

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 Thursday, 18-Mar-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 granting of Top up loan to TribeTech Private 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 the provisions of Section 185 and 186 (as amended by the Companies (Amendment) Act, 2017, and other applicable provisions if any of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and enabling provisions of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authorities, as may be applicable, the consent of the Members of the Company be and is hereby accorded to grant unsecured loan(s) to TribeTech Private Limited, a group Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as Director and Mr. Anurag Agrawal, Director of the Company is interested as Member in the said TribeTech Private Limited, upto an aggregate amount of Rs.2,00,00,000/- (Rupees Two Crore Only) in one or more tranches, and on such terms and conditions as may be mutually agreed upon between the parties."

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary of the Company be and are severally hereby authorized to make, sign and execute, on behalf of the Company, such deeds, documents, agreements, undertakings and all the necessary papers as may be required and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 10-Mar-2021

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

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 mailto:https://drive.google.com/drive/folders/1cLjNi4_06p8u_-4pV5c-U67O4B-gw0bB?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
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 at least 3 days 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.

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 No. 1 of the accompanying Notice:

Item No. 1: Approval for granting of Top up loan to TribeTech Private Limited:

The Company had approved loan of Rs.5,00,00,000/- (Rupees Five Crores Only) to be disbursed in one or more tranches to TribeTech Private Limited (TribeTech), a group Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Director and Mr. Anurag Agrawal, Director of the Company is interested as a Member of TribeTech Private Limited, by way of taking requisite approvals from Audit and Compliance Committee of the Board, Board of Directors and Shareholders of the Company in its meeting held on 11-May-2020, 12-May-2020 and 22-May-2020 respectively.

Out of the total sanctioned loan of Rs.5Cr., the Company has disbursed Rs.3.83Cr. and the balance of Rs.1.17Cr. is undisbursed as of today. However, considering the Cash Flow requirement for operational expenses of TribeTech, the balance will get disbursed by March, 2021. Therefore, it is necessary for the Company to obtain requisite approval for granting top up loan Rs.2,00,00,000/- (Rupees Two Crores Only) to be disbursed in multiple tranches with the same terms and conditions as approved previously.

In terms of Section 185 of the Companies Act, 2013 ("the Act") (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), granting of loan(s)/advance(s) including any loan represented by way of a Book debt (including any loans or advances provided or to be provided), and to give Guarantee in connection with any Loan(s) or advance(s) taken or to be taken, to or in favour of any other person in which Directors are interested requires the approval of the members of the Company by way of a Special Resolution.

Audit and Compliance Committee of the Board in its meeting held on 09-Mar-2021 and the Board at its meeting held on 10-Mar-2021, subject to approval of the Members, approved the proposal for granting of unsecured loan amounting to Rs. 2,00,00,000 /- (Rupees Two Crore only) in one or more tranches to TribeTech.

Further, as per Section 188 of the Companies Act, 2013 prescribes that before entering into any contract or arrangement, availing or rendering of any service with any related party, the company needs to obtain prior approval of the Audit and Compliance Committee of the Board and the Board of Directors the Company. Further, section 2(76) of the Companies Act, 2013 defines related party, as per the said definition, the companies which has common director or member are deemed to be considered as related parties. Since, the above said transaction leads to related party transaction, 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 on the transaction are as under:

Sl. No.	Particulars	Loan transaction
1	Name of the Related Party and Nature of Relationship	TribeTech Private Limited (TribeTech), a Company in which Mr. Vineet Chandra Rai, Chairman is interested as Director and Mr. Anurag Agrawal, Director is interested as Member in TribeTech.
2	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	Unsecured Loan of upto Rs.2,00,00,000/- (Rupees Two Crore Only) with Rate of Interest of in line with the rate issued to the MFI borrowers of the Company.
3	Material terms of the Contract or Arrangement including the value, if any;	The Company is proposing to grant loan of Rs.2,00,00,000/- (Rupees Two Crore Only) to TribeTech in one or more tranches and on such terms and conditions including the rate of interest as may be mutually agreed, which shall be utilized to meet the day to day working capital requirement of TribeTech till the time of receipt of final order from the NCLT.
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;	Pricing has been determined based on the rate of interest charged to the MFI borrowers of the Company.
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, all factors relevant to the contract have been considered.
7	Any other information relevant or important to take a decision on the proposed transaction.	Same as mentioned above.

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 and Mr. Anurag Agrawal, 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

Place: Mumbai

Date: 10-Mar-2021

Registered Office:

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

Monika Thadeshwar (Variava)

Company Secretary
(Membership No.: A31722)

ASHV FINANCE LIMITED

(Erstwhile known as Jain Sons Finlease Limited)

CIN: U65910MH1998PLC333546

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

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

ATTENDANCE SLIP

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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 Thursday, 18-Mar-2021 at 5:00 pm through video-conference.

Member's name in Block Letters_____
Member's Signature