

NOTICE

Notice is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the members of **STARAGRI FINANCE LIMITED** will be held on Wednesday, April 1, 2015 at 10.30 A.M at 3rd Floor, Wing B-1, NSE Exchange Plaza, Plot No C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai -400051 to transact the following businesses:

Special Business

1. Increase in Authorized Capital and Alteration of Clause V of Memorandum of Association

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs 50,00,00,000 (Rupees Fifty Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs 10 each to Rs 150,00,00,000 (Rupees One Hundred Fifty Crore) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs 10 each ranking pari passu in all respect with the existing Equity Shares of the Company.”

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and execute all deeds, documents and writings as it may in its absolute discretion consider necessary.”

2. Issue of Equity Share on preferential basis to the Promoters

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 62 and other applicable provisions of the Companies Act 2013 (including any other statutory modifications and amendment thereto or re-

enactment thereof) and the rules framed there under the provisions of Memorandum and Article of Association of the Company and subject to the applicable statutes, guidelines, regulations, approvals, consent, permission, sanctions of any other appropriate or concerned authorities, institutions or bodies (“the Approvals”), the consent of the members of the Company be and is hereby accorded for issue of 10,00,00,000 (Ten Crores) Equity Shares of Rs 10 each at par to ***Star Agriwarehousing & Collateral Management Ltd, the holding company*** to increase its subscribed capital by way of issue of further shares.

RESOLVED FURTHER that all above Equity Shares proposed to be issued shall rank parri passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or Committee constituted thereof be and is hereby authorized to take necessary steps including negotiating and finalizing subscription, approve terms of issue and to do all such acts, deeds, matters and things and execute all deeds, documents and writings as it may in its absolute discretion consider necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sunil Lotke
Company Secretary
MUMBAI

March 21, 2015

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 him and such proxy need not be a Member of the Company.

The proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.

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 EGM.

3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this EGM is annexed.

4. 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.

5. 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.

Item No. 1

The Company is a Public Limited Company and presently, the authorized capital of the company is Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into 5,00,00,000 (Five Crore) equity shares of (Rupees Ten only) Rs. 10/- each.

In order to meet the business requirements, the Company may raise share capital from time to time. In order to facilitate the same it is proposed to increase the Authorised Share Capital from the existing Rs. 50,00,00,000/- (Rupees Fifty Crore) to Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore) subject to compliance of statutory provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and also to alter the Clause V of the Memorandum of Association of the Company in this regard.

The Board recommends these resolutions for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

Item No. 2

Your Board at its meeting held on 21st March, 2015 subject to the approval by the members of the Company in its General Meeting and requisite Statutory Approvals has proposed to issue and offer for subscription by way of preferential allotment of 10,00,00,000(Ten Crores) Equity Shares of Rs 10 each at par.

Considering the requirement of the business and its expansion plan, it is necessary to infuse additional funds into the Company. Thus, it is proposed to increase the capital from time to time by issuing further capital to ***Star Agriwarehousing & Collateral Management Ltd, the holding company***, by issue of 10,00,00,000(Ten Crores) Equity Shares of Rs 10 each at a price to be decided by the Board/Committee of Directors, based on the valuation report to be obtained from the registered valuer.

(i) Object of the Issue:

In order to meet the increased funding requirements for this segment, it is proposed to infuse additional capital to the extent of 10,00,00,000(Ten Crores) Equity Shares of Rs 10 each at a price to be decided by the Board/Committee of Directors, from time to time, based on the valuation report to be obtained from the registered valuer..

(ii) Total number of shares proposed to be issued :

10,00,00,000 (Ten Crores) of Rs10 each in one or more tranches

(iii) Price at which allotment is proposed:

It is proposed to issue above Equity Shares at a price to be decided by the Board/Committee of Directors, from time to time, based on the valuation report to be obtained from the registered valuer.

(iv) Basis on which the price has been arrived at along with report of the registered valuer

The price shall be determined based on the valuation report to be obtained from the registered valuer.

(v) Relevant date with reference to which price has been arrived at:

The price shall be determined based on the valuation report to be obtained from the registered valuer prior or as on the date of issue.

(vi) The class or classes of person to whom the allotment is proposed to be made

The Board of Directors have resolved to issue shares to Star Agriwarehousing and Collateral Management Limited, the holding company, subject to approval of shareholders of the Company.

(vii) Intention of promoters/directors/key management persons to subscribe to the offer;

Offer is being made to Star Agriwarehousing and Collateral Management Limited, the holding company, to subscribe to further shares of the Company on preferential allotment basis. None of the Shares are being offered to Directors and Key Management Persons of the Company.

(viii) Proposed time within which the allotment shall be completed;

The Company will complete the allotment of shares within a period of 12 months from the date of passing of the special resolution by the shareholders. Further, on receipt of application money allotment of securities shall be completed within sixty days from the receipt of application money.

(ix) The names of proposed allottees and percentage of post preferential offer capital that may be held by them.

The Board of Directors proposes to issue shares to Star Agriwarehousing and Collateral Management Limited, the holding company, subject to approval of shareholders of the Company. The percentage of the post issue capital shall be as provided under Pt. (xi.)

(x) Change in Control;

The shares are being offered to Star Agriwarehousing and Collateral Management Limited and hence there will be no change in control.

(xi) Shareholding pattern of the promoters and other classes of shares before and after the offer:

If the subscription offer of 10,00,00,000 Equity Shares at Rs. 10/- each is accepted by Star Agriwarehousing and Collateral Management Limited, the shareholding pattern would be as follows:

Sr. No.	Category	Class of Shares	Pre-Offer Shareholding		Post-Allotment Shareholding	
			Shares	Percentage	Shares	Percentage
1.	FarmersFortune (India) Pvt. Ltd.*	Equity	10	0.00002%	10	0.000006%
2.	Bundi Agrimarketing Yard Private Limited*	Equity	10	0.00002%	10	0.000006%
3.	Mr. Amith Agarwal*	Equity	10	0.00002%	10	0.000006%
4.	Mr. Suresh Goyal*	Equity	10	0.00002%	10	0.000006%
5.	Mr. Bhavin Pandya*	Equity	10	0.00002%	10	0.000006%
6.	Ms. Smruti Soni*	Equity	10	0.00002%	10	0.000006%
7.	Star Agriwarehousing and Collateral Management Ltd	Equity	49999940	99.99988%	149999940	99.99996%
	TOTAL		50000000	100%	150000000	100%

*held as nominee of Star Agriwarehousing and Collateral Management Ltd

The Board recommends these resolutions for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

By Order of the Board of Directors

Sunil Lotke
Company Secretary