

## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of Arohan Financial Services Limited (*"the Company"*) will be held on Thursday, the 19<sup>th</sup> of March, 2020 at its registered office at PTI Building, 4th floor, DP-9, Sector-V, Salt Lake Kolkata - 700091 India, at 11:00 A.M. at a shorter notice to transact the following business:

### **SPECIAL BUSINESS:**

**1. TO TAKE APPROVAL FOR SALE OF UNDERTAKING COMPRISING THE MSME BUSINESS OF THE COMPANY TO JAIN SONS FINLEASE LIMITED (INTELLEGROW)**

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 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder (including any statutory modifications, amendments or re-enactments to each of the foregoing), (the **"Act"**) and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, (a) the members hereby ratify the decision of the Board of Directors of the Company (**"Board"**) to enter into the business transfer agreement between the Company and Jain Sons Finlease Limited (the **"Purchaser"** and such agreement the **"BTA"**), and (b) the consent of the members be and is hereby accorded to the Board to sell the undertaking comprising of its MSME business of providing finance to micro, small and medium enterprises, together with identified associated employees, licenses, books and records, contracts, business assets and liabilities to the Purchaser (hereinafter referred to as the **"Undertaking"**), for a lump sum consideration consisting of the Net Asset Value of the selling portfolio as on the cut-off date Plus Rs. 45 crores and as a going concern on a slump sale basis and on such terms and conditions as are specified in the BTA."

**"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 negotiate, finalise and execute the BTA and any other related documentation in connection with the transfer of the Undertaking to the

Purchaser and 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.”

**2. TO TAKE APPROVAL FOR SALE OF UNDERTAKING AS A RELATED PARTY TRANSACTION**

To consider, and if thought fit, to pass with or without modifications, the following resolution as an 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 BTA and sale of the Undertaking 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.”

**Date: 13<sup>th</sup> March, 2020**

**Place: Mumbai**

**By the Order of the Board**

**Anirudh Singh G Thakur**



  
**Company Secretary &  
Compliance Officer**

### 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.
2. **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.**
3. Pursuant to Section 20(2) of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, each as amended, companies are permitted to send official documents to their shareholders electronically.
4. 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.





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As the members may be aware that the Company has decided to sell its undertaking comprising of its business of providing finance to micro, small and medium enterprises (“**MSME Business**”) together with identified associated employees, licenses, books and records, contracts, business assets and liabilities (the “**Undertaking**”) to Jain Sons Finlease Limited (the “**Purchaser**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) (the “**Act**”) as a going concern on a slump-sale basis on a consideration consisting of the Net Asset Value of the portfolio as on the cut-off date Plus Rs. 45 crores (“**Proposed Transaction**”).

For this purpose, the Company proposes to enter into a business transfer agreement with Arohan (“**BTA**”) setting out certain rights and obligations of the parties in relation to the Proposed Transaction as contemplated above. The Proposed Transaction has been approved by the board of directors of the Company (“**Board**”) at the meeting held on 13<sup>th</sup> March, 2020, subject to the approval of the shareholders of the Company.

The valuation report issued by BDO India LLP and a copy of BTA is available for inspection at the registered office of the Company during the business hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. until the date of the extraordinary general meeting.

**Item No. 1:****TO TAKE APPROVAL FOR SALE OF THE UNDERTAKING COMPRISING THE MSME BUSINESS OF THE COMPANY TO JAIN SONS FINLEASE LIMITED (INTELLEGROW)**

Members of the Company are requested to note that Section 180(1)(a) of the Act requires that sale of the undertaking of the company in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year, is to be approved by the members of the Company by way of passing a special resolution.

The Proposed Transaction would be in the nature of sale of undertaking under Section 180(1) (a) of the Act read with the rules framed thereunder. Since the Proposed Transaction meets the thresholds prescribed under Sections 180(1) (a) of the Act, it requires approval of members by way of a special resolution.



**Item no. 2:**

**TO TAKE APPROVAL FOR SALE OF UNDERTAKING 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   | Jain Sons Finlease Limited (IntelleGrow)   |
| Name of the director or the key managerial personnel who is related, if any | Mr. Vineet Chandra Rai and Mr. Anurag Agrawal.   |
| Nature of relationship  | Company is having common directors.  |
| Nature, material terms, monetary value and particulars of the contract or   | The Undertaking will be transferred to the Purchaser, as a going concern on a slump-sale basis on a consideration consisting of the Net Asset Value of the selling portfolio as on the cut-off date Plus Rs. 45 crores. The consideration shall be payable in two installments as follows: |





|  |   |  |                                       |
|--|---|--|---------------------------------------|
| arrangements   | <b>Installments</b>   | <b>Time period</b>                     | <b>Consideration to be Paid (Rs.)</b> |
|  | First Installment   | To be paid on the closing/cut-off date | As per the BTA                        |
|  | Second Installment  | To be paid post closing/cut-off date   | As per the BTA                        |
|  | <b>Total</b>  |  | As per the BTA                        |
| The consideration has been determined on the basis of the valuation report dated 12 <sup>th</sup> March, 2020, conducted by BDO India LLP, who is an independent third party valuer. The other terms and conditions subject to which such transfer shall take place have been detailed in the BTA. |   |  |                                       |
| 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 (as defined under the BTA) 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 and Mr. Anurag Agrawal, both 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 special resolution and ordinary resolution for approval by the members of the Company.

**Date: 13<sup>th</sup> March, 2020**

**Place: Mumbai**



**By the Order of the Board**

*Anirudh Singh G Thakur*  
**Anirudh Singh G Thakur**

**Company Secretary &  
 Compliance Officer**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**AROHAN FINANCIAL SERVICES LIMITED**

CIN: U74140WB1991PLC053189

Reg. Office: PTI Building, 4th Floor, DP-9, Sector-V, Salt Lake Kolkata Parganas North WB 700091  
IN.

Name of the members (s):.....

Registered address:.....

E-mail Id:.....

Folio No: .....

I/We, being the member (s) of ..... shares of the AROHAN FINANCIAL SERVICES  
LIMITED., hereby appoint:

- 1).....of .....having e-mail id .....or failing him
- 2).....of .....having e-mail id .....or failing him
- 3).....of .....having e-mail id .....or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us  
and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday,  
19<sup>th</sup> March 2020 at 11:00 A.M. at REGISTERED OFFICE AT PTI BUILDING, 4TH FLOOR, DP-9,  
SECTOR-5, SALT LAKE KOLKATA PARGANAS NORTH WB 700091 INDIA and at any  
adjournment thereof in respect of such resolutions as are indicated below:



**\*\* I wish my above Proxy to vote in the manner as indicated in the box below:**

| <b>Resolutions</b>   | <b>For</b> | <b>Against</b> |
|--|------------|----------------|
| <b><u>SPECIAL BUSINESS:</u></b><br>1. To take approval for sale of the undertaking comprising the MSME business of the Company to Jain Sons Finlease Limited (Intellegrow)<br>2. To take approval for sale of undertaking as a related party transaction |            |                |

Signed this..... day of..... 2020

.....  
 Signature of shareholder

Affix  
 Revenue  
 Stamp

.....  
 Signature of first proxy holder

.....  
 Signature of second proxy holder

.....  
 Signature of third proxy holder





**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10 % of the total share of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*\*This is only optional. Please put a 'tick' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.



**ATTENDANCE SLIP**

**AROHAN FINANCIAL SERVICES LIMITED**

CIN: U74140WB1991PLC053189

Reg. Office: PTI Building, 4th Floor, DP-9, Sector-V, Salt Lake, Kolkata Parganas North WB 700091 IN.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Folio No:

No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER: .....

.....

.....

I hereby record my presence at the Extra Ordinary General Meeting of **AROHAN FINANCIAL SERVICES LIMITED** held on Thursday, 19<sup>th</sup> March 2020 at 11:00 A.M., at PTI Building, 4th Floor, DP-9, Sector-V, Salt Lake Kolkata Parganas North WB 700091 IN.

\_\_\_\_\_  
Signature of Member / Proxy

**Notes:**

- (1) Members/ Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.



**MAP for AROHAN FINANCIAL SERVICES LIMITED Registered Office:**

