

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 1/2020-21 OF THE MEMBERS OF STARAGRI FINANCE LIMITED (“COMPANY”) WILL BE HELD AT SHORTER NOTICE ON FRIDAY, 26TH JUNE, 2020 AT 11.00 A.M. THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:

AS A SPECIAL BUSINESS:

Item No. 1 :

Appointment of statutory auditors to fill casual vacancy:

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

“**RESOLVED THAT** pursuant to provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and as recommended by the Board of Directors of the company, M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN.:106655W), be and are hereby appointed as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. BSR & Co. LLP, Chartered Accountants (FRN.: 101248W/W-100022);

RESOLVED FURTHER THAT M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN.:106655W), be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company upto the conclusion of the ensuing Annual General Meeting and that they shall conduct Statutory Audit for the financial year ended on 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them;

RESOLVED FURTHER THAT any of the Board of Directors and/or Mr. Vipin Maheshwari, Chief Financial Officer and/or Mr. Fredrick Pinto, Company Secretary of the Company be and are hereby severally authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

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

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Item No. 2 :

Change of name of the Company and subsequent alteration of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government and subject further to the approval of the Reserve Bank of India (RBI) and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “StarAgri Finance Limited” to “Agriwise Fincorp Limited”;

RESOLVED FURTHER THAT the existing Clause I (name clause) of the Memorandum of Association of the company be and is hereby altered by substituting the same with the following:

I. The name of the company is “Agriwise Fincorp Limited”.

RESOLVED FURTHER THAT Mr. Amith Agarwal – Director, Mr. Vipin Maheshwari – Chief Financial Officer and Mr. Fredrick Pinto - Company Secretary of the Company be and are hereby severally authorised to make an application in RUN to the MCA for ascertaining the availability of the proposed name(s) and an application for approval of Central Government for change of name as above and to sign, execute and file all such documents, applications, papers, returns, e-forms and to do all acts, deeds, matters and things as may deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution.

Item No. 3 :

Approval for issue of non-convertible debentures on private placement basis:

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



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"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the board of directors of the Company (the "Board") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (as may be determined)) ("NCDs"), on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 100,00,00,000 (Indian Rupees One Hundred Crores)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

**By order of the Board
For StarAgri Finance Limited**

**Fredrick Pinto
Company Secretary
ACS: A22085**

**Date: 25th June, 2020
Place: Mumbai**

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') permitted holding of the Extra-Ordinary General Meeting (EGM) 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') and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-EGM'.

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2. The deemed venue for Extra-Ordinary General Meeting No. 1/2020-21 shall be 44 B, High Tide Apartment Juhu Tara Road, Santacruz West Mumbai 400049.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM 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-EGM 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-EGM.
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 e-EGM 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. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
8. The details of video conferencing shall be shared separately through email.

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

Item No. 1:

M/s. BSR & Co. LLP, Chartered Accountants, (FRN: 101248W/W-100022) have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

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Casual vacancy caused by resignation of auditors can only be filled up by the Company in general meeting. The Board at its meeting held on 25th June, 2020 proposed that M/s. Mukund M. Chitale & Co., Chartered Accountants (FRN.:106655W), be appointed as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. BSR & Co. LLP, Chartered Accountants.

M/s. Mukund M. Chitale & Co., Chartered Accountants, have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for consideration and approval of members.

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

Item No. 2:

The Company is intending to change its name from “StarAgri Finance Limited” to “Agriwise Fincorp Limited”. The Company is intending to change its present name in order to expand its agriculture lending business activities and also to provide digital lending using digital means witnessing a paradigm shift towards digitisation and automation in the lending landscape.

The Board of Directors of the Company had, at its meeting held on 25th June, 2020, approved to change its name from “StarAgri Finance Limited” to “Agriwise Fincorp Limited”. The change of name of the Company would result in amending the name clause of the Memorandum of the Company and accordingly clause I (name clause) in the memorandum of association of the company is to be altered by substituting the same with new clause I as under:

The Name of the Company is: - “Agriwise Fincorp Limited”.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The members are requested to note that the proposed name is subject to the No-Objection from the Reserve Bank of India.



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As per the provisions of Sections 13 of the Companies Act, 2014, approval of Members is required to be accorded for changing name of the Company & consequent alteration in the Memorandum of Association of the Company by way of passing a Special Resolution. Hence, the resolution is put up for Members' approval.

Memorandum of Association shall be made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the Company.

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

Item No. 3:

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("NCDs") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for (a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (as may be determined) NCDs to be issued by the Company, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("Board") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

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<p>Particulars of the offer including date of passing Board resolution</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/ unsecured/ subordinated/senior, rated/unrated, Listed/ unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p>Kinds of securities offered and the price at which the Security is being offered</p>	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
<p>Basis or justification for the price (including Premium, if any) at which the offer or invitation is Being made</p>	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
<p>Name and address of valuer who performed Valuation</p>	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
<p>Amount which the Company intends to raise By way of securities</p>	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.</p>



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Material terms of raising Of securities, proposed Time schedule, purposes or Objects of offer, Contribution being made by the promoters or Directors either as part of The offer or separately in Furtherance of objects; Principle terms of assets Charged as securities

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to INR 100,00,00,000 (Indian Rupees One Hundred Crores) as stipulated above, in one or more tranches.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

**By order of the Board
For StarAgri Finance Limited**

**Fredrick Pinto
Company Secretary
ACS: A22085**

**Date: 25th June, 2020
Place: Mumbai**

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