

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of Ashv Finance Limited will be held at shorter notice on 03-Dec-2024 at 05:00 PM through video-conferencing (“VC”) or other Audio-Visual Means (“OAVM”), in accordance with General Circular No.09/2024 issued on 19-Sep-2024 by the Ministry of Corporate Affairs to transact the following business:

SPECIAL BUSINESS:

1. Approval for Service Agreement with Intellectap Advisory Services 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 177, 179, 188 and Rule 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, consent of the Members be and is hereby accorded to the Board of Directors for entering into Service Agreement with Intellectap Advisory Services Private Limited, a Company in which (i) Mr. Vineet Chandra Rai, Director is interested as Director and Shareholder, and (ii) and Mr. Anurag Agrawal, Director is interested as Shareholder, for seeking assistance in sale of part of portfolio of the Company on such terms and conditions as mentioned in the agreement.

RESOLVED FURTHER THAT any one of Directors or Mr. Amit Kothari, Chief Financial Officer or Ms. Shristi Padia, Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorized to take all actions in respect of the aforesaid matters and to sign and execute all agreements, deeds, documents, undertakings and other writings as may be necessary or required for the purposes aforesaid and to accept and execute any amendments or modifications to any agreements, deed, documents, undertakings and other writings, and to sign and issue all correspondence, approvals, incidental to or required in respect of the execution of Service Agreement to Intellectap Advisory Services Private Limited.

RESOLVED FURTHER THAT any one of Director or Mr. Amit Kothari, Chief Financial Officer or Ms. Shristi Padia, Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorised to do such acts, deeds and things as may be necessary to give effect to such resolution.

**By Order of the Board of Directors
For Ashv Finance Limited**

Place: Mumbai
Date: 01-Dec-2024

Shristi Padia
Company Secretary & Chief Compliance Officer
(Membership No.: A27530)

Registered Office:
12B, 3rd Floor, Techniplex-II IT Park,
Off. Veer Savarkar Flyover, Goregaon (West),
Mumbai – 400 062, Maharashtra, India
CIN: U65910MH1998PLC33354

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 a duly certified copy of the 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 pursuant to the provisions of Article 9.4.1 of the Articles of Association of the Company all voting on the resolutions proposed at the Extra-Ordinary General Meeting except for the appointment of Chairperson shall be carried out by poll. The appointment of the Chairperson shall be carried out by show of hands. Shareholders are requested to convey their votes by return e-mail marking to all the e-mail id's in the e-mail received by them for voting.
5. Since the meeting will be conducted through video conferencing, the Route Map is not annexed to this Notice.
6. The Extra-Ordinary General Meeting is being held in accordance with the Circular No.09/2024 dated 19-Sep-2024, issued 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. 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 before the meeting to enable the Management to keep the information ready at the meeting.
 - e. The video-conferencing shall allow for two-way teleconferencing or web-ex for the ease of participation of the Members and other participants.

- f. Attendance of Members through video-conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. 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 Service Agreement with Intellectap Advisory Services Private Limited:

The Board of Directors as well as the shareholders of the Company approved the sale of part of its portfolio in the meetings dated 19-Nov-24 and 22-Nov-24 respectively. As per Section 177, 179 and 188 and other relevant provisions of the Companies Act, 2013, which governs the Related Party Transactions, the Company must obtain prior approval of the Audit and Compliance Committee, Board of Directors and Shareholders by way of a resolution.

However, the same resolution could not be placed before the Audit and Compliance Committee and hence the approval obtained from the Board of Directors and Shareholders stood null and void and the Company was required to take fresh approvals.

The Company intends to undertake sale of part of its portfolio and seek services of Intellectap Advisory Services Private Limited for the same. It is proposed to enter into a Service Agreement with Intellectap Advisory Services Private Limited for the same. Since, Mr. Vineet Chandra Rai, Director is interested as Director and Shareholder and Mr. Anurag Agrawal, Director is interested as Shareholder, it is considered as a related party transaction for the Company.

In the light of provisions of the Companies Act, 2013 and upon recommendation of the Members of the Audit and Compliance Committee, the Board of Directors of your Company through circular resolution, have approved Service Agreement with Intellectap Advisory Services Private Limited to assist the Company in selling part of its portfolio. Furthermore, entering into or modification of related party transactions is a Reserve Matter as per the Article 8.15 of the Articles of Association of the Company and approval of Investor Super Majority will be required.

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 under:

Sl. No.	Particulars	Service Agreement
1	Name of the Related Party and Nature of Relationship	Intellectap Advisory Services Private Limited, a Company in which: <ul style="list-style-type: none"> i. Mr. Vineet Chandra Rai, Director is interested as Director and Shareholder; and ii. Mr. Anurag Agrawal, Director is interested as Shareholder

2	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	Service Agreement to assist the Company in selling part of its portfolio. This is a one-time engagement and is expected to be for a maximum period of 3 months. The proposed fees shall range between 0.80% to 2% of the purchase consideration depending upon the type of transaction.
3	Material terms of the Contract or Arrangement including the value, if any	The fees will be paid only after successful completion of the transaction. Other terms are covered in point 2 above.
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 fees is same as charged by Intellectap to its other customers for similar transactions.
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.

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, Director who is interested as Director and Shareholder and Mr. Anurag Agrawal, Director who is interested as Shareholder, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

The Board of Directors recommend the Special Resolution respectively as set out at item no. 3 of the notice for approval of the Members.

**By Order of the Board of Directors
For Ashv Finance Limited**

Place: Mumbai
Date: 01-Dec-2024

Shristi Padia
Company Secretary & Chief Compliance Officer
(Membership No.: A27530)

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

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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 the Extra-Ordinary General Meeting of the Company at shorter notice being held on Friday, 22-Nov-2024 at 05:00 PM through video-conference.

Member's name in Block Letters

Member's Signature