

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of Arohan Financial Services Limited (“Arohan” or “the Company”) will be held on Monday, the February 08, 2021 at 5:00 P.M. through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) at a **shorter notice** to transact the following business:

SPECIAL BUSINESS:

1. ADOPTION OF NEW/REVISED ARTICLES OF ASSOCIATION OF THE COMPANY FOR COMPLIANCE WITH THE LISTING REQUIREMENTS OF THE STOCK EXCHANGES

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

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, subject to receipt of any necessary statutory approvals from any statutory or regulatory authority and subject to and in accordance with any other applicable law or regulation, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and in order to align the articles of association with the requirements of the stock exchanges where the Equity Shares are proposed to be listed, the approval of the shareholders be and is hereby accorded to the adoption of a new set of articles of association, as circulated among the shareholders, in place of the articles of association currently in force.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the board of directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate,

finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

2. APPROVAL OF THE AMENDMENT IN THE ‘AROHAN EMPLOYEE STOCK OPTION PLAN 2010’ (“ESOP 2010”/ “PLAN”)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended **‘Arohan Employee Stock Option Plan 2010’ (“ESOP 2010”/ “Plan”)** which is updated in terms aligning the Plan with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time along with circulars, notifications, guidelines issued thereunder, apart from few other changes with a view to ensure better efficacy and administration the Plan.”

“RESOLVED FURTHER THAT the Managing Director, the Chief Financial Officer and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any

questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

3. APPROVAL OF THE AMENDMENT IN THE ‘AROHAN EMPLOYEE STOCK OPTION PLAN 2018’ (“ESOP 2018”/ “PLAN”)

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended ‘**Arohan Employee Stock Option Plan 2018**’ (“**ESOP 2018**”/ “**Plan**”) which is updated in terms aligning the Plan with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time along with circulars, notifications, guidelines issued thereunder, apart from few other changes with a view to ensure better efficacy and administration the Plan.”

“**RESOLVED FURTHER THAT** the Managing Director, the Chief Financial Officer and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4. TO APPROVE 'AROHAN EMPLOYEE STOCK OPTION PLAN 2021':

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act 2013 (“the Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded respectively to the **‘Arohan Employee Stock Option Plan 2021’ (“ESOP 2021”)** and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution), to create, offer, and grant up to 10,00,000 (Ten Lakhs only) employee stock options to the eligible employees of the Company, determined in terms of ESOP 2021, from time to time, in one or more tranches, exercisable in aggregate into not more than 10,00,000 (Ten Lakhs only) equity shares of the Company, with each such option would be exercisable for one equity share of a face value of Rs.10/- each fully paid-up to be transferred to the option grantee by the Arohan ESOP Trust (“Trust”) on payment of the requisite exercise price, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the provisions of ESOP 2021.”

“RESOLVED FURTHER THAT the equity shares to be transferred by the Trust as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Company be and is hereby authorized to provide loan to M/s Arohan ESOP Trust, up to INR 17,00,00,000 (Seventeen Crore only) and such loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the ESOP 2021 subject to exercise price being paid by the employees on exercise of Employee Stock Options under the ESOP 2021”

“RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Trust or option grantees and the ceiling of 10,00,000 of options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be transferred and the price of acquisition payable by the option grantees under the plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP 2021 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company and relevant regulations of the Securities and Exchange Board of India as applicable and without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2021 and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT Board be and is hereby authorised to delegate all or any of the power herein conferred to Nomination and Remuneration Committee of Directors.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee constituted for the implementation of the scheme be and is hereby authorized to inter alia, formulate the detailed terms and conditions of the scheme including the provisions as specified by Board in this regard.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to delegate the administration of the scheme to a trust.”

5. TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “Acts & Rule ”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which was agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and are hereby accorded to create, issue, offer and allot 70,33,463 (Seventy Lakhs Thirty Three Thousand Four Hundred and Sixty Three Only) Equity Shares of the Company of the face value of INR 10 (Rupees Ten) each (“Equity Shares”) on preferential allotment/private placement basis to the following subscriber:

SR No.	Details of Subscriber	Number of Equity Shares	Price per share (including premium) (Amount in INR)	Consideration (Amount in INR)

1.	Aavishkaar Venture Management Services Pvt. Ltd.	10,81,081	185	19,99,99,985
2.	ASK Group	47,61,905	210	1,00,00,00,050
3.	Kiran Vyapar Limited	11,90,477	210	25,00,00,170
	Total	70,33,463		1,45,00,00,205

(collectively known as “Subscribers”), on a preferential basis through private placement.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Acts & Rule, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Managing Director or the Company Secretary for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same.”

“RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications,

changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

6. TO APPROVE SALE OF UNDERTAKING (MSME BUSINESS) AS A RELATED PARTY TRANSACTION

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, if any, enabling provisions of the Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other approvals as may be required under applicable laws, consent of shareholders be and is hereby accorded to approve the sale of the Undertaking (MSME Business) to the Purchaser, a related party within the meaning of Section 2(76) of the Act on such terms and conditions as approved by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any directors of the Company, Chief Financial Officers and the Company Secretary be and are hereby

severally authorised, on behalf of the Company, to do all such acts, deeds, matters, things and to execute all documents, instruments, agreements or writings and amendments thereof, as may be necessary, proper, desirable or expedient for giving effect to the above resolution including filing any forms or records in connection therewith with any regulatory authority, including the Registrar of Companies, West Bengal in accordance with applicable law.”

7. TO RATIFY RELATED PARTY TRANSACTION

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the Related Party Transaction as entered into by the Company with **M/s AAVISHKAAR VENTURE MANAGEMENT SERVICES PRIVATE LIMITED**, for an amount up to INR 100 crores be and is hereby ratified and approved.”

“**RESOLVED FURTHER THAT** the any Directors and the Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”.

By order of the Board of Directors

Date: February 4, 2021

Place: Kolkata

ANIRUDH SINGH G THAKUR

Head- Legal, Compliance &

Company Secretary

NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 39/2020 dated December 31, 2020, read with Circular No 33/2020 dated September 28, 2020 read with Circular No 22/2020 dated June 15, 2020, Circular No 14/2020 dated April 8, 2020 and Circular No 17/2020 dated April 13, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of general meeting without the physical presence of the members at a common venue.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since this e-EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorisation, etc., authorising their representative to attend the e-EGM on its behalf and to vote in the e-EGM.
4. The facility of joining the e-EGM through VC /OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-EGM, i.e. from 04:45 p.m. to 05:15 p.m.
5. To receive communications through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with compliance@arohan.in

6. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to compliance@arohan.in during the period starting from 04th February to 08th February, 2021. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.
7. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed to this Notice.
8. Instructions for joining the e-EGM are as follows:
 - Members will be able to attend the e-EGM through VC/OAVM provided by the Company.
 - Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
 - Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 - While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
 - Members who need technical assistance before or during the e-EGM can contact the Company Secretary/Secretarial Department at +91 9883733233, +91 9674270996 and +91 9833188190
9. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays, Sundays and public holidays, between 9:30 a.m. Indian Standard Time and 6:30 p.m. Indian Standard Time, up to the date of the Extra Ordinary General Meeting.

In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED FEBRUARY 04, 2021 (THE “NOTICE”)

Item no. 1 Adoption of new/revised Articles of Association of the Company for compliance with the listing requirements of the Stock Exchanges

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Offer**”). In connection with the Offer, the Company will be required to ensure that the articles of association of the Company conform to the requirements and directions of the stock exchanges prior to the filing of a draft red herring prospectus with the Securities and Exchange Board of India (the “**SEBI**”) and the stock exchanges, the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) in respect of a company proposed to be listed and the requirements under the Companies Act, 2013 and the applicable rules thereunder, each as amended (the “**Companies Act**”).

A copy of the existing set of Articles of Association and the revised Articles of Association will be made available for inspection at the registered office of the Company during the Company’s working hours on any business day from 9:30 AM until 6:30 PM up to the date of the Extra Ordinary General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, any amendment of the Articles of Association of a Company requires the approval of the shareholders of the Company.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval.

None of the Directors or Managers or Key Managerial Personnel of the Company or the relatives thereof are interested in these resolutions.

Item No. 2 & 3 Approval of the amendment in The ‘Arohan Employee Stock Option Plan 2010’ (“ESOP 2010”/ “Plan”) and Arohan Employee Stock Option Plan 2018’ (“ESOP 2018”/ “Plan”)

The Company had implemented the Arohan Employee Stock Option Plan 2010 (“ESOP 2010”/ “Plan”) and Arohan Employee Stock Option Plan 2018 (“ESOP 2018”/ “Plan”), with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Plan was originally approved vide shareholder’ resolution dated 15th March, 2010 and 15th May, 2018 respectively in due compliance of the provisions of the then prevailing Companies Act, 1956. However, thereafter, there have been significant regulatory changes namely introduction of the Companies Act, 2013 repealing erstwhile the Companies Act, 1956.

It is thought expedient to amend/ update the Plan with a view to align the Plan with the Companies Act, 2013. Also, as there are proposals for initial public offering of shares of the Company in future, it was also thought expedient to ensure as to compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Further, as the Plan was implemented couple of years ago, few provisions are sought to be inserted/ amended with a view to ensure efficient implementation and administration.

The Company had also established a Trust named “Arohan ESOP Trust” (“Trust”) vide Trust Deed dated 19 March, 2010 (“Original Trust Deed”) with a view to administer Arohan Employee Stock Option Plan 2010. The Original Trust Deed is also amended with the current regulations.

None of the aforesaid proposed amendments is detrimental to the interests of any existing option grantees as the amendments are intended to be prospective. Certain amendments (irrespective of beneficial or detrimental) may be retrospective to the extent required under applicable laws. The beneficiaries of such variation shall the option grantees under the Plan.

Subject to your approval, the Nomination and Remuneration Committee and Board of Directors of the Company have respectively approved the aforesaid proposed amendments vide their resolution dated February 4, 2020.

Given the details of amendments, rationale thereof and beneficiaries of such variation, as per rule 12(5) of the Companies Act, 2013, your approval is sought in lines stated above.

Features of the amended Plan are given as under:

a) Brief description of the ESOP 2010 and ESOP 2018:

ESOP 2010 and ESOP 2018 contemplates grant of employee stock options to the eligible employees and Directors of the Company and its subsidiaries, as may be determined in due compliance of extant law and provisions of ESOP 2010 and ESOP 2018. After vesting of Options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (“Committee”) of the Company shall supervise ESOP 2010 and ESOP 2018 and whereas the Trust shall administer ESOP 2010 and ESOP 2018. All questions of interpretation of the ESOP 2010 and ESOP 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2010 and ESOP 2018.

b) Total number of options to be granted:

A total of 243,524 (Two Lakhs Forty Three Thousand Five Hundred and Twenty Four) Options and 6,00,000 (Six Lakhs) Options would be available for being granted to the eligible employees of the Company and its Subsidiaries under the ESOP 2010 and ESOP 2018 respectively. Each option when exercised would be converted into one equity share of face value of Rs.10/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees / Directors or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the ESOP 2010 and ESOP 2018.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the ESOP 2010 and ESOP 2018:

All permanent employees and whole-time or executive Directors (hereinafter referred to as “employees”) of the Company and its Subsidiaries, shall be eligible subject to determination or selection by the Board.

However, following classes of employees / Directors shall not be eligible who are:

- a. Independent Directors;
- b. Promoters or persons belonging to promoter group; and
- c. Director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;

d) Appraisal Process for determining the eligibility of the employees to Employee Stock Options:

The options shall be granted to the employees as per performance appraisal system of the Company. The process for determining the eligibility of the employees will be specified by the Committee and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest. (subject to the minimum and maximum vesting period as specified below).

The vesting period of options granted shall vest in not earlier than **1 (one) year** and not more than **3 (three) years** from the date of grant of such options. The exact proportion in which and

the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options.

f) The maximum period within which the options shall be vested:

The options granted shall vest not later than 3 (three) years from the date of grant of such options.

g) Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

h) The Exercise price or pricing formula:

The exercise price per option shall such as may be determined by the Nomination and Remuneration Committee being not less than the face value of the equity share of the Company as on date of grant.

i) The Exercise Period and the process of exercise:

For ESOP 2010:

The Exercise Period in respect of a Vested Option can be exercised by Option Grantee at any time, after the listing of Company's shares but within a maximum period of 5 (five) years from the date of Vesting. The Nomination and Remuneration Committee may prescribe a shorter period than 5 (five) years as stated above.

For ESOP 2018:

The vested options can be exercised by an option grantee at any time after listing of shares of the Company but within a maximum period of 2 (Two) years from the date of vesting of such options. The Nomination and Remuneration Committee may prescribe a shorter period than 2 (Two) years as stated above.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time.

j) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and code of conduct framed, if any, by the Company after listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

k) Maximum number of options to be issued per employee and in aggregate:

Number of options that may be granted to an employee under the ESOP 2010 and ESOP 2018 shall not exceed 243,524 (Two Lakhs Forty Three Thousand Five Hundred and Twenty Four) and 6,00,000 (Six Lakhs) respectively in aggregate per employee under ESOP 2010 or any such ceiling number of options as may be determined by the Committee within such limit with respect to an individual employee.

l) Method of option valuation:

The Company shall adopt fair value method for valuation of options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

m) The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

n) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of proposed termination/ resignation of an employee (except due to misconduct) all vested options as on the date of submission of resignation shall be exercisable by the Option Grantee within the maximum period of 30 days as may be notified by the Nomination and Remuneration Committee.

o) Route of administration of ESOP 2010 and ESOP 2018:

The Company shall administer the ESOP 2010 and ESOP 2018 through the Arohan ESOP Trust (“Trust”) route.

p) Source of acquisition of shares under the ESOP 2010 and ESOP 2018:

ESOP 2010 and ESOP 2018 contemplates use of shares from the existing shareholding of the Trust.

q) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Amount of any loan, if any to be provided to the Trust and requisite approval in connection with the loan giving details of the trust, tenure of loan and other details as per applicable laws shall be obtained separately.

r) Maximum percentage of secondary acquisition:

There is no contemplation of acquisition of secondary shares for the purpose of ESOP 2010 and ESOP 2018.

s) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing Accounting guidelines and upon listing of shares of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As the ESOP 2010 and ESOP 2018 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 by way of a special resolution.

A draft copy of the amended ESOP 2010 and ESOP 2018 is available for inspection at the Company's Registered Office during official hours on all working days till the date of the Extraordinary General Meeting.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolution, except to the extent of the securities that may be offered to them under the ESOP 2010 and ESOP 2018.

Accordingly, your Board recommends passing of the resolution as set out in the accompanying notice.

Item No. 4 To Approve 'Arohan Employee Stock Option Plan 2021':

In connection with the Offer, the Company will be required to ensure that its employee stock option plan conform to the requirements and directions of the stock exchanges prior to the

filing of a draft red herring prospectus with the Securities and Exchange Board of India and the stock exchanges, the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirements under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the requirements under the Companies Act, 2013 and the rules made thereunder (the “**Companies Act, 2013**”), each as amended.

A copy of the existing employee stock option schemes and the revised employee stock option scheme will be made available for inspection at the registered office of the Company during the Company’s working hours from 9:30am until 6:30pm on any business day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, any shares being issued pursuant to the company’s stock option scheme requires the approval of the Shareholders of the Company.

a) Brief description of the ESOP 2021:

ESOP 2021 contemplates grant of employee stock options to the eligible employees and Directors of the Company and its subsidiaries, as may be determined in due compliance of extant law and provisions of ESOP 2021. After vesting of Options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (“Committee”) of the Company shall supervise ESOP 2021 and whereas the Trust shall administer ESOP 2021. All questions of interpretation of the ESOP 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2021.

b) Total number of options to be granted:

A total of 10,00,000 (Ten Lakhs) Options would be available for being granted to the eligible employees of the Company and its Subsidiaries under the ESOP 2021. Each option when exercised would be converted into one equity share of face value of Rs.10/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees / Directors or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the ESOP 2021.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the ESOP 2021:

All permanent employees and whole-time or executive Directors (hereinafter referred to as “employees”) of the Company and its Subsidiaries, shall be eligible subject to determination or selection by the Board.

However, following classes of employees / Directors shall not be eligible who are:

- a. Independent Directors;
- b. Promoters or persons belonging to promoter group; and
- c. Director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;

d) Appraisal Process for determining the eligibility of the employees to Employee Stock Options:

The options shall be granted to the employees as per performance appraisal system of the Company. The process for determining the eligibility of the employees will be specified by the Committee and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest. (subject to the minimum and maximum vesting period as specified below).

The vesting period of options granted shall vest in not earlier than **1 (one) year** and not more than **3 (three) years** from the date of grant of such options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options.

f) The maximum period within which the options shall be vested:

The options granted shall vest not later than 3 (three) years from the date of grant of such options.

g) Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

h) The Exercise price or pricing formula:

The exercise price per option shall such as may be determined by the Nomination and Remuneration Committee being not less than the face value of the equity share of the Company as on date of grant.

i) The Exercise Period and the process of exercise:

The vested options can be exercised by an option grantee at any time after listing of shares of the Company but within a maximum period of 2 (Two) years from the date of vesting of such options. The Nomination and Remuneration Committee may prescribe a shorter period than 2 (Two) years as stated above.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time.

j) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and code of conduct framed, if any, by the Company after listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

k) Maximum number of options to be issued per employee and in aggregate:

Number of options that may be granted to an employee under the ESOP 2021 shall not exceed 10,00,000 (Ten Lakhs) respectively in aggregate per employee under ESOP 2021 or any such

ceiling number of options as may be determined by the Committee within such limit with respect to an individual employee.

l) Method of option valuation:

The Company shall adopt fair value method for valuation of options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

m) The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

n) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of proposed termination/ resignation of an employee (except due to misconduct) all vested options as on the date of submission of resignation shall be exercisable by the Option Grantee within the maximum period of 30 days as may be notified by the Nomination and Remuneration Committee.

o) Route of administration of ESOP 2021:

The Company shall administer the ESOP 2021 through the Arohan ESOP Trust ("Trust") route.

p) Source of acquisition of shares under the ESOP 2021:

ESOP 2021 contemplates use of shares from the existing shareholding of the Trust.

q) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Amount of any loan, if any to be provided to the Trust and requisite approval in connection with the loan giving details of the trust, tenure of loan and other details as per applicable laws shall be obtained separately.

r) Maximum percentage of secondary acquisition:

There is no contemplation of acquisition of secondary shares for the purpose of ESOP 2021.

s) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing Accounting guidelines and upon listing of shares of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As the ESOP 2021 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 by way of a special resolution.

A draft copy of the ESOP 2021 is available for inspection at the Company’s Registered Office during official hours on all working days till the date of the Extraordinary General Meeting.

The Board recommends the resolutions set out in item no. 4 of the Notice for your approval. Except to the extent of their entitlement of the ESOPs, None of the directors or managers or key managerial personnel of the Company or the relatives thereof are interested in these resolutions.

Item No. 5 To Issue Equity Shares on Preferential Basis in Compliance with Section 42 And 62 of The Companies Act, 2013

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 70,33,464 equity shares (“Equity Shares”) of the face value of INR 10 to the following subscribers:

SR No.	Details of Subscriber	Number of Equity Shares	Price per share (including premium) (Amount in INR)	Consideration (Amount in INR)

1.	Aavishkaar Venture Management Services Pvt. Ltd.	10,81,081	185	19,99,99,985
2.	ASK Group	47,61,905	210	1,00,00,00,050
3.	Kiran Vyapar Limited	11,90,477	210	25,00,00,170
	Total	70,33,463		1,45,00,00,205

(collectively known as “**Subscribers**”), on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on February 4, 2021.

The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing equity shares.

The management propose to use the proceeds from the Offer for augmenting the Tier I capital, which will be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

Further details of the proposed offer are disclosed below:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated February 4, 2021, accorded its approval for raising funds by issuing up to 70,33,463 Equity Shares of face value of INR 10 on a

preferential basis through private placement. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing equity shares.

2. The objects of the issue:

The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital to be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

3. The total number of shares to be issued:

70,33,463 Equity Shares, in one or multiple tranches, as may be applicable.

4. Kinds of securities offered and the price at which security is being offered:

Equity Shares ranking *pari passu* with the existing Equity Shares are offered at a price of INR 185 and INR 210 (including a premium of INR 175 and INR 200 respectively).

5. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

Price arrived as per Discounted Cash Flow valuation method. A copy of the valuation report dated February 8, 2021 shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

6. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by Kanchan Dutta, Registered Valuer, [Reg. No. IBBI/RV/06/2018/10396] having its office at Chatterjee International Centre, 17th Floor, Flat No 13A, 33A J.L Nehru Road, Kolkata- 700071.

7. Relevant date with reference to which the price has been arrived at:

January 1, 2021.

8. Amount which the company intends to raise by way of such securities:

INR 1,45,00,00,205.

9. Material terms of raising such securities:

Issue and Allotment of 10,81,081 Equity Shares at INR 185 (including a premium of INR 175) and 59,52,382 Equity Shares at INR 210 (including a premium of INR 200) at cash may be done in one or multiple tranches, as may be applicable.

10. Proposed time schedule:

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

11. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Contribution made by Aavishkaar Venture Management Services Pvt Ltd; being the promoter.

12. Principle terms of assets charged as securities:

Not Applicable

13. The class or classes of persons to whom the allotment is proposed to be made:

Allotment to specific Identified Investors.

14. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

Promoter: Aavishkaar Venture Management Services Pvt. Ltd.

Directors & Key Managerial Personnel: Nil

15. The proposed time within which the allotment shall be completed:

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Name of the proposed allottees	% post offer
Aavishkaar Venture Management Services Pvt. Ltd.	21.06
ASK Financials Holdings Pvt. Ltd.	4.03
Kiran Vyapar Limited	1.01

17. The change in control, if any, in the company that would occur consequent to the preferential offer:

No change in control.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No equity shares allotted during the year.

19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Consideration in Cash only.

20. The pre issue and post issue shareholding pattern of the company in the following format:

Sl. No.	Category	Pre –issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoter’s holding				
1	Indian Company	4,02,83,540	36.24	4,13,64,622	34.99
	Individual	-	-	-	-
	Sub-total	4,02,83,540	36.24	4,13,64,622	34.99
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	4,02,83,540	36.24	4,13,64,622	34.99
B	Non- promoters holding	-	-		
1	Institutional Investors	6,38,44,777	57.43	6,38,44,777	54.01
2	Non-institutional investors	-	-	-	-
3	Private corporate bodies	-	-	59,52,382	5.04
4	Directors and relatives	12,102	0.01	12,102	0.01
5	Public [including Non-Resident Indians (NRIs)]	39,39,003	4.15	39,39,003	3.33
6	Others	30,91,552	2.17	30,91,552	2.62
	Sub-total (B)	7,08,87,434	63.76	7,68,39,816	65.01
	GRAND TOTAL	11,11,70,974	100.00	11,82,04,438	100.00

The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing special resolution in the meeting.

Except for Vineet Chandra Rai and Anurag Agrawal being the Directors of Aavishkaar Venture Management Services Pvt. Ltd., none of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No. 5.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

Item No. 6 To take approval for Sale of Undertaking (MSME Business) as a Related Party Transaction:

Section 188(1)(b) of the Act read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the Company, is to be approved by the members of the Company by way of passing an ordinary resolution.

The Proposed Transaction would be in the nature of a related party transaction under Section 188(1)(b) of the Act read with the rules framed thereunder. Since the Proposed Transaction meets the thresholds prescribed under Section 188(1) (b) of the Act, it requires approval of members by way of an ordinary resolution.

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 an ordinary resolution.

The disclosures under, Rule 15 (3)(ii) of the Companies (Meetings of the Board and its Powers)**Rules 2014, as amended thereon:**

Particulars	Information
Name of the related party	Ashv Finance Limited (ASHV)
Name of the director or the key managerial personnel who is related, if any	Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Ms. Matangi Gowrishankar.
Nature of relationship	Company is having common directors.
Nature, material terms, monetary value and particulars of the contract or arrangements	The Undertaking will be transferred to the Purchaser, as a going concern on a slump-sale basis on such consideration as mutually decided between the parties.
Any other information relevant or important for the members to take a decision on the proposed resolution	All important or relevant information have been provided in the foregoing paragraphs of this explanatory statement.

The transfer of the Undertaking shall be effective from the Closing Date or such other date as may be decided by the Board in this regard, subject to receipt of necessary approvals wherever applicable. 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 for Mr. Vineet Rai, Mr. Anurag Agrawal, and Ms. Matangi Gowrishankar being the common directors on the Board of both the Companies, none of the Directors, Key Managerial Personnel of the Company or the relatives thereof are interested in the aforesaid resolutions.

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 aforementioned ordinary resolution for approval by the members of the Company.

Item No. 7 To Ratify Related Party Transaction:

The Board of Directors of the Company at their meeting held on November 12, 2020 allowed to carry out a Related Party Transaction with Aavishkaar Venture Management Services Pvt. Ltd. amounting up to INR 100 Cr.

Additional Information in relation to Item No. 7, as per Rule 15 (3) of the Companies (Meeting of Board and its Power), 2014

Sl. No.	Particulars	Details
1.	Name of the Related Party	M/s. Aavishkaar Venture Management Services Pvt. Ltd.
2.	Name of the Director or Key Managerial Personnel who is related, if any;	Mr. Vineet Rai, Director Mr. Manoj Kumar Nambiar; Managing Director
3.	Nature of relationship	Common Director/ Promoter
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	1. Advancement of Loan of up to INR 100 Cr. 2. Rate of Interest: 10% p.a. fixed 3. Tenor: Short term loan. 4. No Processing fee 5. No prepayment penalty 6. Bullet repayment at the end of tenor or earlier, as the case may be in tranches or in full
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All other information relevant or important is covered in the foregoing paragraphs of the explanatory statement

Thus as per Section 188 of the Companies Act, 2013, transaction entered between related parties in excess of the prescribed limits needs ratification by the Board and thereafter the members of the Company within three months of the transaction.

The transactions as mentioned above were made in the ordinary course of business and at Arm's Length price.

The Audit Committee & the Board of Directors of the Company have considered the Contracts / Arrangement and limits at their respective meetings and ratified and approved the Contracts/ Arrangements with the Related Party (ies) and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

Members are hereby informed that pursuant to second proviso of Section 188 of the Act, no member of the Company shall vote on the resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party.

The Board of Directors of the Company recommends the Resolution as set out at Item No.7 in the accompanying Notice for ratification and approval of the members.

Except Mr. Vineet Rai and Mr. Manoj Kumar Nambiar, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution at Item No.7 of the Notice.

By order of the Board of Directors

Date: February 4, 2021

Place: Kolkata

ANIRUDH SINGH G THAKUR

Head- Legal, Compliance &

Company Secretary