

**NOTICE OF NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS
OF ASHV FINANCE LIMITED (FORMERLY, JAIN SONS FINLEASE LIMITED)**

NCLT CONVENED MEETING	
Day	Friday
Date	19 March, 2021
Time	12.30 p.m.
Venue	Registered office of the Company at 12B, 3 rd Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.

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ASHV FINANCE LIMITED (Erstwhile Jain Sons Finlease Limited)

Registered Office & Corporate Office:
 12B, 3rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West),
 Mumbai – 400062, Maharashtra, India
 Email: info@AshvFinance.com ; Telephone: +91-22-6249 2700 ; Fax: +91-22-6249 2789
 CIN No.: U65910MH1998PLC333546 ; RBI Reg. No.: B-13.02376

AshvFinance.com

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FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]
**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION NO. 1113 OF 2020**

In the matter of the Companies Act, 2013;
And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder as in force from time to time;

And

In the matter of the Scheme of Arrangement between TribeTech Private Limited ("**Transferor Company**") and Jain Sons Finlease Limited ("**Transferee Company**") and their respective shareholders;

TRIBETECH PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 2013 and having its registered office at 13B, 6th Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.
PAN: AAFCT7770C

**...Applicant Company No. 1/
Transferor Company**

AND

JAIN SONS FINLEASE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 12B, 3rd Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.
(Now known as **ASHV FINANCE LIMITED**)
PAN: AAACJ5946P

**...Applicant Company No. 2/
Transferee Company**

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ASHV FINANCE LIMITED (FORMERLY, JAIN SONS FINLEASE LIMITED) CONVENED PURSUANT TO THE ORDER DATED 1 FEBRUARY, 2021 OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

PURSUANT TO THE ORDER DATED 1 FEBRUARY, 2021 OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

Notice is hereby given that by an order dated the 1st day of February, 2021 (the “**Order**”), the Mumbai Bench of the National Company Law Tribunal (the “**NCLT**”) has directed a meeting to be held of the equity shareholders of Ashv Finance Limited (*formerly, Jain Sons Finlease Limited*) (the “**Transferee Company**”, and such meeting, the “**Shareholders’ Meeting**”) for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement (the “**Scheme**”) proposed to be made between TribeTech Private Limited (the “**Transferor Company**”) and the Transferee Company and their respective shareholders.

Further notice is hereby given that in pursuance of the Order and as directed therein, the Shareholders’ Meeting will be held at the registered office of the Transferee Company situated at 12B, 3rd Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062 on Friday, the 19th day of March, 2021 at 12.30 p.m. at which time and place the said equity shareholders are requested to attend.

Copies of the Scheme, the Explanatory Statement under section 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with the annexures as indicated in the Index, Form of Proxy and Attendance Slip are enclosed herewith and can also be obtained free of charge at the registered office of the Transferee Company.

Persons entitled to attend and vote at the Shareholders’ Meeting, may vote in person or by proxy, provided that the proxy is in the prescribed form duly signed by the said equity shareholders or by their authorized representatives and deposited at the registered office of the Transferee Company at Mumbai not later than 48 hours before the Shareholders’ Meeting.

The NCLT has appointed Mr. Nikesh Kumar Sinha, managing director of the Transferee Company and in his absence, Mr. Anurag Agrawal, director of the Transferee Company as the Chairperson of the Shareholders’ Meeting. The Scheme, if approved at the Shareholders’ Meeting, will be subject to the subsequent approval of the NCLT.

The Audit Committee and the Board of Directors of the Transferee Company had, at their respective meetings held on 22 July, 2020, approved the Scheme subject to the sanction of the NCLT and of such other authorities as may be necessary.

The following business shall be transacted at the Shareholders’ Meeting:

To consider and if thought fit, approve with or without modification(s) the following resolutions under Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Companies Act, 1956 as may be applicable:

“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 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.”

Nikesh Kumar Sinha
(Chairperson appointed for the Shareholders’ Meeting)

Dated this 16th day of February, 2021

Place: Mumbai

Registered Office:

Ashv Finance Limited (*formerly, Jain Sons Finlease Limited*)

12B, 3rd Floor,

Techniplex II, IT Park, off Veer Savarkar Flyover,

Goregaon West, Mumbai – 400 062

Email: compliance.team@ashvfinance.com

Phone: 022 6249 2700

NOTES:

- (i) The voting at the Shareholders' Meeting shall be conducted by poll.
- (ii) Only the registered equity shareholders of the Transferee Company may attend and vote at the Shareholders' Meeting (either in person or in proxy or by an authorized representative under Section 113 of the Companies Act, 2013). The cut-off date for determining the eligibility of the equity shareholders to attend and vote at the Shareholders' Meeting is 31 December, 2020. For the persons who are not equity shareholders of the Transferee Company as on the cut-off date, this notice is for information purpose only.
- (iii) The authorized representative of a body corporate which is an equity shareholder of the Transferee Company as on the cut-off date, may attend and vote at the Shareholders' Meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Shareholders' Meeting, is deposited at the registered office of the Transferee Company not later than 48 hours before the Shareholders' Meeting.
- (iv) Voting rights of the equity shareholders shall be reckoned on the paid-up value of the equity shares registered in the name of the equity shareholders as on 31 December, 2020, i.e., the cut-off date.
- (v) As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as a proxy on behalf of the equity shareholders not exceeding 50 and holding in the aggregate, not more than 10% of the total share capital of the Transferee Company carrying voting rights. Provided that an equity shareholder holding more than 10% of the total share capital of the Transferee Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.

- (vi) All alterations made in the Form of Proxy should be initialed.
- (vii) The quorum for the Shareholders' Meeting shall be 2 (two) persons present and voting, as prescribed under Section 103 of the Companies Act, 2013 and as directed in the Order.
- (viii) In the event, quorum for the Shareholders' Meeting is not present within half an hour of the appointed time of the Shareholders' Meeting, then the Shareholders' Meeting shall be adjourned by a period of half an hour from the time appointed for holding the Shareholders' Meeting, and those present shall constitute the quorum. For the purpose of computing the quorum, valid proxies shall also be considered.
- (ix) Voting through poll at the Shareholders' Meeting shall commence on 19 March, 2021 at 12.30 p.m., or as soon thereafter as the quorum for the Shareholders' Meeting is met, and shall end the same day at 2 p.m.
- (x) The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Transferee Company on all days, except Saturdays, Sundays and public holidays during business hours i.e., between 10 a.m. to 5 p.m. up to 1 (one) day prior to the date of the Shareholders' Meeting.
- (xi) A registered equity shareholder is requested to bring a copy of the notice to the Shareholders' Meeting, and produce it at the entrance of the venue of the Shareholders' Meeting, along with the attendance slip, duly completed and signed.
- (xii) Pursuant to the Order, Mr. Aashish Bhatt of Aashish K. Bhatt & Associates, an independent practicing Company Secretary, has been appointed as the Scrutinizer to verify that the Shareholders' Meeting is conducted in a fair and transparent manner.
- (xiii) The notice convening the Shareholders' Meeting will also be published through advertisement in two newspapers viz., the Business Standard in the English language and a Marathi translation thereof in the Global Times (Mumbai edition).
- (xiv) The notice convening the Shareholders' Meeting along with the aforesaid documents are also placed on the website of the Transferee Company viz., <https://www.ashvfinance.com/>.

- (xv) The result of the voting shall be announced by the Chairperson of the Shareholders' Meeting upon receipt of the Scrutinizer's report, on or after 19 March, 2021 and the same shall be displayed on the website of the Transferee Company at <https://www.ashvfinance.com/>.
- (xvi) Any query or any grievance may be addressed to Ms. Monika Thadeshwar (Variava), Company Secretary of the Transferee Company, at the registered office as stated above; e-mail: compliance.team@ashvfinance.com; Phone No. +91 9619503915 (during business hours).
- (xvii) A route map to the venue of the Shareholders' Meeting is enclosed.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION NO. 1113 OF 2020**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder as in force from time to time;

And

In the matter of the Scheme of Arrangement between TribeTech Private Limited (“**Transferor Company**”) and Jain Sons Finlease Limited (“**Transferee Company**”) and their respective shareholders;

TRIBETECH PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 2013 and having its registered office at 13B, 6th Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.

**...Applicant Company No. 1/
Transferor Company**

AND

JAIN SONS FINLEASE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 12B, 3rd Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.

(Now known as **ASHV FINANCE LIMITED**)

**...Applicant Company No. 2/
Transferee Company**

EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF ASHV FINANCE LIMITED (FORMERLY, JAIN SONS FINLEASE LIMITED) UNDER SECTION 102 AND 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order dated 1 February, 2021 (the “**Order**”) passed by the National Company Law Tribunal, Mumbai Bench (the “**NCLT**”) in the Company Scheme Application referred to herein above, a meeting of the equity shareholders of Ashv Finance Limited (*formerly, Jain Sons Finlease Limited*) (the “**Transferee Company**”, and such meeting, the “**Shareholders’ Meeting**”), is being convened and held for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between TribeTech Private Limited (the “**Transferor Company**”) and the Transferee Company and their respective shareholders (the “**Scheme**”) under Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) (the “**Act**”) read with the rules issued thereunder, and other applicable provisions of the Act.
2. A copy of the Scheme setting out in detail the terms and conditions of the Scheme, which have been approved by the Audit Committee and the Board of Directors of the Transferee Company at their respective meetings held on 22 July, 2020 is enclosed herewith as **Annexure A**.

3. **Overview of the Scheme**

The Scheme envisages the merger of the Transferor Company with the Transferee Company, and other matters consequential, supplemental, incidental and/or otherwise integrally connected therewith pursuant to Sections 230 to 232 of the Act and other provisions as may be applicable, with effect from 1 April, 2021 or such other date as the NCLT may direct.

4. **Details of the Scheme of Arrangement as required to be disclosed in compliance with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**

(i) **Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:**

(a) Date of the Order: 1 February, 2021

(b) Date, time and venue of the Shareholders’ Meeting:

- Date: Friday, the 19th day of March, 2021
- Time: 12.30 p.m.
- Venue: the registered office of the Transferee Company situated at 12B, 3rd Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062

(ii) **Details of the Companies:****A. Transferee Company**

- (a) Corporate Identification Number (CIN): U65910MH1998PLC333546
- (b) Permanent Account Number (PAN): AAACJ5946P
- (c) Name of the company: Ashv Finance Limited (*formerly, Jain Sons Finance Limited*)
- (d) Date of Incorporation: 5 February, 1998
- (e) Type of the company (whether public or private or one person company): Public Limited Company
- (f) Registered office address and e-mail address:
 - Registered office address: 12B, 3rd Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062
 - E-mail Address: compliance.team@ashvfinance.com
- (g) Summary of main objects as per memorandum of association; and main business carried on by the company:
 - The main objects of the Transferee Company are set out in its Memorandum of Association. The main objects of the Transferee Company are as follows:

“

 1. *To carry on the business of leasing, financing Subject to approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997 and hire purchase and to acquire and to provide on lease and finance all types of industrial and office plant, equipment, house hold goods, machinery, computers, property, vehicles and consumer goods.*
 2. *To carry on the business of Transfer Agents, Share Brokers, Sub-brokers, underwriters, Portfolio Management, lead managers & Registrar to the issue.*
 3. *To lend or advance money either with or without security and to arrange and negotiate loan, and to carry on the business of financiers, finance brokers, project consultants and factors, money lenders and bill brokers.*
 4. *To apply, subscribe and acquire the membership of NATIONAL STOCK EXCHANGE (NSE), OVER THE COUNTER EXCHANGE OF INDIA (OTCEI) and any other Stock Exchange in India and elsewhere.*
 5. *To carry on the business of acting as agents, brokers, consultants, advisors, partners or in any other intermediary capacity to insurance companies and other corporates in administering the extension of finance to any person and to facilitate the settlement of claims of insured persons and entities.”*

- Main Business of the Transferee Company: The Transferee Company is in the business of lending or advancing money either with or without security and arranging and negotiating loans, and carrying on the business of financiers, finance brokers, project consultants and factors, money lenders and bill brokers.
- (h) Details of change of name, registered office and objects of the Transferee company during the last five years:

- With effect from 8 October, 2020, the name of the Transferee Company has been changed from “Jain Sons Finlease Limited” to “Ashv Finance Limited”.

- The details of the changes in the registered office of the Transferee Company since incorporation are as follows:

Sr. No.	Registered Office Address	Effective Date
1	554, First Floor, Automobile Market, Hissar, Haryana – 125001	Since Incorporation
2	8-2-682/1, 4 th Floor, Road No.12, Banjara Hills, Hyderabad – 500034.	7 May, 2013
3	1002, 10 th Floor, A Block, the Platina, Gachibowli, Hyderabad – 500032	1 January, 2016
4	Babukhan’s Millenium Centre, 4 th Floor, Block-B, Premises No. 403 and 404 (6-3-1099/1100), Somajiguda, Hyderabad – 500082	20 March, 2019
5	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062	22 October, 2019

- (i) Name of the stock exchange where the securities of the company are listed, if applicable: The Transferee Company has certain non-convertible debentures listed on BSE Limited (the “**BSE**”)
- (j) Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital:

The authorized, issued, subscribed and paid up share capital of the Transferee Company as on 31 March, 2020 was as under:

Particulars	Amount (in INR)
Authorized:	
7,34,00,000 Equity Shares of INR 10 each	73,40,00,000
60,00,000 Series C Compulsorily Convertible Preference Shares of INR 10 each	6,00,00,000
56,00,000 Series D Compulsorily Convertible Preference Shares of INR 10 each	5,60,00,000
Total	85,00,00,000
Issued, Subscribed and Paid-up:	
3,36,15,301 Equity Shares of INR 10 each	33,61,53,010
58,49,966 Series C Compulsorily Convertible Preference Shares of INR 10 each	5,84,99,660
26,27,724 Series D Compulsorily Convertible Preference Shares of INR 10 each	2,62,77,240
Total	42,09,29,910

In addition to above, the Transferee Company had a total employee stock option pool of 7,18,734 equity shares.

Subsequent to 31 March, 2020, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Transferee Company.

- (k) Names of promoters and directors along with their addresses as on 31 December, 2020

Sr.No.	Name of the Director	Designation/Relation	Address
1.	Rakesh Rewari	Independent Director	B-1, Hauz Khas, Delhi - 110016
2.	Vineet Chandra Rai	Director & Chairman	1705/06, F Wing, Whispering Palm, Exclusives Lokhandwala complex, Akruli Road, Kandivali

			(East), Mumbai - 400101
3.	Matangi Gowrishankar	Independent Director	Flat 71/76, New Navrang CHSL Peddar Road, Near Telephone Exchange Mumbai 400026
4.	Anuradha Ramachandran	Nominee Director	801, Aurora Towers, ASV Alexandria Apartments, #308, Rajiv Gandhi Salai, Sholinganallur Chennai 600119
5.	Anurag Agrawal	Director	Flat No. 1403, Angelica Mahindra Eminente, SV Road, Goregaon West, Mumbai - 400104
6.	Nikesh Kumar Sinha	Managing Director	Flat No. 301, Pavan Giri, Corner of Central and South avenue, Santacruz West, Mumbai - 400054
7.	Suma Swaminathan	Nominee Director	511 East, 6 th Street APT 4F, New York NY 100096686, United States

Sr. No.	Name of the Promoter	Address
1.	Vineet Chandra Rai	1705/06,F Wing, Whispering Palm, Exclusive Lokhandwala Complex, Akurli Road, Kandivali (E) Mumbai 400101

2.	Aavishkaar Venture Management Services Private Limited	Premises No. 13B (III), 8th Floor, Techniplex II, Veer Savarkar Flyover, S.V.Road, Goregoan (West), Mumbai
3.	Intellectual Capital Advisory Services Private Limited	13A, 6 th Floor, Techniplex-II, Off Veer Savarkar Flyover, SV Road, Goregaon West Mumbai 400062

B. Transferor Company

- (a) Corporate Identification Number (CIN): U74999MH2016PTC282026
- (b) Permanent Account Number (PAN): AAFCT7770C
- (c) Name of the company: TribeTech Private Limited
- (d) Date of Incorporation: 3 June, 2016
- (e) Type of the company (whether public or private or one person company): Private Limited Company
- (f) Registered office address and e-mail address:
 - Registered office address: 13B, 6th Floor, Techniplex II, IT Park, off Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062
 - E-mail Address: compliance@tribe3.com
- (g) Summary of main objects as per memorandum of association; and main business carried on by the Transferor Company:
 - The main objects of the Transferor Company are set out in its Memorandum of Association. The main objects of the Transferor Company are as follows:

“To carry on the business of creating, operating technology platform based on membership and enabling ecosystem for unlisted companies to be able to record data and share information with ease as they grow and provide access to such innovative growth assets brought forth by such companies to a private list of Investors in a manner which is within framework of Applicable Laws and which is process oriented, unbiased, neutral, noninterfering, non-influential, inclusive, transparent, seamless and to act as an advisor, intermediary service provider between individuals and legal entities being unlisted companies to raise funds for their own ventures”

- **Main Business of the Transferor Company:** The Transferor Company is in the business of providing ‘lending-as-a-service’ to banks and non-banking financial companies with a focus on micro and small enterprise customers using technology as an enabler, division, activities and operations as well as the business of providing financial services and products other than lending as a service including their sourcing, marketing and promotion through events, activities and digital marketing efforts.
- (h) Details of change of name, registered office and objects of the company during the last five years: There has been no change in the name, registered office and objects of the Transferor Company since its incorporation.
- (i) Name of the stock exchange where the securities of the company are listed, if applicable: Not applicable, as the Transferor Company does not have any listed securities.
- (j) Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital:

The authorized, issued, subscribed and paid up share capital of the Transferor Company as on 31 March, 2020 was as under:

Particulars	Amount (in INR)
Authorized:	
50,000 Equity Share of INR 10 each	5,00,000
50,000 Compulsorily Convertible Preference Shares of INR 10 each	5,00,000
5,000 Compulsorily Convertible Preference Shares of INR 1,000 each	50,00,000
Total	60,00,000
Issued, Subscribed and Paid-up:	
25,804 Equity Share of INR 10 each	258,040
Total	258,040

In addition to above, the Transferor Company has a total employee stock option pool of 1,725 equity shares.

Subsequent to 31 March, 2020, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company.

- (k) Names of the promoters and directors along with their addresses as on 31 December, 2020:

Sr.No.	Name of the Director	Designation/Relation	Address
1.	Atreya Rayaprolu	Director	C-3906 Oberoi Exquisite, Oberoi garden City, Off Western Express Highway, Goregaon East Mumbai 400063
2.	Manoj Kumar Narayan Nambiar	Director	8, Godavari, Sector-3, Vashi, Navi Mumbai-400703
3.	Vineet Chandra Rai	Director	1705/06, F Wing, Whispering Palm, Exclusive Lokhandwala Complex, Akurli Road, Kandivali (E), Mumbai - 400101
4.	John Arunkumar Diaz	Director	8A, Saahil, 14 Altamount Road, Cumballa Hill Mumbai 400026, Maharashtra, India

Sr. No.	Name of the Promoter	Address
1.	Aavishkaar Venture Management Services Private Limited	Premises No. 13B (III), 6 th Floor, Techniplex II, Veer Savarkar Flyover, S.V. Road, Goregaon (West) Mumbai 400062

- (iii) **If the Scheme relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to the Scheme, including holding, subsidiary or of associate companies:**

The Transferee Company and the Transferor Company are subsidiaries of Aavishkaar Venture Management Services Private Limited and are a part of the Aavishkaar group.

- (iv) **The date of the board meeting at which the scheme was approved by the board of directors including name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

A. Transferee Company

- (a) The Audit Committee of the Transferee Company at its meeting held on 22 July, 2020 recommended the Scheme to the Board of Directors. Subsequently, the Board of Directors of the Transferee Company approved the Scheme at its meeting held on 22 July, 2020.
- (b) The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as follows:

Directors who voted in favour of the resolution:

6 directors with no interest voted in favor of the resolution. The name of the Directors is as below:

Mr. Nikesh Kumar Sinha	Managing Director
Mr. Rakesh Rewari	Independent Director
Ms. Matangi Gowrishankar	Independent Director
Ms. Anuradha Ramachandran	Nominee Director
Mr. Sarunas Kubilickas	Nominee Director
Ms. Suma Swaminathan	Nominee Director

Directors who voted against the resolution:

0

Directors who did not vote or participate on such resolution:

2 interested directors did not vote on such resolution:

Mr. Vineet Chandra Rai	Director & Chairman
Mr. Anurag Agrawal	Director

B. Transferor Company

- (a) The Board of Directors of the Transferor Company approved the Scheme at its meeting held on 6 August, 2020.
- (b) The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as follows:

Directors who voted in favour of the resolution:

Resolution was approved unanimously by all the directors

Mr. Vineet Chandra Rai	Director
Mr. Atreya Rayaprolu	Director
Mr. Manoj Nambiar	Director
Mr. John Arunkumar Diaz	Director

Directors who voted against the resolution:

None

Directors who did not vote or participate on such resolution:

None

(v) Explanatory statement disclosing details of the Scheme:

- (a) **Parties involved in the Scheme:** The Scheme is only an arrangement between the Transferor Company, the Transferee Company and their respective shareholders. The Scheme is not an arrangement with the creditors (whether secured or unsecured) of the respective companies.

(b) **In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:**

- **Appointed Date:** As per the Scheme, the appointed date meant 1 October, 2020 or such other date as may be approved by the Board of Directors of the Transferor Company and Transferee Company prior to the Effective Date. Subsequently, the Board of Directors of the Transferor Company and Transferee Company have in their meetings held on 12 February, 2021 and 8 February, 2021, revised the appointed date to mean 1 April, 2021. Copies of the relevant resolution passed at the aforesaid board meetings are enclosed herewith as **Annexure B**.
- **Effective Date:** means the date on which the NCLT passes an order sanctioning the Scheme in accordance with Section 232(3) and other applicable provisions of the Companies Act, 2013.
- **Share Exchange Ratio:** 292 equity shares of face value of INR 10/- each fully paid up of the Transferee Company to be issued for every 1 Equity Share of INR 10/- each fully paid of the Transferor Company.

(c) **Summary of valuation report (if applicable) including basis of valuation and fairness opinion of registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company:**

Report dated 15 July, 2020 were issued by M/s. BDO Valuation Advisory LLP on the Fair Market Valuation of the equity shares of both the Transferor Company and the Transferee Company and a report recommending the Share Entitlement Ratio is enclosed herewith as **Annexure C**.

According to such reports, the fair market value of one equity share of the Demerged Undertaking of the Transferor Company is INR 33,901.6 and that of the Transferee Company is INR 115.9. The basis of valuation was Comparable Transactions Multiple Method (“CTM”) for the Transferor Company and Genuinely Publicly Traded Comparable or Comparable Companies Multiple Method (“CCM”) for the Transferee Company and. The valuation report was prepared in conformity with the Business Valuation Practice Standards by Institute of Chartered Accountants of India and Statements of Standards of Valuation Services No. 1 of the American Institute of Certified Public Accountants. Based on such valuation, the valuers recommended the above mentioned share entitlement ratio of 292 equity shares of face value of INR 10/- each fully paid up of the Transferee Company

to be issued for every 1 Equity Share of INR 10/- each fully paid of the Transferor Company.

According to the Fairness Opinion dated 20 July, 2020 issued by D&A Financial Services (P) Limited, a SEBI Registered (Category I) Merchant Banker, the above mentioned valuation of the equity shares of the Transferor Company and the Transferee Company have been found to be satisfactory, and the share exchange ratio derived on the basis of such valuation is fair and reasonable to the equity shareholders of both, the Transferor Company and the Transferee Company. Such Fairness Opinion is enclosed herewith as **Annexure D**.

The above mentioned Fair Market Valuation Reports of the Transferor Company and the Transferee Company and report on the Share Entitlement Ratio and the Fairness Opinion are available for inspection at the registered office of the Transferee Company on all days, except Saturdays, Sundays and public holidays during business hours, viz., between 10 a.m. and 5 p.m., up to 1 (one) day prior to the date of the Shareholders' Meeting.

(d) **Details of capital or debt restructuring, if any:** Not applicable

(e) **Rationale for the Scheme:**

- This Scheme is intended to rationalize the business operations and activities of both, the Transferor Company and the Transferee Company, by bringing together the synergy between the technology platform and the distribution capabilities of the two Companies. Since the Transferor Company and the Transferee Company are both part of the Aavishkaar group, and the Transferee Company also forms a significant clientele of the business of the Transferor Company, the lending business of the Transferor Company servicing the Transferee Company is proposed to be demerged into the Transferee Company. This will provide more potential for growth and diversification. This will also lead to better synergy and optimization of costs and resources within the Aavishkaar group.
- The demerger of the Demerged Undertaking from the Transferor Company to the Transferee Company would benefit the respective businesses of the Transferor and Transferee Companies, including:
 - (i) providing synergy between the technology platforms and distribution networks;

- (ii) ensuring better operational management and cost optimization;
- (iii) improving shareholder value for the companies; and
- (iv) making the business proposition more lucrative for a new investor

(f) **Benefits of the Scheme, as perceived by the board of directors to the company, members, creditors and others (as applicable):**

The demerger would, *inter alia*, have the following benefits:

Benefits to the Transferor Company:

(i) Operational Viability

The proposed demerger will bring greater value to the shareholders and other stakeholders of the Transferor Company by facilitating the expansion of its business operations by leveraging its NBFC license, the branch network, geographical coverage and operational structure of the Transferee Company resulting in economies of scale and thereby leading to subsidization and rationalization of operational costs.

(ii) Benefit to Employees

The demerger will streamline the decision making process, help in better utilization of human resources and will provide better opportunity for the employees of the Transferor Company who will be benefited by being part of a larger organization. The demerger will allow the employees of the Transferor Company catering to the business of the Transferee Company to be a part of a larger and more stable group entity. The remaining employees of the Transferor Company will also have more opportunities to grow within the Transferor Company.

(iii) Synergistic benefits

By way of combination of business of the Transferee Company, the Transferor Company can avail revenue and cost synergies by optimization of overlapping infrastructure.

Benefits to the Transferee Company:

(i) Technology

With the Transferee Company's new business strategy of focusing on retail-MSME customers and a granular portfolio diversified across multiple products and channels including digital partnerships and direct digital sourcing, the in-house 'technology' capabilities that the Transferor Company brings in would provide a strong competitive advantage to the Transferee Company.

(ii) Economies of Scale

The overall scale of operations for the Transferee Company would increase post the proposed demerger of the Demerged Undertaking into the Transferee Company. The proposed demerger would benefit the Transferee Company in the usual economies of scale of a centralized and a large company including elimination of duplication of work, reduction in overheads, better and more productive utilization of human and other resources and enhancement of overall business efficiency.

(iii) Diversification

The proposed demerger will allow integration of products/assets, competencies and enable access to a bigger set of consumers.

(iv) Financial Strength

The proposed demerger will help the Transferee Company to emerge much stronger with a wider capital and financial base. It will strengthen, consolidate and stabilize the business and will facilitate expansion and growth of the business.

Thus, as a whole, the demerger of the Demerged Undertaking of the Transferor Company into and with the Transferee Company in terms of the Scheme will be beneficial for, both, the Transferor Company and the Transferee Company as well as their respective shareholders, creditors, employees and all other stakeholders.

(vi) Disclosure about the Effect of the Scheme on:

Sr. No.	Stakeholder	Transferor Company	Transferee Company
(a)	Key Managerial Personnel (KMP) (other than Directors)	No impact	No impact
(b)	Directors	No impact	No impact
(c)	Promoters & Non-Promoters	There will be no change in their shareholding. On Scheme becoming effective, shareholders of Transferor Company whose name is	There will be dilution in their shareholding post issuance of equity shares to the shareholders of Transferor Company

		recorded on the Record Date in the Register of Members of the Transferor Company, shall get shares of Transferee Company in the ratio as given under the Share Entitlement Ratio Report dated 15 July, 2020.	pursuant to the Scheme. Pursuant to the Scheme and in accordance to the approved share entitlement ratio, the Transferee Company will issue and allot equity shares to each shareholder of Transferor Company, whose name is recorded on the Record Date in the Register of Members of the Transferor Company.
(d)	Depositors	Not applicable	Not applicable
(e)	Creditors	No impact.	No impact.
(f)	Debenture Holders	Not applicable	No impact
(g)	Deposit Trustee & Debenture Trustee	Not applicable	No impact
(h)	Employees of the Company	On the Effective Date, the employees of the Demerged Undertaking shall be deemed to have become the employees and staff of the Transferee Company, and shall stand transferred to the Transferee Company without any interruption of service and on terms and conditions no less favorable than those on which they were engaged by the Transferor Company, as including in relation to the level of remuneration and contractual and statutory benefits, staff welfare schemes, incentive plans, terminal benefits, gratuity plans, provident plans, employees' state insurance	On the Effective Date, the employees of the Demerged Undertaking shall be deemed to have become the employees and staff of the Transferee Company, and shall stand transferred to the Transferee Company without any interruption of service and on terms and conditions no less favorable than those on which they were engaged by the Transferor Company, as including in relation to the level of remuneration and contractual and statutory benefits, staff welfare schemes, incentive plans, terminal benefits, gratuity

		and any other special scheme or benefits	plans, provident plans, employees' state insurance and any other special scheme or benefits
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(vii) Disclosure about effect of Scheme on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:

- (a) The directors of the Transferee Company and the Transferor Company and the relatives of such directors may be deemed to be concerned and/or interested in the Scheme only to the extent of their direct shareholding in the respective companies or any entity that directly holds shares in any of the companies.
- (b) Key Managerial Personnel (KMPs) other than directors of the respective companies and their relatives may be deemed to be concerned and/or interested in the Scheme only to the extent of their direct shareholding in the respective companies.
- (c) Save as aforesaid, none of the directors and KMPs of the Transferee Company and the Transferor Company and their relatives have any material interest or concern, financial and/or otherwise in the Scheme.
- (d) The debenture trustee in relation to the non-convertible debentures issued by the Transferee Company does not have any material interest in the Scheme. The Transferor Company has not issued any debentures and therefore, does not have a debenture trustee.

(viii) Investigation or proceedings, if any, pending against the company under the Act:

There are no proceedings pending against the Transferee Company or the Transferor Company under the Act, or under the Companies Act, 1956.

(ix) Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the equity shareholders of the Transferee Company:

The following documents shall be available for inspection at the registered office of the Transferee Company, on all days, except Saturdays, Sundays and public holidays

during business hours i.e., between 10 a.m. to 5 p.m. up to 1 (one) day prior to the date of the Shareholders' Meeting:

- (a) Latest Audited Financial Statements of the Transferee Company and the Transferor Company;
 - (b) Copy of the Order;
 - (c) Copy of Scheme;
 - (d) The Certificate dated 22 July, 2020 issued by the Statutory Auditor of the Transferee Company, to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;
 - (e) Memorandum of Association and Articles of Association of the Transferee Company and the Transferor Company;
 - (f) Fair Market Valuation Report dated 20 July, 2020 issued by M/s. BDO Valuation Advisory LLP, Registered Valuer with respect to the equity shares of both the Transferor Company and the Transferee Company and the Report recommending the Share Entitlement Ratio.
 - (g) Fairness Opinion dated 20 July, 2020 issued by D&A Financial Services (P) Limited, a SEBI Registered (Category I) Merchant Banker;
 - (h) Register of Directors and Shareholders of the Transferee Company updated as on 31 December, 2020;
 - (i) Board Reports of the Transferor Company and Transferee Company dated 6 August, 2020 and 22 July, 2020, respectively; enclosed herewith as **Annexure E** and **Annexure F**, respectively;
 - (j) Copies of the resolution passed by the Board of Directors of the Transferee Company and the Transferor Company at their meetings held on 22 July, 2020 and 6 August, 2020, respectively, approving the Scheme;
 - (k) Unaudited financial statements of the Transferee Company and the Transferor Company for the quarter ended 31 December, 2020;
 - (l) Copies of the resolution passed by the Board of Directors of the Transferor Company and the Transferee Company at their meetings held on 12 February, 2021 and 8 February, 2021, respectively, revising the appointed date of the Scheme.
- (x) **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:**
- (a) The Transferee Company has issued certain non-convertible debentures which are listed on the BSE. However, since Regulation 37 of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to listed entities which only have their non-convertible debentures listed on any recognized stock exchange, the Transferee Company is not required to obtain a no-objection certificate from the BSE. The Transferee Company has made disclosures to the BSE regarding the outcome of its board meeting held on 22 July, 2020 to approve the Scheme. Further, the Transferee Company will also inform the BSE about the NCLT convened meetings of its equity shareholders and secured creditors, and such information will be placed on the website of the BSE.

- (b) Under the Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015 (the “**2015 RBI NBFC Directions**”), there are certain merger cases in which a non-banking financial company (“**NBFC**”) requires prior approval of the Reserve Bank of India (“**RBI**”). RBI’s view is that where a non-NBFC merges with an NBFC, prior RBI approval would be required if such a merger satisfies any one or both the conditions: (i) any change in the shareholding of the NBFC consequent on the merger which would result change in shareholding pattern of 26 percent or more of the paid-up equity capital of the NBFC; or (ii) any management change of the NBFC which would result in change in more than 30 percent of the directors, excluding independent directors. The Transferee Company is an NBFC, however since both the conditions are absent in the proposed scheme, the proposed scheme will not require RBI approval under the 2015 RBI NBFC Directions.
- (c) The Transferee Company and the Transferor Company have made a joint application before the NCLT, Mumbai Bench for sanction of the Scheme under Sections 230 to 232 of the Act.
- (d) As directed by the NCLT, Mumbai Bench in its Order, the Transferor Company and the Transferee Company shall serve notices, along with a copy of the Scheme, under Section 230(5) of the Companies Act, 2013 to the: (i) Central Government through Regional Director, Western Region, Mumbai (ii) Registrar of Companies, Mumbai, (iii) concerned Income-Tax Authorities, (iv) The Reserve Bank of India, Regional Branch at Mumbai, (v) The Securities and Exchange Board of India, Regional Branch at Mumbai, (vi) the Bombay Stock Exchanges, where certain non-convertible debentures of Transferee Company are listed, and (vii) concerned GST Authorities.

- (e) A copy of the proposed Scheme shall be filed by the Transferee Company with the Registrar of Companies, Mumbai.
- (xi) The equity shareholders of the Transferee Company may vote by way of poll at the Shareholders' Meeting either in person or by proxy.

Nikesh Kumar Sinha

Chairperson appointed for the Shareholders' Meeting.

Dated: 16 February, 2021

Place: Mumbai

Registered Office:

12B, 3rd Floor,

Techniplex II, IT Park, off Veer Savarkar Flyover,

Goregaon West, Mumbai – 400 062