

**NOTICE**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of Ashv Finance Limited (erstwhile known as Jain Sons Finlease Limited) ("the Company") will be held on Tuesday, 09-Feb-2021 at IST 05:00 PM through video-conference on a shorter notice consent, as provided under the General Circular No.14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 issued on 08-Apr-2020, 13-Apr-2020, 15-Jun-2020, 28-Sep-2020 and 31-Dec-2020 respectively by the Ministry of Corporate Affairs to transact the following business:

**SPECIAL BUSINESS:****1. Approval for acquisition of the undertaking comprising the MSME business of Arohan Financial Services Limited:**

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

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and applicable rules thereunder, if any, including any statutory modification(s) or re-enactment thereof for the time being in force and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, (1) consent of the Members of the Company be and is hereby accorded to ratify the decision of the Board of Directors of the Company (the **"Board"**) to enter into Business Transfer Agreement between the Company and Arohan Financial Services Limited, a related party, (the **"Seller"**) and (2) consent of the Members of the Company be and is hereby accorded to the Board to acquire and purchase of the undertaking comprising of its MSME business of providing finance to micro, small and medium enterprises, together with identified associated employees, licenses, books and records, contracts, business assets and liabilities from the Seller (hereinafter referred to as the **"Undertaking"**), as a going concern on a slump sale basis on such terms and conditions as may be mutually decided between the parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, Mr. Nikesh Kumar Sinha, Managing Director and Ms. Kiran Agarwal Todi, Chief Financial Officer and Ms. Monika Thadeshwar (Variava), Company Secretary of the Company be and are hereby severally authorized to enter into and execute all such arrangements, agreements, memoranda, documents, etc. as may be required and as permitted by law and to do all such acts, deeds, matters and things as may be necessary in order to give effect to this resolution."

By Order of the Board of Directors



**Monika Thadeshwar (Variava)**  
Company Secretary  
(Membership No.: A31722)

Place: Mumbai  
Date: 08-Feb-2021

**Registered Office:**

12B, 3rd Floor, Techniplex-II IT Park,  
Off. Veer Savarkar Flyover, Goregaon (West),  
Mumbai – 400 062, Maharashtra, India  
CIN: U65910MH1998PLC333546

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of this notice.
2. All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by the Members before and during the Extra-Ordinary General Meeting electronically at the link <https://drive.google.com/drive/folders/1N1l8ep7z7-hJN2yJbrTZhNHpkCrdA2--?usp=sharing>
3. Corporate Members are requested to send duly certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the Extra-Ordinary General Meeting of the company.
4. In case Poll is demanded, Members are requested to convey their vote by sending email at [compliance.team@ashvfinance.com](mailto:compliance.team@ashvfinance.com)
5. The Extra-Ordinary General Meeting is being held through video conference (VC) General Circular No.14/2020, 17/2020 and 22/2020 issued on 08-Apr-2020, 13-Apr-2020, 15-Jun-2020, 28-Sep-2020 and 31-Dec-2020 respectively by the Ministry of Corporate Affairs, in accordance with the Compliance of the said circular as below:
  - a. Physical attendance of Members in any case has been dispensed with. Accordingly, the facility of appointment of proxies by members will not be allowed for this meeting.
  - b. The Members shall be sent link on their respective email ids to join Extra-Ordinary General Meeting through Audio Video means at the scheduled time. At the scheduled time, the Members shall have to click on the link. The Members shall keep their video on at all times. The Members may note that the proceedings shall be recorded as required by the Companies Act, 2013 read with rules made and circulars issued thereunder.
  - c. The facility will be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

- d. Members seeking any information with regard to the said notice are requested to write to the Company at [compliance.team@ashvfinance.com](mailto:compliance.team@ashvfinance.com) at least 12 hours before the meeting to enable the Management to keep the information ready at the meeting.
- e. The Company shall maintain a recorded transcript of the meeting in safe custody, and shall make the same available on the Company's website, as soon as possible.
- f. The video-conferencing shall allow for two-way teleconferencing or web-ex for the ease of participation of the members and other participants.
- g. Attendance of members through video-conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- h. Atleast one Independent Director and the Auditor or his authorised representative, who is qualified to be the Auditor shall attend such meeting through Video-conference.
- i. In case of any query or issue with regards to access or participation before or during the meeting, you may contact Company Secretary/Compliance Department at +91 9029152720/+91 9619503915 at Email ID - [compliance.team@ashvfinance.com](mailto:compliance.team@ashvfinance.com).



### Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the accompanying Notice:

#### **Item No. 1: Approval for acquisition of the undertaking comprising the MSME business of Arohan Financial Services Limited:**

The Company in its meeting of the Board of Directors held on 08-Feb-2021, approved the transaction w.r.t. purchase and acquisition of undertaking comprising of the MSME business together with identified associated employee, licences, books and records, contracts, business assets and liabilities from Arohan Financial Services Limited (the “**Seller**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) (the “**Act**”) as a going concern on a slump-sale basis (the “**Proposed Transaction**”) w.e.f. 01-Jan-2021.

For this purpose, the Company proposes to enter into a business transfer agreement with Seller setting out certain rights and obligations of the parties in relation to the Proposed Transaction as contemplated above. The Proposed Transaction has been approved by the board of directors of the Company (“**Board**”) at the meeting held on 08-Feb-2021, subject to the approval of the shareholders of the Company.

In relation to the said transaction, the Company had also obtained approval from the Board on the Valuation Report as received from M/s. BDO India LLP in its meeting held on 08-Feb-2021.

Since, Mr. Vineet Chandra Rai, Chairman, Mr. Anurag Agrawal Director and Ms. Matangi Gowrishankar, Independent Director of the Company are interested as Directors in Arohan Financial Services Limited. It is deemed to be considered as Related Party Transaction (Common Promoters, Common Control).

In the light of provisions of the Companies Act, 2013 and upon recommendation of the members of Audit & Compliance Committee, the Board of Directors of your Company in their meeting held on 08-Feb-2021, had approved for acquisition of the undertaking comprising the MSME business of the Seller.

The third proviso to Section 188(1) of the Act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arm’s length basis. The Proposed Transaction could be construed as being outside the ordinary course of business, and therefore, approval of the members of the Company under Section 188 of the Act is being sought by way of special resolution.

Since the above transaction leads to related party transaction and meet the criteria as mentioned in the Companies (Meeting of Board and its Powers) Rules, 2014, the approval of Shareholders is sought in this regard.

The particulars of the transaction pursuant to Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014, which are essential for taking decision are as below:

Sl. No.	Particulars	Business Transfer Transaction
1	Name of the Related Party and Nature of Relationship	Arohan Financial Services Limited, a group Company in which Mr. Vineet Chandra Rai, Chairman, Mr. Anurag Agrawal, Director and Ms. Matangi Gowrishankar, Independent Director of the Company are interested as Directors in the said Company.
2	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	The Company proposing to enter into transaction for purchase and acquisition of the undertaking comprising of the MSME business of the Arohan Financial Services Limited together with identified associated employee, licenses, books and records, contracts, business assets and liabilities, as going concern on slump sale basis as mutually agreed between the parties.  10-Feb-2021 or 11-Feb-2021 will be date of Business Transfer Agreement subject to approvals of all requisite authorities.
3	Material terms of the Contract or Arrangement including the value, if any;	Material terms are as follows:  1. Acquisition of Portfolio amounting to Rs. 46.6 Cr. (438 Loan Accounts) w.e.f. 1st Jan 2021  2. 74 people shortlisted of various department from a total MSME employee pool.  3. Premium arrived based on portfolio multiple and Capital allocation amounting to Rs.15.65Cr. Take-over of assets allocable to this portion of the business.
4	Any Advance paid or received for the Contract or Arrangement, if any;	NIL
5	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The premium is proposed at INR 15.65 Cr. over and above loan book value.
6	Whether all factors relevant to the Contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, the management has taken into consideration all relevant factors.
7	Any other information relevant or important to take a decision on the proposed transaction.	Email dated 04-Feb-2020 circulated by Ms. Kiran Agarwal Todi, CFO and Mr. Nikesh Kumar Sinha,

**ASHV FINANCE LIMITED** (Erstwhile Jain Sons Finance Limited)

Registered Office & Corporate Office:  
12B, 3<sup>rd</sup> Floor, Techniplex-IIIT 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

		CEO to all the Members, sharing the following documents: 1. Management Memo on acquisition of ICASH Business; 2. Projected Cash Flow of ICASH Business; 3. Projected P&L of ICASH Business; and 4. Analysis of cost/expenses to be taken over
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The transfer of the Undertaking shall be effective from date as may be decided by the Board in this regard, subject to receipt of necessary approvals wherever applicable.

The Board of Directors hereby recommends the Special Resolution as set out at item no.1 of the Notice for approval of the Members.

Except for Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Ms. Matangi Gowrishankar who are also Directors of the Arohan Financial Services Limited, none of the Directors and/ or any key managerial personnel of the Company and/or their relatives are concerned or interested in the aforesaid resolution.

None of the related parties to the transaction who are members of the Company shall vote on the resolution set forth in the accompanying notice.

By Order of the Board of Directors



**Monika Thadeshwar (Varjava)**  
Company Secretary  
(Membership No.: A31722)

Place: Mumbai  
Date:08-Feb-2021

**Registered Office:**

12B, 3rd Floor, Techniplex-II IT Park,  
Off. Veer Savarkar Flyover, Goregaon (West),  
Mumbai – 400 062, Maharashtra, India  
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Mumbai – 400062, Maharashtra, India

Tel: 91-22-6249-2700; Fax: 91-22-2649-2789; Website: www.intellegrow.com

**ATTENDANCE SLIP**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: N.A.

I/we hereby certify that I/we am/are a registered shareholder for the registered Shareholder of the Company and hereby record my/our presence at Extra-Ordinary General Meeting of the Company being held on Tuesday, 09-Feb-2021 at 5:00 pm through video-conference.

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Member's name in Block Letters\_\_\_\_\_  
Member's Signature