

AGRIWISE FINSERV LIMITED
(Erstwhile StarAgri Finance Limited)
(CIN: U65999MH1995PLC267097)

Registered office: 601-604, A-wing, Bonanza Building,
Sahar Plaza, J.B. Nagar, Andheri (E) Mumbai – 400059
Email ID: Compliance@agriwise.com
Website: <https://www.agriwise.com/>
Tel No.: (020) 40467777 Fax No.: (020) 40467788

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting (AGM) of shareholders of Agriwise Finserv Limited (Erstwhile StarAgri Finance Limited) (CIN: U65999MH1995PLC267097) will be held at shorter on 06th day, September, 2023 at 10.00 a.m. at the registered office of the Company at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar, Andheri (E) Mumbai – 400059, to transact the following:

Ordinary business:

1. Adoption of Financial Statements:

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2023, including the audited Balance Sheet as at 31st March, 2023, the statement of audited Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors ('the Board') and Auditors thereon.

2. Re-Appointment of Retiring Director:

To appoint a director in place of Mr. Suresh Chandra Goyal [DIN: 02018073], who retires by rotation and, being eligible, seeks re-appointment.

Special Business:

3. Approval for Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or any amendment thereto or re-enactment thereof for the time being in force), and the Company’s policy on Related Party transaction(s), approval of shareholders be and are hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act for the financial year 2023-24 as per the statement as detailed below:

Name of the Related Party	Name of the Directors or KMP's who is related	Nature of Relationships	Nature & particulars of the contracts or arrangements or transactions	Monetary value of contracts or arrangements or transactions
Star Agriware housing and Collateral Management Limited (SACML)	Mr. Sureshchandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Holding Company	Contract for availing collateral Management services on a continuous basis at a market competitive rate and at par with other vendors.	Rs. 1,25,00,000/-
			Transactions of rent expenses for sharing common branch offices situated at different states/cities as per the respective lease agreement	As per agreement
			Transactions of rent income for use of Chakala Office as per sub lease agreement dated 15 September, 2021.	Rs. 60,000
Star Agribazaar Technology Limited (SATL)	Mr. Suresh Chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	A private company where directors are member and director	Transactions of rent income for use of Chakala Office as per sub lease agreement dated 15 th September, 2021.	Rs. 60,000
Farmers Fortune (India)Private Limited (FFIPL)	Mr. Sureshchandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated 15 th September, 2021.	Rs. 60,000/-
Star Agriinfrastructure Private Limited (SAIPL)	Mr. Sureshchandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated 15 th September, 2021.	Rs. 60,000/-
Star Agrilogistics Private Limited (SALPL)	Mr. Sureshchandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Transactions of rent income for use of Chakala Office as per sub lease agreement dated 15 th September, 2021.	Rs. 60,000/-
Shri Krishna Motor Company	Mr. Amith Agarwal, Director	Firm in which Director is a Partner	Transaction of Rent payment for use of Chakala Office as per leave and license agreement dated 03 rd September, 2021.	Rs. 41,00,000/-
Prashant Agarwal	Mr. Amith Agarwal, Director	Relative of a Director	Transaction of Rent payment for use of Alwar branch office as per leave and license agreement dated 20 th October, 2020.	Rs. 3,30,000/-
Farmers Fortune (India)Private Limited (FFIPL)	Mr. Sureshchandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal and Mr. Amit Goyal, Directors	Fellow Subsidiary	Assignment of lease rental by hiring Cold storage equipment's to various vendors by FFIPL/Ecofrost Technologies Pvt. Ltd. as per agreement dated 20.03.2023	Rs. 3,50,00,000/-

RESOLVED FURTHER THAT the consent, sanction, permission or approval of shareholders be and are hereby accorded to the Board of Directors of the Company to enter into loan transactions in the ordinary course of business with the holding Company and the fellow subsidiary companies, related parties, provided that the aggregate value of transaction does not exceed INR 40,00,00,000 (Indian rupees forty crore only);

RESOLVED FURTHER THAT as per the Policy, the consent of the shareholders is also accorded to the Board of Directors of the Company for the transactions which cannot be foreseen at the beginning of the year provided the value per transaction does not exceed INR 1,00,00,000 (Rupees One Crore Only).”

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

**Sd/-
Nikita Shelke
Company Secretary
Membership No: A67955**

**Place: Mumbai
Date: 25.05.2023**

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 REGISTERED EQUITY SHAREHOLDER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY, THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING OF THE EQUITY SHAREHOLDERS.
3. A person can act as a proxy on behalf of shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A shareholder holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

4. Corporate shareholders 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 28th AGM.
5. Notice of 28th AGM along with the Financial Statement is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company. Shareholders may note that the Notice will also be available on the Company's website at www.agriwise.com
6. A shareholders or his/her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. The Company has been maintaining, inter alia, the following statutory registers at its registered office:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

The said registers will be made accessible for inspection and shall remain open and be accessible to any shareholder during the continuance of the meeting.
9. Shareholders 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.
10. Route-map to the venue of the Meeting is provided at the end of the Notice.
11. For ease of conduct, shareholders who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance via email at compliance@agriwise.com.

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

Item No. 3:

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the contract(s) or arrangement(s) or transaction(s) with a Related Party as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently shareholders of the Company by way of an ordinary resolution in case the value of Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and transactions other than in ordinary course of business and on arm's length basis.

Accordingly, Audit Committee and Board of Directors of the Company at their meeting held on 25th May, 2023 have considered and approved the proposed contract(s) or arrangement(s) or transaction(s) with a Related Party, in one or more tranches, for financial year 2023-24 as per the statement provided in the resolution and also the Board has recommended the Resolutions at Item No.3 of this Notice as an Ordinary Resolutions for your approval.

Hence, approval of shareholders by way of an Ordinary Resolution under section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 is being sought to enable the Company to enter into proposed contract(s) or arrangement(s) or transaction(s), in one or more tranches, with a related party, for financial year 2023-24 as per the statement provided in the resolution.

The Board recommends the resolutions as set out in Item No. 3 of notice for approval of shareholders of the Company as an Ordinary Resolution.

All the relevant documents can be inspected at the office hours on working days at the registered office of the Company.

Except Mr. Suresh Chandra Goyal, Mr. Amith Agarwal, Mr. Amit Khandelwal, Mr. Amit Kumar Goyal none of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of Board of Directors
For Agriwise Finserv Limited
(Erstwhile StarAgri Finance Limited)**

Sd/-

**Nikita Shelke
Company Secretary
Membership No: A67955**

Place: Mumbai

Date: 25th May, 2023

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 MH 400059.
 Name of the Member(s) : _____
 Registered Address: : _____
 E-mail ID : _____
 Folio/ DP ID - Client ID : _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

(1)	Name	: _____	Address	: _____	or failing him
	Email Id	: _____	Signature	: _____	/ her
(2)	Name	: _____	Address	: _____	or failing him
	Email Id	: _____	Signature	: _____	/ 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 28th Annual General Meeting of the company, to be held on Wednesday, 06th September, 2023 at 10:00 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
Ordinary Business				
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2023 and the Reports of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Suresh Chandra Goyal [DIN: 02018073], who retires by rotation.			
Special Business				
4.	To consider and approve proposed Related Party Transactions, for F.Y. 2023-24.			

Signed this _____ day of _____ 20____

Signature of member

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:

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 28th Annual General Meeting (the 'AGM') of members of Agriwise Finserv Limited (Erstwhile StarAgri Finance Limited) held on Wednesday, 06th September, 2023 at 10:00 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)
Proxy

Signature of the Member /

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*

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CIN: U65999MH1995PLC267097 Website: www.agriwise.com

Route Map to the Venue of 28th Annual General Meeting

