

HELD AT _____ ON _____ TIME _____

MINUTES OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ASHV FINANCE LIMITED (ERSTWHILE KNOWN AS JAIN SONS FINLEASE LIMITED) CONVENED PURSUANT TO THE ORDER DATED 1ST FEBRUARY, 2021 OF HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH IN ACCORDANCE WITH THE COMPANY SCHEME APPLICATION NO. C.A. (CAA) NO. 1113 OF 2020 HELD ON FRIDAY, THE 19TH DAY OF MARCH, 2021 BETWEEN 12:30 PM TO 01:00 PM AT 12B, 3RD FLOOR, TECHNIPLEX-II, IT PARK, OFF. VEER SAVARKAR FLYOVER, GOREGAON (WEST) MUMBAI- 400062, MAHARASHTRA.

Present:

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|---------------------------------|---|--|
| Mr. Nikesh Kumar Sinha | - | Chairman of the National Company Law Tribunal Convened Meeting, Managing Director and Member |
| Mr. Anurag Agrawal | - | Director and Authorised Representative of Intellectual Capital Advisory Services Private Limited and Aavishkaar Venture Management Services Private Limited |
| Ms. Monika Thadeshwar (Variava) | - | Company Secretary and Authorised Representative of Triodos SICAV II - Triodos Microfinance Fund and Legal Owner Triodos Funds B.V. in its capacity as legal owner of Triodos Fair Share Fund (Previously known as Triodos Custody B.V. INZ. Triodos Fair Share Fund), DWM (International) Mauritius Limited and ON Mauritius |
| Ms. Swapna Nair | - | Member |
| Ms. Kiran Agarwal Todi | - | Member |
| Mr. Aashish Bhatt | - | Scrutinizer |

The Company had received six authorized representation letters from the Corporate Members and these Corporate Members were collectively holding 4,19,70,266 Equity Shares of Rs. 10/- each, representing about 98.03% of the paid-up share capital of the Company on fully diluted basis.


Due to prior engagements and work commitments, Mr. Vineet Chandra Rai, Chairman & Director, Ms. Anuradha Ramachandran, Nominee Director, Ms. Suma Swaminathan, Nominee Director, Mr. Rakesh Rewari, Independent Director and Ms. Matangi Gowrishankar, Independent Director of the Company were unable to attend the Hon'ble National Company Law Tribunal Convened Equity Shareholders Meeting.

Also, due to some pre-occupation and prior commitments, none of the representatives from M/s. Walker Chandiok & Co LLP, Statutory Auditor and Parikh & Associates, Secretarial Auditor were able to attend the Hon'ble National Company Law Tribunal Convened Equity Shareholders Meeting .

Chairman:

In accordance with the order dated 1st February, 2021 of Hon'ble National Company Law Tribunal, Mumbai Bench pursuant to the Company Scheme Application No. C.A. (CAA) No. 1113 of 2020, Mr. Nikesh Kumar Sinha the NCLT appointed Chairman took the chair and then started with the proceedings of the Meeting.

The Chairman extended a warm welcome to the Equity Shareholders attending the meeting convened by the Order of the NCLT for the purpose of considering & approving the Scheme of Arrangement (the "Scheme") between TribeTech Private Limited (the "Transferor Company") and Ashv Finance Limited (Formerly known as Jain Sons Finlease Limited) (the "Transferee Company") and their respective


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shareholders under Section 230 to 232 of the Companies Act, 2013 (the Act) and other applicable provision of the Act and rules framed thereunder.

Quorum:

The Chairman confirmed that the requisite quorum being present, called the meeting to order and initiated the proceedings.

Registers and Documents:

The Statutory Registers, as required to be kept open under the provisions of the Companies Act, 2013 during the continuance of this meeting, copy of the signed notice convening this meeting, copy of the Order, Scheme, Memorandum and Articles of Association of all the Companies along with complete set of documents as required under the applicable laws were available for inspection by the Members during the continuance of this meeting.

Notice:

With the consent of the members present, the Notice convening the NCLT convened Meeting along with the Explanatory Statement was taken as read. It was stated that the Explanatory Statement, circulated along with the Notice sets out the details on the rationale of the proposed Scheme.

Appointment of Scrutinizer and Voting Process:

The Chairman then informed that Mr. Aashish K. Bhatt of Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer for conducting the poll and for the purpose of examining the attendance slips kept for this purpose at this meeting.

Upon the request of the Chairman, Mr. Aashish Bhatt, Scrutinizer briefed the Members on the voting procedure to vote through ballot papers as distributed to the respective shareholders.

Business of the Meeting:

Members were explained about the objective/implementation of the resolution and then the following resolution was proposed by the Chairman.

Approval of Scheme of Arrangement (the "Scheme") between TribeTech Private Limited (the "Transferor Company") and Ashv Finance Limited (Formerly known as Jain Sons Finance Limited) the ("Transferee Company") and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 (the Act) and other applicable provision of the Act and rules framed thereunder.

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions, read with applicable rules, orders, notifications and circulars issued thereunder (including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016), and subject to the applicable provisions of the Memorandum of Association and Articles of Association of the Company and receipt of all relevant corporate, statutory, governmental, judicial approvals, permissions and sanctions, including without limitation, sanction of the National Company Law Tribunal (the "NCLT"), Mumbai bench, having territorial jurisdiction in relation to the Company and TribeTech Private Limited and subject to such conditions and guidelines, if any, as may be prescribed, imposed, stipulated in this regard by such



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relevant authorities, from time to time, while granting such approvals, permissions and consents, the Scheme of Arrangement between the Company and TribeTech Private Limited and their respective shareholders (the "Scheme"), placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby approved on such terms and conditions as stated therein.

RESOLVED FURTHER THAT the Board (which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme, or by any other authorities under applicable law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

The Chairman interacted with the Members to share their queries, comments, suggestions etc. There were no queries raised by the Members present.

Conduct of Poll:

The Chairman then ordered the Poll to be conducted.

Ballot box was kept at the Meeting Hall. The Members present in the meeting casted their vote through ballot papers. The duly signed ballot papers were dropped by them in the ballot box.

After ensuring that all members including, representatives had casted their vote, the Scrutinizer took custody of the ballot box.

On completion of the Poll, the Chairman informed that the Polling results would be announced, once the same was received from the Scrutinizer.

The Scrutinizer diligently scrutinized the poll papers and were reconciled with the records maintained by the Company/Registrar and Share Transfer Agent and authorization lodged with the Company and then presented the details of the voting of the Poll to the Chairman, who then declared the result of the poll as follows:

The meeting was attended by 9 Equity Shareholders either in person or through authorized representatives of the Corporate Shareholders. 9 Equity Shareholders holding 4,20,56,201 Equity Shares of Rs.10/- each representing 98.24% on fully diluted basis, who attended the meeting, exercised their votes and voted in favor of the resolution. None of the Equity Shareholders present at the meeting voted against the resolution.

The Chairman then announced that based on the Report of the Scrutinizer, the Resolution as set out in the Notice of Hon'ble National Company Law Tribunal Convened Meeting of Equity Shareholders has been duly approved by the Shareholders unanimously.

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The Chairman informed that the above-mentioned resolution approved by the Equity Shareholders of this meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Mumbai Bench.

Vote of Thanks:

There being no other business, the meeting concluded with a vote of thanks to the Chairman and the Scrutinizer.

PLACE: *Mumbai*
DATE OF SIGNING: *19/3/2021*
DATE OF PREPARATION OF MINUTES: *19/3/2021*
ATE OF ENTRY IN MINUTES BOOK: *19/3/2021*


CHAIRMAN