

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 2/2021-22 OF THE MEMBERS OF AGRIWISE FINSERV LIMITED (ERSTWHILE STARAGRI FINANCE LIMITED) (“COMPANY”) WILL BE HELD AT SHORTER NOTICE ON TUESDAY, 30TH NOVEMBER, 2021 AT 11.00 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 approve the proposal for sale of Non-Performing Assets pertaining to principal outstanding not exceeding Rs. 60 cr

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 read with the rules and regulations made thereunder, the applicable provisions of the Guidelines/Circulars/notifications issued by the Reserve Bank of India from time to time, the Memorandum and Articles of Association of the Company and such consents, approvals and permissions, if any required, being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members be and is hereby accorded, to the Board of Directors of the Company to sell, transfer and assign the Loans, classified as Non-performing Assets in accordance with the guidelines issued by the Reserve Bank of India (NPA), together with all its rights, title and interest, liabilities and obligations and any underlying Security Interests in respect of such Loans (NPAs) to and in favour of CFM Asset Reconstruction Pvt Ltd., provided that aggregate principal outstanding of such loans (NPAs) does not exceed Rs. 60,00,00,000/- (Rupees Sixty Crores only) at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to execute all such documents, undertakings as may be necessary and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for giving effect to the above resolution.”

Item No. 2: To consider and approve the proposal for direct assignment transaction under co-lending arrangement with Central Bank of India

“RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, the applicable provisions of the Guidelines/Circulars/notifications on Sale of Assets issued by the Reserve Bank of India from time to time, the Memorandum and Articles of Association of the Company and such consents, approvals and permissions, if any required, being obtained from the appropriate authorities to the extent applicable and necessary and pursuant to RBI Circulars in relation to co-lending model between banks and non-banking financial companies for priority sector lending and terms of Master Co-lending Agreement dated 12th November, 2021 entered into between the Company and Central Bank of India (“the Bank”) for extending financial assistance and/or credit facilities (Warehouse Receipt facilities) to one or more borrowers, consent of members be and is hereby accorded, to the Board of Directors of the Company to sell, transfer and assign all the right, title and interest of the Company in the Identified Credit Facilities (“Identified Credit Facilities”) i.e. Warehouse Receipt (WHR) facilities originated under Co-lending Model (CLM), to and in favour of Central Bank of India to the extent of proportion for participation as agreed under the Master Co-lending Agreement;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to execute all such documents, undertakings as may be necessary and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable 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: 30th November, 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 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.** 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 had during the course of its business, granted loans to various Obligors on terms and conditions contained in the Loan Agreements secured by the Underlying Assets. However, in normal course of business few of loan payments were not made by the customers and are due for a period of 90 days or more and as such they are classified as Non-Performing Assets (NPAs).

Despite various efforts to collect the overdue amounts, few of accounts are still categorised as NPAs and would take longer duration to collect outstanding dues from such accounts.

As NPAs are considered no longer viable, after considering various options the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company at its meeting held on 30th November, 2021, approved the Company to sell, transfer and assign the Loans, classified as Non-performing Assets in accordance with the guidelines issued by the Reserve Bank of India (NPA), together with all its rights, title and interest, liabilities and obligations and any underlying Security Interests in respect of such Loans (NPAs) to and in favour of CFM Asset Reconstruction Pvt Ltd., provided that aggregate principal outstanding of such loan (NPAs) does not exceed Rs. 60,00,00,000/- (Rupees Sixty Crores only). The net proceeds from sale of NPA portfolio will be utilized to invest in any of the securities and/or mutual funds and/or in liquid funds and/or in government securities or bonds subject to the applicable provisions of the Companies Act 2013 and/or enhancement of working capital of the Company and/or general business purpose.

In compliance with Section 180 (1)(a) of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice at item no. 1 is now being placed before the members for their approval. Your Directors recommend passing of the resolution as Special Resolution.

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

Item No. 2:

Pursuant to RBI Circulars in relation to co-lending model between banks and non-banking financial companies for priority sector lending, the Company had entered into a Master Co-lending Agreement dated 12th November, 2021 with Central Bank of India ("the Bank") for extending financial assistance and/or credit facilities to one or more borrowers for Warehouse Receipt (WHR) facilities wherein Central Bank of India would contribute 80% and the Company would contribute 20% of the said facility.

Also, as per RBI Circulars in relation to co-lending model the bank (Central Bank of India) can exercise its discretion regarding taking into its books the loans originated by NBFC (The Company) as per the Agreement (Master Co-lending Agreement) and that the arrangement would be akin to a direct assignment transaction.

As such, the Company is required to assign and transfer its right, title and interest in the Credit Facilities identified ("Identified Credit Facilities") i.e. WHR loans originated under Co-lending Model (CLM) to and in favour of Central Bank of India and accordingly, the Company will have to sign and execute Deed of Assignment(s) and power of attorney(s) from time to time for each WHR facility originated under CLM.

The Board of Directors of the Company at its meeting held on 30th November, 2021, approved to sell, transfer and assign by way of deed of assignment all the right, title and interest of the Company in the Identified Credit Facilities (“Identified Credit Facilities”) i.e. Warehouse Receipt (WHR) facilities originated under Co-lending Model (CLM), to and in favour of Central Bank of India to the extent of proportion for participation as agreed under the Master Co-lending Agreement.

In compliance with Section 180 (1)(a) of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice at item no. 2 is now being placed before the members for their approval. Your Directors recommend passing of the resolution as Special Resolution.

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. 2/2021-22 of the company, to be held on Tuesday, 30th November, 2021 at 11:00 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 shares)		
		For	Against	Abstain
Special Business				
1.	Approval for sale of Non-Performing Assets pertaining to principal outstanding not exceeding Rs. 60 cr.			
2.	Approval for direct assignment transaction under co-lending arrangement with Central Bank of India			

Signed this _____ day of _____ 20_____

Signature of Shareholder

Signature of proxy

Affix Revenue stamp

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 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:

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 (the 'EGM') of members of Agriwise Finserv Limited (Erstwhile StarAgri Finance Limited) held on Tuesday, 30th November, 2021 at 11.00 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 VasANJI 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 Apna 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