

Dear Members/ Directors/ Auditor,

You are cordially invited to attend the 27 Annual General Meeting (the '**AGM**') of the members of Ashv Finance Limited (the '**Company**') to be held on Thursday, 25 September 2025 at 05:00 P.M. at the registered office of the Company situated at Yesssworks Spaces, 1st Floor, 271 Business Park, Model Industrial Estate, Vishweshwar Nagar, Goregaon (East) Mumbai – 400063, via audio – visual means.

The Notice of the meeting, containing the business to be transacted, is enclosed.

You are requested to confirm your participation to the undersigned to attend the AGM.

Thanking You,

**By the order of the Board
For Ashv Finance Limited**

Name: Atreya Rayaprolu
Designation: Managing Director (Additional) and CEO
DIN: 03544702
Place: YesssWorks Spaces, 1st Floor, 271 Business Park,
Model industrial estate, Vishweshwar Nagar,
Goregaon (East), Mumbai – 400063

Date: 26 August 2025
Place: Mumbai

ASHV FINANCE LIMITED

NOTICE

NOTICE is hereby given that the Twenty Seventh (27) Annual General Meeting of the members of **ASHV FINANCE LIMITED** will be held on Thursday, 25 September 2025 at 05:00 P.M. at the registered office of the Company situated at Yesssworks Spaces, 1st Floor, 271 Business Park, Model Industrial Estate, Vishweshwar Nagar, Goregaon (East) Mumbai – 400063, via audio – visual means to transact the business as follows:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

To consider and adopt the audited financial statements for the financial year ended 31 March 2025 and the reports of the board of directors and auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT audited financial statements including balance sheet as on March 31, 2025, statement of profit and loss account for the year ended on that date along with cash flow statement, notes to financial statements, together with boards’ report and auditors’ report thereon for the year ending on that date as circulated to the shareholders be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto, including but not limited to filing of necessary forms with the concerned Registrar of Companies; and to comply with all other requirements in this regard under Companies Act, 2013 and rules and regulations made there under and such other law as may be applicable”

2. RE-APPOINTMENT OF MR. VINEET CHANDRA RAI (DIN: 00606290), DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION:

To consider and appoint a director, in place of Mr. Vineet Chandra Rai (DIN: 00606290) who retires and is eligible, offers himself for re-appointment.

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 152 and other applicable provisions of the Companies Act, 2013 and consent of members of the Company be and is hereby accorded, Mr. Vineet Chandra Rai (DIN: 00606290) who retires by rotation and being eligible, offers himself for re appointment, be and is hereby re-appointed as a “Director” of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to execute, file, and sign e-form DIR-12 and other necessary forms or documents, and to undertake all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution, including resolving any doubts, questions, or difficulties that may arise in connection therewith;

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RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do such acts, deeds, matters and things as may be necessary, desirable, or expedient in connection therewith to give effect to this resolution.”

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ATREYA RAYAPROLU (DIN: 03544702) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and approve the appointment of Mr. Atreya Rayaprolu (DIN: 03544702) as Managing Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, the applicable provisions of the Reserve Bank of India (RBI) guidelines, and based on the recommendation of the Board of Directors and the approval granted by the RBI on June 18, 2025, the consent of the members of Company be and is hereby accorded for the appointment of Mr. Atreya Rayaprolu (DIN: 03544702) as Managing Director of the Company.

RESOLVED FURTHER THAT upon receipt of members' approval, any Director of the Company be and is hereby severally authorized to execute, file, and sign e-form DIR-12 and other necessary forms or documents, and to undertake all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution, including resolving any doubts, questions, or difficulties that may arise in connection therewith;

RESOLVED FURTHER THAT Mr. Atreya Rayaprolu shall hold the designation of Managing Director & Chief Executive Officer (CEO) of the Company;

RESOLVED FURTHER THAT any Director and/or the Company Secretary be and are hereby severally authorized to certify a copy of this resolution and provide the same to concerned authorities or stakeholders as may be required.”

**By the order of the Board
For Ashv Finance Limited**

Name: Atreya Rayaprolu
Designation: Managing Director (Additional) and CEO
DIN: 03544702
Place: YesssWorks Spaces, 1st Floor, 271 Business Park,
Model industrial estate, Vishweshwar Nagar,
Goregaon (East), Mumbai – 400063

Date: 26 August 2025
Place: Mumbai

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1. Annual General Meeting (“**AGM**”) of the members of **Ashv Finance Limited** (“**the Company**”) is scheduled to be held on Thursday, 25 September 2025, at 05.00 P.M. (IST) through video conferencing (“**VC**”) or other audiovisual means (“**OAVM**”) in compliance with circulars of Ministry of Corporate Affairs (“**MCA**”) bearing the General Circulars dated 8 April 2020, 13 April 2020, 5 May 2020, 25 September 2023 and 19 September 2024 (collectively referred to as ‘**the MCA Circulars**’) respectively pertaining to clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 on account of the threat posed by Covid-19.
2. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a General Meeting may be called after giving shorter notice if consent is given by the majority of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting.
3. The video conference facility shall be made available through Zoom. The login credentials /link for enabling the members to attend the meeting will be communicated to them in due course of time.
4. The proceedings of the entire AGM shall be recorded and will be available with the Company.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate members intending to attend the meeting through their authorized representative and vote at the meeting are requested to send a duly certified true copy of the resolution under Section 113 of the Companies Act, 2013, authorizing them to attend and vote at the meeting.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. In furtherance of the Go Green Initiative of the Government, an electronic copy of the Notice of AGM is being sent to all the members whose email addresses are registered with the Company.
9. 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 Companies Act, 2013.
10. Members who wish to change/correct their email id, send a request to the Company at E-mail id compliance.team@ashvfinance.com for receiving all communications including any notices, circular etc. from the Company electronically.
11. Necessary documents including the Notice and the explanatory statement will be made available for inspection in electronic form during the meeting, any member who wishes to inspect the said documents shall request for the same by writing in the chat box available.

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12. In the 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.
13. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.
14. Members who need assistance for using the video conferencing technology before or during the meeting, shall contact Ms. Megha Jain at megha.j@ashvfinance.com who shall assist the members in holding meetings via video conferencing.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

General Guidelines for shareholders

- i. Convenience of all shareholders has been considered for scheduling this meeting.
- ii. Further, the Members will be required to allow the Camera and use the internet audio settings as and when asked while setting up the meeting on Mobile App with good speed to avoid any disturbance during the meeting.
- iii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

How to Join Meeting

Members can join the meeting by login into Zoom either in Mobile or Computer or Laptop. The Members should follow the process given below:

If joining from a mobile device:

- i. The video conference facility can be accessed as follows:

Video Link

<https://us02web.zoom.us/j/84554783903?pwd=HYMR6s3IL7mSpwL6HMrsuEnFzUKLvn.1>

Meeting ID: 845 5478 3903

Passcode: 906753

Alternatively, members will receive an invitation via email and link provided by the company in advance before the meeting.

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- ii. Click on the link given in the email and then download by clicking on the download button that appears in the App/ Google Play Store.
- iii. Once App is installed then click join the meeting.
- iv. Please enter the Meeting ID and Password (this will be displayed in the email invitation).
- v. Members may choose whether to come into the meeting with audio or video-enabled or disabled options.
- vi. Members can use the Chat facility to send any query related to the proceedings of the meeting.
- vii. Click on the 'Chat' icon in the toolbar, a chat window will be displayed, select 'Everyone' or send any query with the name of a member.

If joining from a Computer/Laptop:

- i. While entering into a meeting for the first time from a computer you will need to download a small application file.
- ii. One can easily download apps by using browsers like Mozilla, Firefox and Google Chrome.
- iii. Click on the invite link and app will redirect you to a webpage. This webpage will ask you to download the app on your device.
- iv. Once the application is downloaded on your desktop, install and open it. App will automatically open the meeting in concern. If one is unable to open the link, then move back to your email ID and click on the invite link. You will now see a prompt to open the link in the app. clicking on the launcher.exe file will install the App.
- v. Grant the necessary permissions to the app to use your camera and microphone in order to start and join the meeting.
- vi. Please enter the Meeting ID and Password (this will be displayed in the email invitation).
- vii. Members may choose whether to come into the meeting with audio or video-enabled or disabled options.
- viii. Members can use the Chat facility to send any query related to the proceedings of the meeting.
- ix. Click on the 'Chat' icon in the toolbar, a chat window will be displayed, select 'Everyone' or send any query with the name of a member.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:

Following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, which sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the company:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ATREYA RAYAPROLU (DIN: 03544702) AS MANAGING DIRECTOR OF THE COMPANY:

Due to resignation of Mr. Nikesh Kumar Sinha, Managing Director and CEO of the Company, the Board of Directors vide a resolution passed by the Board of Directors in its meeting held on July 28, 2025 and pursuant to approval as received from Reserve Bank of India (RBI) on June 18, 2025, Mr. Atreya Rayaprolu (DIN: 03544702) is appointed as Additional Managing Director with effect from July 28, 2025 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Atreya Rayaprolu, as Managing Director with effect from September 25, 2025.

Mr. Atreya Rayaprolu has been associated with Aavishkar Group since 2006 in various capacities. He has been instrumental in driving business across Impact Verticals such as Rooftop Solar, Partnerships and the Digital Channels.

Previously, as a CEO of Tribe3 from 2016 to 2020, he built a FinTech platform including Credit Risk Models focused on characterizing and delivering financial services to micro-and-small businesses and also played a key role in building partnerships with Banks and NBFCs. From 2006 to 2016, he was with Inetlecap contributing immensely to their expansion in East Africa and setting up their Investment Banking Business. He was also associated with ICICI Bank and IVY Comptech in the early days of his career. Graduated from IIT- Delhi, he has done his MBA from ISB- Hyderabad. He was also awarded as one of the 'Top 20 Visionary Digital Leaders of the Year' in the NBFC Leadership Awards 2023.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Atreya Rayaprolu is annexed in Annexure I to this Notice.

Except Mr. Atreya Rayaprolu and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution at Item No. 3 for approval of the members.

For Ashv Finance Limited

Name: Atreya Rayaprolu

Designation: Managing Director (Additional) and CEO

DIN: 03544702

Place: YesssWorks Spaces, 1st Floor, 271 Business Park,
Model industrial estate, Vishweshwar Nagar, Goregaon (East), Mumbai – 400063

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