

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 Friday, 21-Jan-2022 at 5:00PM through video-conferencing ("VC") or other Audio-Visual Means ("OAVM"), in accordance with General Circular No.20/2021 issued on 08-Dec-2021 respectively by the Ministry of Corporate Affairs to transact the following business at shorter notice:

SPECIAL BUSINESS:**1. Approval for Addendum No.5 to the Sourcing and Servicing Agreement dated 08-May-2018 entered with Tribetech Private Limited:**

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify the decision of the Board of Directors of the Company (the "**Board**") to enter into an Addendum No.5 to the Sourcing and Servicing Agreement dated 08-May-2018 for modification of certain existing terms and conditions as mentioned in the said draft agreement with 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.

RESOLVED FURTHER THAT all agreements, documents, deeds, papers etc. executed for the purpose of this transaction, under the authority of the Board and all acts, deeds, matters and things done in this regard, be and are hereby ratified, approved and confirmed.

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 hereby severally authorized 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



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

Place: Mumbai
Date: 17-Jan-2022

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 business 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. Request for inspection of the documents can be made before or during the Meeting by sending an email at compliance.team@ashvfinance.com.
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. Members holding shares in physical form are requested to notify immediately any changes in their address to the Company.
5. In case Poll is demanded, Members are requested to convey their vote by sending email at compliance.team@ashvfinance.com
6. Since the meeting will be conducted through video conferencing, the Route Map is not annexed to this Notice.
7. The Extra-Ordinary General Meeting is being held in accordance with the Circular No.14/2020 dated 08-Apr-2020, Circular No.22/2020 dated 15-Jun-2020, General Circular No.10/2021 dated 23-Jun-2021 and 20/2021 dated 08-Dec-2021 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") through VC/OVAM i.e. without the physical presence of the members 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. Hence Proxy Form is not annexed with this notice
 - 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 5 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. In case of any query or issue with regards to access or participation before or during the meeting, you may contact Compliance team 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 Addendum No.5 to Sourcing and Servicing Agreement dated 08-May-2018 entered with Tribetech Private Limited:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013, which governs the Related Party Transactions, and it requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company meet the criteria as mentioned in the Companies (Meeting of Board and its Powers) Rules, 2014, prior approval of the shareholders by way of a Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of the above provisions of the Companies Act, 2013 and after obtaining requisite approval from the Board of Directors and shareholders of your Company in their meeting held on 24-Apr-2018 and 25-Apr-2018 respectively, had approved and entered into the Sourcing and Servicing Agreement with TribeTech Private Limited on 08-May-2018.

The said Agreement was further amended as follows:

- By way of entering into Addendum No.1 to the Sourcing and Servicing Agreement dated 08-May-2018 with taking requisite approval of the Members of the Audit and Compliance Committee, the Board of Directors and Shareholders in their respective meetings held on 30-Oct-2018.
- By way of entering into Addendum No.2 to the Sourcing and Servicing Agreement dated 08-May-2018 with taking requisite approval of the Members of the Audit and Compliance Committee, the Board of Directors and Shareholders in their respective meetings held on 15-Jul-2019 and 26-Sep-2019.
- By way of entering into Addendum No.3 to the Sourcing and Servicing Agreement dated 08-May-2018 with taking requisite approval of the Members of the Audit and Compliance Committee, the Board of Directors and Shareholders in their respective meetings held on 15-Oct-2019.

- By way of entering into Addendum No.4 to the Sourcing and Servicing Agreement dated 08-May-2018 with taking requisite approval of the Members of the Audit and Compliance Committee, the Board of Directors and Shareholders in their respective meetings held on 20-Mar-2020 and 24-Mar-2020.

Now, upon recommendation of the Members of Audit and Compliance Committee of the Board and the Board of Directors in their meeting held on 17-Jan-2022 had ratified the approval on certain modifications to the existing terms as defined in the Sourcing and Servicing Agreement executed on 08-May-2018 by way of entering into Addendum No. 5 to the Sourcing and Servicing Agreement dated 08-May-2018 executed on 10-Jan-2022 with subject to the approval of the Shareholders in this general meeting.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sl. No.	Particulars	Addendum No.5 to the Sourcing and Servicing Agreement
1	Name of the Related Party	TribeTech Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vineet Chandra Rai and Mr. Anurag Agrawal
3	Nature of Relationship	<ul style="list-style-type: none"> • Mr. Vineet Chandra Rai, Chairman is interested as Director in TribeTech Private Limited; and • Mr. Anurag Agrawal, Director is interested as Member in TribeTech Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> • The TribeTech will provide to Ashv Finance a First Loss Default Guarantee (FLDG) in the form of Corporate Guarantee of the total portfolio outstanding loan amount overdue more than 30 days DPD of the borrowers and interest thereon, sourced through TribeTech as on the effective date of this Agreement and till such time as on or before the close of the financial year i.e., 31-Mar-2022; • This FLDG shall be available from 30-Nov-2021 onwards and till the end of this financial year; • Ashv Finance shall demand the FLDG on or before the close of the financial year i.e., 31-Mar-2022 and said FLDG shall be payable by TribeTech within a period of 24 months from the end of this financial year for making payment on account of such guarantee to Ashv Finance. <p>And such other terms and conditions as mentioned in the Addendum No. 5 to the Sourcing and Servicing Agreement dated 08-May-2018 executed on 10-Jan-2022.</p>

5	Any other Information relevant or important for the members to take a decision on the proposed resolution	Same as mentioned above.
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None of the related parties to the transaction who are members of the Company shall vote on the resolutions set forth in the accompanying notice.

Except Mr. Vineet Chandra Rai and Mr. Anurag Agrawal, no other Director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the special resolution for approval by the Members of the Company.

By Order of the Board of Directors



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

Place: Mumbai

Date: 17-Jan-2022

Registered Office:

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

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 Tuesday, 21-Jan-2022 at 5:00PM through video-conference at a shorter notice consent.

Member's name in Block Letters_____
Member's Signature