

STARAGRI FINANCE LIMITED

(CIN: U65999MH1995PLC267097)

Registered office: 601-604, A-wing, Bonanza Building,
Sahar Plaza, J.B. Nagar, Andheri (E) Mumbai – 400059

Email ID: compliance@staragrifinance.com

Website: www.staragrifinance.com

Tel No.: (020) 40467777 Fax No.: (020) 40467788

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting (AGM) of the members of StarAgri Finance Limited (CIN: U65999MH1995PLC267097) will be held on Saturday, 26th September, 2020 at 11:00 a.m. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following:

Ordinary business

1. Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020, 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. Amit Kumar Goyal [DIN: 00474023], who retires by rotation and, being eligible, seeks re-appointment.

3. Appointment of Statutory Auditor

To appoint M/s. Mukund M. Chitale & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN.:106655W), be and are hereby appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 30th AGM to be held in the year 2025, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

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 2020-21 as per the statement as detailed below:

Name of the Related Party	Name of the Directors or KMP’s who is related	Nature of Relations	Nature & particulars of the contracts or arrangements or transactions	Monetary value of contracts or arrangements or transactions
Star Agriware housing and Collateral Management Limited (SACML)	Mr. Suresh chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Holding Company	Contract for availing collateral Management services on a continuous basis at a market competitive rate and at par with other vendors	Rs. 1,00,00,000/-
			Contract for availing warehouse services of on a continuous basis at a market competitive terms	Rs. 1,00,00,000/-
			Transactions for availing Lab Testing services on a continuous basis and to be paid actual basis.	Rs. 5,00,000/-
			Contract for royalty charges for use of trade mark of SACML as per the Agreement dated August 11, 2015	Rs. 5,000/-
			Transactions of rent expenses for sharing common branch offices situated at different states/cities as per the respective lease agreement	As per agreement
			Transactions of rent income for use of Chakala Office as per sub lease agreement dated January 15, 2019 and a letter dated January 25, 2019	Rs. 60,000
			Transactions of reimbursement of all direct expenses incurred by Company on behalf of SACML or vice versa to be paid/reimbursed on actual basis.	Rs. 10,00,000

Star Agri bazaar Technology Limited (SATL)	Mr. Suresh chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated January 15, 2019 and a letter dated January 25, 2019	Rs. 60,000
			Transactions of rent expenses for sharing common branch offices situated at different states/cities as per the respective lease agreement	As per agreement
			Transactions of reimbursement of all direct expenses incurred by Company on behalf of SATL or vice versa to be paid/reimbursed on actual basis.	Rs. 10,00,000
FarmersFortune (India) Private Limited (FFIPL)	Mr. Suresh chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated January 15, 2019 and a letter dated January 25, 2019.	Rs. 60,000/-
			Transactions of rent expenses for use of Vashi branch office.	Rs. 1,80,000/-
			Transactions of reimbursement of all direct expenses incurred by Company on behalf of FFIPL or vice versa to be paid/reimbursed on actual basis.	Rs. 5,00,000/-
Star Agriinfrastructure Private Limited (SAIPL)	Mr. Suresh chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated January 15, 2019 and a letter dated January 25, 2019.	Rs. 60,000/-
			Transactions of reimbursement of all direct expenses incurred by Company on behalf of SAIPL or vice versa to be paid/reimbursed on actual basis.	Rs. 1,00,000/-
Star Agrilogistics Private Limited (SALPL)	Mr. Suresh chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated January 15, 2019 and a letter dated January 25, 2019.	Rs. 60,000/-
			Transactions of reimbursement of all direct expenses incurred by Company on behalf of SAIPL or vice versa to be paid/reimbursed on actual basis.	Rs. 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**

Sd/-

**Sankari Muthuraj
Company Secretary
Membership No: A25427**

Place: Mumbai

Date: 31st August, 2020

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for 25th e-AGM shall be 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 – 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/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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 e-AGM.

5. 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.
6. Notice of 25th e-AGM along with the Financial Statement is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the Notice will also be available on the Company's website at www.staragrifinance.com
7. The Company has been maintaining, inter alia, the following statutory registers at its registered office:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

8. 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.
9. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance via email at compliance@staragrifinance.com during period starting from 05th September, 2020 to 10th September, 2020.
11. Details of Directors seeking re-appointment at the Annual General Meeting of the Company to be held on 26th September, 2020 are provided in Annexure to the Notice.
9. The co-ordinates to join e-AGM shall be shared separately.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Mr. Amit Kumar Goyal
Age	43
Date of Birth	09/03/1977
Date of first appointment	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, M.A (English)
Experience & nature of expertise in specific functional areas	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	NIL
Directorships in other Company	<ol style="list-style-type: none"> 1. Star Agriwarehousing and Collateral Management 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. Staragri Services Pte. Ltd.
* Committee Chairmanship & Membership	<u>Audit Committee Member</u> <ol style="list-style-type: none"> 1. Star Agriwarehousing & Collateral Management Limited 2. StarAgri Finance Limited
Relationships with other directors and KMP	Mr. Amit Kumar Goyal is not related to any other Director and Key Managerial Personnel of the Company.

*Chairmanship and membership of audit committee and Nomination & Remuneration committee are considered