

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, 23-Nov-2021 at 5:00PM through video-conferencing (“VC”) or other Audio-Visual Means (“OAVM”), in accordance with General Circular No.10/2021 issued on 23-Jun-2021 respectively by the Ministry of Corporate Affairs to transact the following business:

SPECIAL BUSINESS:**1. Approval for Re-appointment of Mr. Nikesh Kumar Sinha, as a Managing Director of the Company:**

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 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for reappointment of Mr. Nikesh Kumar Sinha as a Managing Director of the Company for another period of 3 years w.e.f. 22-Jan-2022 on such terms and conditions as mentioned in below table, as recommended by Nomination and Remuneration Committee and Board of Directors of the Company:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.1,50,00,000/-
2	Performance linked variable pay	50% of Fixed Pay
3	Medicclaim coverage	As per rules of the Company’s scheme
4	Leave Encashment	As per rules of the Company’s scheme
5	Provident Fund	As per rules of the Company’s scheme
6	Gratuity	As per rules of the Company’s scheme
7	Other perquisites	As per rules of the Company’s scheme

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Nikesh Kumar Sinha, as a Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT Mr. Vineet Chandra Rai, Chairman or Mr. Anurag Agrawal, Director of the Company be and are hereby severally authorised to enter into an agreement /issue a letter for appointment and increase in remuneration 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: 02-Nov-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 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 and General Circular No.10/2021 dated 23-Jun-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 Re-appointment of Nikesh Kumar Sinha, as Managing Director of the Company:

The Members of the Company in its Extra-Ordinary General Meeting of the Company held on 22-Jan-2019 appointed Mr. Nikesh Kumar Sinha as a Managing Director of the Company for a period of 3 years w.e.f. 22-Jan-2019. Since his present employment term will cease on 21-Jan-2022, the Company is proposing to re-appoint him in compliance with in compliance with Section 196, 197, and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company.

Considering his able leadership and contribution made in the development of the Company and as part of this approval in compliance with the provisions of the Companies Act, 2013, upon the recommendation of the Members of the Nomination and Remuneration Committee of the Board, the Board Members on its meeting held on 29-Oct-2021 approve the reappointment of Mr. Nikesh Kumar Sinha as Managing Director of the Company for a period of three years with effect from 22-Jan-2022 to 21-Jan-2025 pursuant to the provisions of the Act, subject to the approval of the Members of the Company.

The approval of the Members by way of Special Resolution is sought for Mr. Nikesh Kumar Sinha's reappointment as a Managing Director for a period of 3 years w.e.f. 22-Jan-2022 to 21-Jan-2025.

Profile of Mr. Nikesh Kumar Sinha:

Mr. Nikesh Kumar Sinha is associated with the Company since October 2018 and has rich experience of 26 years of global banking experience across business-branch banking/international banking/SMEs. He has done post-graduation in Forestry Management from Indian Institute of Forest Management and Bachelor of Science in Mathematics.

Period of appointment: - Upto 3 years, w.e.f. 22-Jan-2022 to 21-Jan-2025.

Remuneration comprising of salary, perquisites/benefits and commission shall be as follows:

- i. Remuneration as fixed salary Rs.1,50,00,000/- per annum and 50% of fixed pay as a performance linked variable pay.
- ii. Perquisites – the Company's contribution to provident fund, superannuation fund or annuity fund, gratuity payable as per the rules of the Company, shall be in addition to the basic salary mentioned in point i above and as per the limits prescribed under the applicable laws of the country.
- iii. Employee stock options – The Managing Director may be granted employee stock options from time to time.

- iv. In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the Company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

As per the Act, the total managerial remuneration payable by a public company to its one Managing Director or Whole-Time Director shall not exceed 5% of the net profit of the Company. As per Section 198 of the Companies Act, 2013, the Company is having profit. However, considering the 5% of the limit, it is not sufficient to make the payment of remuneration. Therefore, when the Company has inadequate profit, the Company may pay remuneration to the managerial person not exceeding the limits as defined in the Schedule V – Part A & B of the Act which is based on the effective capital of the Company. In consideration of that, the effective capital of the Company is more than Rs.250cr and so limit of yearly remuneration payable shall not exceed Rs.1.20cr+0.01% of the effective capital in excess of Rs.250cr. However, the Company in its general meeting by way of passing a special resolution may authorise the payment of remuneration in excess of prescribed limit.

Further, interest of Mr. Nikesh Kumar Sinha in the Capital of the Company is also compliant – i.e. he is not having any interest directly or indirectly in the capital of the Company or its holding Company exceeding 0.5% of the paid-up capital of the Company under any scheme formulated for allotment of shares or any of its subsidiaries.

Additional Information:

The details as required Schedule V of the Companies Act, 2013, are given below:

I. General Information:

1	Nature of Industry	The Company is engaged in the business of lending or advancing money either with or without security and to arrange and negotiate loan.
2	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1998
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	<u>As on 31-Mar-2021:</u> EPS (basic): Rs.2.37 per share EPS (diluted): Rs.1.89 per share Total Revenues: Rs.1,001,213,436 /- Profit After Tax: Rs.79,634,309 /-
5	Foreign investments or collaborations, if any	Rs 40,00,00,015.04/- by ON Mauritius Rs 24,45,42,515.40/- by DWM (International) Mauritius Limited Rs. 12,22,71,257.70/- Triodos SICAV II Triodos Microfinance Fund Rs. 12,22,71,257.70/- Triodos Custody B.V. INZ. Triodos Fair Share Fund

ASHV FINANCE LIMITED (Erstwhile Jain Sons Finance 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

II. Information about the appointee:

1	Background details	<p>Mr. Nikesh Kumar Sinha is associated with the Company since October 2018 and has a rich experience of 26 years of global banking experience across business-branch banking/International Banking/ SMEs and prior to joining the Company he was positioned as the Head of Medium Enterprises Group (MEG) since 2014. He was one of the key personnel that made the SME pitch to Bain Capital during their diligence process for their investment process.</p> <p>He has pursued his post-graduation diploma in Forestry Management from Indian Institute of Forest Management, Bhopal and Bachelor of Science in Mathematics from St. Xavier's, Kolkata.'</p>
2	Past Remuneration	Rs.1,42,88,000/- (inclusive of perquisites)
3	Recognition or awards	Mr. Nikesh Kumar Sinha is having good experience in the industry in which the Company operates.
4	Job profile and his suitably	He is actively involved in the business of the Company and manages day to day business activities. He is also responsible for new business development of the Company. Taking into consideration his expertise, he is well suited for the responsibilities currently assigned to him by the Board of Directors of the Company.
5	Remuneration proposed	Fixed Salary: Rs.1,50,00,000/- per annum Performance linked variable pay: upto 50% of the fixed amount
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	At par with the industry standards in which the Company operates
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from holding 3100 equity shares of the Company he has no relationship with any promoter, directors or other managerial personnel.

III. Other Information:

1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken or proposed to be taken for improvement	Not Applicable

3	Expected increase in productivity and profits in measurable	Not Applicable
---	---	----------------

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution respectively as set out at item no. 1 of the notice for approval of the Members.

Except, Mr. Nikesh Kumar Sinha, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai

Date: 02-Nov-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 Tuesday, 23-Nov-2021 at 5:00PM through video-conference.

Member's name in Block Letters_____
Member's Signature