

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 4/2020-21 OF THE MEMBERS OF AGRIWISE FINSERV LIMITED (ERSTWHILE STARAGRI FINANCE LIMITED) (“COMPANY”) WILL BE HELD AT SHORTER NOTICE ON FRIDAY, 19<sup>TH</sup> MARCH, 2021 AT 11.30 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 : Alteration of Main Object Clause 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 provisions of Section 13 and all 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 Memorandum and Articles of Association of the Company and subject to approval of the Registrar of Companies, Mumbai and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of members of the Company be and is hereby accorded to append following sub clause (3) after sub clause (2) of clause III (A) of the Memorandum of Association of Company:

(3) “To carry on the business of facilitating e-commerce sites and merchants to accept various payment instruments from the customers as a payment aggregator.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle any question, query, or difficulties that may arise in this regard, and to sign and execute all necessary documents, applications, returns and writings as may be necessary and required for giving effect to this resolution.”

**Item No. 2 : Re-appointment of Mrs. Mangala Prabhu, (DIN: 06450659) as an Independent Director**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Mangala Prabhu, (DIN: 06450659), who holds office of Independent Director up to 29<sup>th</sup> March, 2021 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30<sup>th</sup> March, 2021 upto 29<sup>th</sup> March, 2026;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 3 : Re-appointment of Mr. G. Chandrashekhar (DIN: 00585621) as an Independent Director**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. G. Chandrashekhar, (DIN: 00585621), who holds office of Independent Director up to 29<sup>th</sup> March, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30<sup>th</sup> March, 2021 upto 29<sup>th</sup> March, 2026;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Sd/-**

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

**Date: 08<sup>th</sup> March, 2021  
Place: Mumbai**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business as set above and the details as required under Secretarial Standard on General meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this General Meeting is annexed hereto.
2. **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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority as applicable.
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. Members/Proxies should fill the Attendance Slip (as attached) for attending the Meeting and bring their Attendance Slips along with their copy of the EGM Notice to the Meeting.
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 Company is a RBI registered Non-Banking Finance Company having a valid Certificate of Registration issued under Section 45-I of the Reserve Bank of India Act, 1934.

Now, the Company intends to act as a Payment Aggregators (PAs) i.e. facilitating e-commerce sites and merchants to accept various payment instruments from the customers for completion of their payment obligations without the need for merchants to create a separate payment integration system of their own.

As per Payment and Settlement Systems Act, 2007, no person, other than the Reserve Bank shall commence or operate a payment system except under and in accordance with an authorisation issued by the Reserve Bank under the provisions of the said Act.

However, Non-bank intending to act as PA shall require authorisation from RBI under the Payment and Settlement Systems Act, 2007 (PSSA). Also, the Memorandum of Association (MOA) of the Company must cover the proposed activity of operating as a PA.

Accordingly, to include the activity to be undertaken by the Company i.e., to carry on the business of facilitating e-commerce sites and merchants to accept various payment instruments from the customers as a payment aggregator, it is proposed to include additional objects in the main object clause of the MOA of the Company.

To enable the Company to commence the aforesaid business, it is proposed to amend the main objects under the Objects Clause of MOA of the Company as stated in the Resolution in the annexed notice. The above amendment would be subject to approval of the Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on 08<sup>th</sup> March, 2021 has approved alteration of object clause of MOA of the Company.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of Members is required to be accorded for alteration in Objects Clause of MOA by way of passing a Special Resolution. Hence, the resolution is put up for Members' approval.

A copy of an amended MOA of the Company would be available for an inspection for Members at the Registered Office of the Company during the period beginning twenty-four hours before the time fixed for commencement of meeting and ending with conclusion of meeting.

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

**Item No. 2 & 3:**

Mrs. Mangala Prabhu and Mr. G. Chandrashekhar were appointed as an Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 23<sup>rd</sup> June, 2016 to hold office upto 29<sup>th</sup> March, 2021 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 08<sup>th</sup> March, 2021 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 30<sup>th</sup> March, 2021 upto 29<sup>th</sup> March, 2026 and not liable to retire by rotation.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mrs. Mangala Prabhu and G. Chandrashekhar fulfils the conditions specified in the Act for their appointment as an Independent Directors.

The Company has also received from the above directors:

- (i) the consent in writing to act as Director;
- (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013;
- (iii) Notice of Interest by Director.

A copy of draft letter for appointment of above Directors as an Independent Director setting out terms and conditions would be available for inspection without any fee by members at the Registered Office of the Company during normal business hours on any working day and the terms of appointment of an Independent Director has also been put up on the Company website [www.agriwise.com](http://www.agriwise.com).

The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 2 and 3 of the accompanying Notice, have been given in the annexure.

The Board recommend the resolutions for re-appointment of an Independent Directors at item no. 2 and 3 as a Special Resolutions of this notice for your approval.

Except, Mrs. Mangala Prabhu and Mr. G. Chandrashekhar, none of other Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financially or otherwise, in the resolutions at item nos. 2 and 3.

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

**Sd/-**

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

## ANNEXURE TO ITEMS. 2 & 3 OF THE NOTICE

### Details of Directors Seeking re-appointment as an Independent Directors

Particulars	Mrs. Mangala Prabhu	Mr. G. Chandrashekhar
Age	65	71
Date of Birth	15 <sup>th</sup> April, 1955	14 <sup>th</sup> November, 1949
Date of first appointment	She was appointed as an Independent Director w.e.f. 30 <sup>th</sup> March, 2016.	He was appointed as an Independent Director w.e.f. 30 <sup>th</sup> March, 2016.
Qualification	M. Com, LLB (Gen), CAIIB	M.A. (Economics) and LL.M. (Constitution & Administrative Law)
Experience	Mrs. Mangala Prabhu is an experienced banking professional with 38 years of experience working at Union Bank of India (Nov 1976 - Apr 2015) across multiple roles spanning corporate credit, foreign exchange, human resources and branch banking. Having led large corporate credit portfolio in Union Bank of India, she has extensive experience in value chain of large value credit proposals.	Mr. G. Chandrashekhar is an economist with passion for analysing agriculture, agri-business and commodity markets including metals and energy products. Mr. Chandrashekhar tracks, interprets and comments on economic developments in general and commodities sector in particular, covering agriculture, metals and energy. He closely follows the agriculture biotechnology sector.
Terms of appointment	Being an Independent Director she shall follow the guidelines of professional conduct; such roles, functions and duties as envisaged under Schedule IV of the Companies Act, 2013.	Being an Independent Director he shall follow the guidelines of professional conduct; such roles, functions and duties as envisaged under Schedule IV of the Companies Act, 2013.
Shareholding in the Company	NIL	NIL
Number of Board Meeting attended in the year 2020-21	5	5
Relationships with other directors and KMP	Mrs. Mangala Prabhu is not related to any other Director and Key Managerial Personnel of the Company.	Mr. G. Chandrashekhar is not related to any other Director and Key Managerial Personnel of the Company.
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. Ladderup Finance Limited</li> <li>2. Ladderup Corporate Advisory Private Limited</li> <li>3. Anand Housing Finance Private Limited</li> <li>4. Upwards Capital Private Limited</li> <li>5. Star Agriinfrastructure Private Limited</li> <li>6. Star Agriwarehousing and Collateral Management Limited</li> <li>7. Bharat Oman Refineries Ltd</li> <li>8. Aspira Pathlab &amp; Diagnostics Limited</li> <li>9. Fort Finance Limited</li> <li>10. Siyaram Silk Mills Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Star Agriinfrastructure Private Limited</li> <li>2. Star Agriwarehousing and Collateral Management Limited</li> </ol>

<p>Membership/ Chairmanship of Committee of other Boards*</p>	<p><u>Star Agriwarehousing and Collateral Management Limited</u> Audit Committee – Member Nomination &amp; Remuneration Committee – Member</p> <p><u>Ladderup Finance Limited</u> Nomination &amp; Remuneration Committee – Chairman CSR Committee – Member</p> <p><u>Aspira Pathlab &amp; Diagnostics Limited</u> Audit Committee – Chairman</p> <p><u>Siyaram Silk Mills Limited</u> Audit Committee – Member Nomination &amp; Remuneration Committee – Member</p>	<p><u>Star Agriwarehousing and Collateral Management Limited</u> Audit Committee – Chairman Nomination &amp; Remuneration Committee - Chairman CSR – Member</p>
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\*Memberships/ Chairmanships of only Audit, Nomination & Remuneration and CSR Committee in all other public limited companies have been considered.

**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 - 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. 4/2020-21 of the company, to be held on Friday, 19<sup>th</sup> March, 2021 at 11:30 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
<b>Special Business</b>				
1.	Alteration of Main Object Clause of the Company.			
2	To re-appoint Mrs. Mangala Prabhu as Independent Director.			
3	To re-appoint Mr. G. Chandrashekhar as Independent Director.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature of Shareholder

Signature of proxy

Affix Revnue stamp
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**Notes:**

- 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
- 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](http://www.agriwise.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 No. 4/2020-21 (the 'EGM') of members of Agriwise Finserv Limited (Erstwhile StarAgri Finance Limited) held on Friday, 19<sup>th</sup> March, 2021 at 11.30 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***

← from Andheri East, Mumbai, Maharashtra  
to Sahar Plaza Bonanza I, Andheri - Kurla Rd, Bhim Na

**7 min (1.2 km)**  
via RK Mandir Rd and Andheri - Kurla Rd/Sir Mathuradas Vasani Rd  
Fastest route, despite the usual traffic

**Andheri East**  
Mumbai, Maharashtra

- ↑ Head south on Maheshwari Rd toward Kondivita Rd  
55 m
- ↙ Maheshwari Rd turns left and becomes Kondivita Rd  
260 m
- ↙ Turn left after Regent Hotel (on the right)  
290 m
- ↘ Turn right after Aprna Dhaba Family Restaurant and Bar (on the left)  
Pass by JB Nagar Fish Market (on the left)  
450 m
- ↘ Make a U-turn at ICICI Bank ATM  
Destination will be on the left  
200 m

**Sahar Plaza Bonanza I**

Map data ©2019 Google India Terms Send feedback 100 m