018 Google 200 m

Andheri East

Mumbai, Maharashtra

- ↑ 1. Head south on Kondivita Rd/Kurla Rd/Maheshwari Rd towards Rk Mandir Rd
① Continue to follow Kondivita Rd
300 m
- ↩ 2. Turn left after Regent Hotel (on the right)
290 m
- ↩ 3. Turn left after Apna Dhaba Family Restaurant and Bar (on the left)
① Pass by Mukund Hospital (on the left)
1.1 km
- ↻ 4. Make a U-turn at Makwana Rd
① Destination will be on the left
120 m

Litoliar Chamber

Andheri - Kurla Rd, Chimatpada, Marol, Andheri East, Mumbai, Maharashtra 400059