

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 3/2020-21 OF THE MEMBERS OF AGRIWISE FINSERV LIMITED (ERSTWHILE STARAGRI FINANCE LIMITED) ("COMPANY") WILL BE HELD AT SHORTER NOTICE ON FRIDAY, 20TH November, 2020 AT 09.30 A.M. AT 601-604, A-WING, BONANZA BUILDING, SAHAR PLAZA, J.B. NAGAR METRO STATION, J.B. NAGAR, ANDHERI (E) MUMBAI - 400059 TO TRANSACT THE FOLLOWING BUSINESS:

AS A SPECIAL BUSINESS:

Item No. 1 :

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 Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded, to the Board of Directors of the Company to sell, transfer, assign or dispose of by way of securitisation or direct assignment all or any part of the moveable properties and immoveable properties including but not limited to loan receivables with or without underlying security whether constituting the whole or part of the undertaking of the Company in favour of banks, financial institutions, any other lenders or debenture trustees/ security trustee to meet the financial requirements of the Company provided that the maximum extent of the loan receivables that can be securitised by the Company does not exceed **Rs. 20,00,00,000/- (Rupees Twenty Crores only)** at any time;

RESOLVED FURTHER THAT any of the Directors or Mr. K. K. Jayaprakash, Business Head or Mr. Mayank Singhal, Head - Credit and Policy or Mr. Kunal Baradiya, Senior Vice President – Finance & Accounts of the Company be and are hereby severally authorised to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

**By order of the Board
For Agriwise Finserv Limited
(Erstwhile StarAgri Finance Limited)**

Sd/-

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

**Date: 12th November, 2020
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.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 1:**

The members may note that the Board of Directors of the Company in its meeting held on 12th November, 2020, approved and recommended for shareholder's approval by way of special resolutions under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, authorizations to sell, transfer, assign or dispose of by way of securitization or direct assignment all or any part of the moveable properties and immoveable properties including but not limited to loan receivables with or without underlying security whether constituting the whole or part of the undertaking of the Company, provided that the maximum extent of the loan receivables that can be securitised by the Company does not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores only) at any time.

In view of the above, the members are requested to consider and approve by way of Special Resolutions under Section 180(1)(a) of Companies Act, 2013 to sell, transfer, assign or dispose of by way of securitization or direct assignment all or any part of the moveable properties and immoveable properties including but not limited to loan receivables with or without underlying security whether constituting the whole or part of the undertaking of the Company in favour of banks, financial institutions, any other lenders or debenture trustees/ security trustee, to meet the financial requirements of the Company, provided that the maximum extent of the loan receivables that can be securitised by the Company does not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores only) at any time.

Hence, your directors recommend resolutions set out at item no. 1 of notice for your approval by way of Special Resolutions.

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

**By order of the Board
For Agriwise Finserv Limited
(Erstwhile StarAgri Finance Limited)**

Sd/-

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

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 : AGRIWISE FINSERV LIMITED (ERSTWHILE 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 Extra-Ordinary General Meeting No. 3/2020-21 of the company, to be held on Friday, 20th November, 2020 at 09:30 a.m. at 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 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
Special Business				
1.	Authorizations to sell, transfer, assign or dispose of by way of securitization or direct assignment all or any part of the moveable and/or immoveable properties.			

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.

Attendance Slip

AGRIWISE FINSERV LIMITED (ERSTWHILE 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.agriwise.com

Folio No. / DP ID / Client ID:

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Number of shares held

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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 members of Agriwise Finserv Limited (Erstwhile StarAgri Finance Limited) held on Friday, 20th November, 2020 at 09.30 a.m. at 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.

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

