

AGRIWISE FINSERV LIMITED

(CIN: U65999MH1995PLC267097)

Registered office: 802, 08th Floor Sumer Plaza Marol Maroshi Road Marol Naka Mumbai 400 059, Andheri (E) Mumbai – 400059 Email ID: info@agriwise.com

Website: <https://www.agriwise.com>

Tel No.: (91) 61829700 Fax No.: (022) 61829777

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting (AGM) of shareholders of Agriwise Finserv Limited (CIN: U65999MH1995PLC267097) will be held on 22nd September, 2025 on Monday at 10.00 a.m. at shorter through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).to transact the following:

The proceedings of the thirtieth Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at 802, 08th Floor Sumer Plaza Marol Maroshi Road Marol Naka Mumbai 400 059, Andheri (E) Mumbai – 400059 which shall be the deemed venue of the AGM.

Ordinary Business:

1. Adoption of Standalone Financial Statements:

Consideration and Adoption of the Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED** that the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

2. Re-appointment of Mr. Amith Agarwal [DIN: 01140768], as a Director liable to retire by rotation and being eligible offers himself for reappointment.

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED** that Mr. Amith Agarwal [DIN: 01140768], who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

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3. **Appointment of M/s. SGCO & Co LLP, Chartered Accountants (Firm Registration No.: 112081W/W100184) as statutory auditor of the company.**

“RESOLVED THAT pursuant to the provisions of Sections 139,142 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and other applicable provisions, if any, M/s. SGCO & Co LLP, Chartered Accountants (Firm Registration No.: 112081W/W100184), be and are hereby appointed as the Statutory Auditor of the Company, to hold the office commencing from the conclusion of 30th annual General Meeting for a single term of 5 (Five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the audit committee in consultation with the auditors and duly approved by the board of Directors of the company.

RESOLVED FURTHER THAT any of Directors or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company, to file necessary e-Form/Return with the Registrar of Companies, Ministry of Corporate Affairs, and to do all other acts, deeds, matters and things as may deem necessary for the purpose of giving effect to the aforesaid resolution.”

Special Business:

4. **Appointment of Statutory Auditor to fill the Casual Vacancy:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and section 142 of the companies act read with Companies (audit and auditors) rules, 2014 and other applicable provisions, if any, the Audit Committee hereby recommended the appointment of M/s. SGCO & Co LLP, (FRN.:112081W/W100184) Chartered Accountants, as the Statutory Auditor of the Company, to fill the casual vacancy caused by the resignation of **M/s M.K.Dandekar & Company LLP**, (FRN.:000679S) (ICAI Reg. No.000679S/S000103) **Chartered Accountants**, to hold office till the conclusion of the ensuing 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses as may be determined and recommended by the audit committee in consultation with auditors and duly approved by the board Directors of the company;

RESOLVED FURTHER THAT The Company has obtained the necessary consent and eligibility certificate under Sections 139 and 141 of the Companies Act, 2013 from M/s. SGCO & Co LLP, confirming their willingness and qualification to act as Statutory Auditors;

RESOLVED FURTHER THAT any of Directors and/or, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to file necessary e-Form/Return with the Registrar of Companies, Ministry of Corporate Affairs, and to do all other acts, deeds, matters and things as may deem necessary for the purpose of giving effect to the aforesaid resolution.”

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5. Approval for Related Party Transactions for the financial year 2025-26:

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 2025-26 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. 1,00,00,000/-
			Transactions of rent expenses for sharing common branch offices situated at different states/cities as per the respective lease agreement	As per agreement
Star Agribazaar Technology Private Limited (SATPL)	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 Marol Office as per sub lease agreement dated 01.04.2024.	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 Marol Office as per sub lease agreement dated 01.04.2024	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 Marol Office as per sub lease agreement dated 01.04.2024.	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 Marol Office as per sub lease agreement dated 01.04.2024.	Rs. 60,000/-
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. 4,24,800/-

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**

Sd/-

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

**Place: Mumbai
Date: 17th September, 2025**

Registered Office:
802, Sumer Plaza, Marol Maroshi Road,
Marol Naka, Andheri (E), Mumbai- 400059
(Maharashtra)

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NOTES:

CONDUCT OF THE AGM, VOTING AND ATTENDANCE:

The Ministry of Corporate Affairs, Government of India (“MCA”) had allowed companies to conduct Annual General Meetings (“AGM”) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) during the calendar year 2022, without physical presence of Members, which has been further extended up to September 30, 2025 vide General Circular No. 09/2024 dated September 19, 2024.

This AGM is being convened in compliance with applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder; the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020, General circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023. (“MCA Circulars”).

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (‘the Act’) and the MCA Circulars, the 30th AGM of the Company is being held through 30th AGM shall be deemed to be conducted at the Registered Office of the Company at 801, Sumer Plaza, Marol Maroshi Road, Marol Naka, Andheri (E), Mumbai, Maharashtra, India, 400059.

In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, and revised on April 01, 2024 the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company.

Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto. Since the AGM is being held through VC / OAVM, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice. However, in pursuance of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, etc. to their DPs in case the shares are held in electronic form and to the Company in case the shares are held in physical form, quoting their folio number.

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To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time

Pursuant to Companies Act, 2013, securities of public companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members are requested to hold the shares in dematerialised form.

For security reasons and proper conduct of the meeting, entry to the place of the meeting will be regulated by the Attendance Slip, Members, Proxies and Authorized Representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue. Members/Proxies/ Authorized Representatives attending the meeting are required to submit a valid identity proof such as PAN Card/AADHAR/Passport etc. to enter the meeting hall.

All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during its working hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an e-mail to Nikita.shelke@agriwise.com

During the 30th AGM, Members may access Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the other relevant documents referred to in the Notice of the AGM as they are open for inspection during the meeting.

In compliance with MCA Circulars, notice of the AGM, a copy of Audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2025, together with the Board's Report and Auditor's Report are being sent only through electronic mode to all Members at their email addresses registered with Company.

Members requesting any information relating to the accounts and/or operation of the Company are requested to write to the Company well in advance, at least two days before the date of the meeting to enable the Company to keep the information ready at the meeting

The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to Nikita.shelke@agriwise.com before the commencement of the meeting.

The Company shall send a meeting invite to the registered email addresses of the Members entitled to attend the AGM separately. Members are requested to follow instructions as stated in this notice for participating in the AGM through zoom platform.

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The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. In Compliance with the MCA Circulars and applicable provisions of the Act and rules made thereunder, the Members will have facility to vote on the proposed agenda matters of the Notice convening the AGM, through “Show of Hands”, unless a demand for poll is made by any Member in accordance with Section 109 of the Act.

In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Act, Members can cast their vote during the AGM by sending an email to Nikita.shelke@agriwise.com from their registered email addresses.

Facility of joining the AGM through **ZOOM** shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing to us at Nikita.shelke@agriwise.com.

The Members who do not wish to speak at the AGM may also send their queries / questions in advance by writing to us at Nikita.shelke@agriwise.com. Members may raise questions during the meeting as well.

However, the Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH ZOOM:

A meeting invite shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through zoom application.

Click on ‘Join meeting’ in the meeting invite sent to you on your email address / calendar.

You will be directed to the website of Zoom. Enter your first name, last name and email address (of your choice) and click on ‘Join Meeting’.

For better experiencing the proceedings of the AGM, Members are requested to download the Zoom application.

Members are encouraged to log in from a laptop/desktop with a stable internet connection for best experience. Use of headphones/earphones is recommended for clear audio.

In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Nikita Shelke on +91-9136943965 Company’s IT Helpdesk on +91 9136943960.

Participation of members through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.

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Members who wish to ask questions or express their views may register themselves as speakers by sending their request mentioning their name, demat account number (DP ID Client ID)/folio number, email ID, and mobile number to Nikita.shelke@agriwise.com at least 2 days before the AGM i.e. on or before Friday, September 19, 2025.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is not required to provide the remote e-voting facility to its shareholders. Therefore, voting on the proposed business items shall be conducted during the proceedings of the AGM. Instructions for voting during the AGM will be shared at the time of the meeting.

By Order of the Board of Directors
For Agriwise Finserv Limited
Sd/-

Nikita Shelke
Company Secretary
(Membership Number: A67955)

Date: 17th September, 2025

Place: Mumbai

Registered Office:

802, Sumer Plaza, Marol Maroshi Road, Andheri (E),
Marol Naka, Mumbai- 400059 (Maharashtra)

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ADDITIONAL INFORMATION WITH THE RESPECT TO THE ITEM NO 2 AND EXPLANATORY STATEMENT IN RESPECT OF ITEM NO 4 & 5 PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE OF THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY DATED SEPTEMBER 22, 2025.

Item No.4: Appointment of Statutory Auditors to Fill the Casual Vacancy:

M/s. M. K. Dandekar & Co., Chartered Accountants (Firm Registration No.: 000679S) as Statutory Auditor of the Company for first term of five consecutive years, from the conclusion of 27th Annual General Meeting of the Company held in the year 2022 till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2027. However, in compliance with the Reserve Bank of India (RBI) Guidelines on the Appointment of Statutory Auditors, we would like to informed to the board members that auditor have tendered their resignation via letter dated 14th August 2025.

Pursuant to the provisions of Section 140 (2) the Company has duly received the resignation letter along with the requisite duly filled forms with Registrar of the Companies and supporting documents.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 and the applicable rules thereunder, any casual vacancy arising due to the resignation of the Statutory Auditors shall be filled by the Board of Directors within 30 days, subject to approval by the shareholders at a General Meeting convened within three months from the date of Board recommendation.

Accordingly, it is proposed to appoint M/s. SGCO & Co LLP, Chartered Accountants (Firm Registration No.: 112081W/W100184), to fill the said casual vacancy and to hold office until the conclusion of the ensuing Annual General Meeting. A brief profile of the proposed firm is attached for reference/record and necessary approval purpose.

The Company has obtained the necessary consent and eligibility certificate under Sections 139 and 141 of the Companies Act, 2013 from M/s. SGCO & Co LLP, confirming their willingness and qualification to act as Statutory Auditors.

The Audit Committee and the Board of Directors of the Company have recommended and accorded approval on this matter after due deliberations, the Board of Directors of the Company recommends the resolutions set out at Item No. 04 of the accompanying Notice for your approval as Ordinary Resolution.

The disclosures of brief profile of the proposed statutory auditor in terms of the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India ("ICSI") is annexed herewith and forming part of this notice as **Annexure-A**.

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None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

Item No.5: Approval for Related Party Transactions for the financial year 2025-26:

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 27th June, 2025 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 2025-26 as per the statement provided in the resolution and also the Board has recommended the Resolutions at Item No.5 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 2025-26 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.

Mr. Suresh Chandra Goyal, Mr. Amith Agarwal, Mr. Amit Goyal and Mr. Amit Khandelwal, directors of the company holds 6.28 %, 7.75%, 14.01 % and 8.79 % shares in the Star Agriwarehousing and Collateral Management Limited.

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

Sd/-

Nikita Shelke
Company Secretary
Membership No: A67955

Place: Mumbai

Date: 17th September, 2025

CIN: U65999MH1995PLC267097

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Annexure- A

Information on Director being re-appointed as required under relevant provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in the order of the business items mentioned in the Notice of 30th Annual General Meeting are given hereunder:

DETAILS OF MR. AMITH AGARWAL, DIRECTOR SEEKING REAPPOINTMENT (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):

Name of Director	Mr. Amith Agarwal (DIN: 01140768)
Age	42 years
Date of first appointment	04/08/2014
Qualification	M.B.A.
Experience	He is engaged in business development, corporate tie-ups and looks after financial matters of company. He is having rich experience in the areas of warehouse receipt and collateral finance and is known for creating unique channel partnerships in the rural finance business. He is known for his flair and drive in driving relationships and deploying innovative ideas, he is driving the creation of a global mindset within the company. His dual experience of dealing with rural India and corporates alike is helping in bridging the information divide and
Shareholding in the Company	0.000067% Nominee shareholder
No. of Board meeting attended during FY 24-25	06/06 (100% attendance)
Terms of appointment/ Re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Terms and conditions including remuneration as mentioned in letter. Past remuneration drawn was Rs. INR 75, 00,000/- (Indian Rupees Seventy Five lakhs only)
Other Directorship	1. Bikaner Agrimarketing Private Limited 2. Star Agrilogistics Private Limited 3. Star Agriinfrastructure Private Limited 4. FarmersFortune (India) Private Limited 5. Agriwise Finserv Limited 6. Star Agribazaar Technology Limited 7. Agri Warehousing Service Providers(India) Association 8. Star Agri services Pte. Ltd.

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Membership/Chairmanship of Committee of other Boards	<p><u>Agriwise Finserv Limited</u> -Member of CSR Committee - Member of IT steering and strategy Committee</p> <p><u>Star Agriinfrastructure Pvt. Ltd.</u> -Chairman of audit Committee -Chairman of Nomination and Remuneration Committee</p> <p><u>Star Agriwarehousing and Collateral Management Limited</u> - Chairman of CSR Committee</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Amith Agarwal is not related to any other Director and Key Managerial Personnel of the Company.
Justification for choosing the appointees for appointment as Independent Directors	Because of his knowledge, acumen, expertise and experience

Information on Director being re-appointed as required under relevant provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in the order of the business items mentioned in the Notice of 30th Annual General Meeting are given hereunder:

DETAILS OF SGCO& Co, LLP Chartered Accountant as Statutory Auditor of the company.

(Disclosure relating to Statutory Auditor pursuant to Secretarial Standards on General Meetings):

Annexure- B

SGCO firm Established in 1992 with vision to become “Truly Global Consulting Firm”, S G C O & Co. LLP aims to provides value added services to the clients.

- SGCO is a Category-I Firm, catering to over 250 client groups across diverse sectors.
- Total Strength of the firm is 250+
- SGCO is committed to provide services with objectivity, maintaining the highest ethical & professional standards with paramount emphasis on the interest of the clients and its stake holders.

They offers various services which includes statutory audit, Tax audit, Limited Reviews and Interim Financial Reporting, Brief profile of the auditor is attached for member’s reference.

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