

OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF JAIN SONS FINLEASE LIMITED HELD ON FRIDAY, THE 22ND DAY OF MAY, 2020 BETWEEN 05:00 PM TO 05:30 PM THROUGH VIDEO CONFERENCING FROM THE PLACE OF RESIDENCE OF THE CHAIRPERSON SITUATED AT FLAT NO. 301, PAVAN GIRI, CORNER OF CENTRAL AND SOUTH AVENUE, SANTACRUZ (WEST), MUMBAI – 400054, MAHARASHTRA, INDIA IN ACCORDANCE WITH GENERAL CIRCULAR NO. 20/2020 ISSUED BY MINISTRY OF CORPORATE AFFAIRS ON 05-MAY-2020.

Present:

Mr. Nikesh Kumar Sinha	-	Chairman, Managing Director and Member (Participated Meeting through Video Conferencing from Mumbai)
Mr. Anurag Agrawal	-	Director and Authorised Representative of Intellectual Capital Advisory Services Private Limited and Aavishkaar Venture Management Services Private Limited (Participated Meeting through Video Conferencing from Mumbai)
Ms. Suma Swaminathan	-	Nominee Director and Authorised Representative of DWM (International) Mauritius Limited (Participated Meeting through Video Conferencing from New York)
Mr. Sarunas Kubilickas	-	Nominee Director and Authorised Representative of Triodos SICAV II - Triodos Microfinance Fund and Legal Owner Triodos Funds B.V. in its capacity as legal owner of Triodos Fair Share Fund (Previously known as Triodos Custody B.V. INZ. Triodos Fair Share Fund) and also representing Mr. Rakesh Rewari, Chairperson of Audit and Compliance Committee (Participated Meeting through Video Conferencing from France)
Ms. Monika Thadeshwar (Variava)	-	Company Secretary and Authorised Representative of ON Mauritius (Participated Meeting through Video Conferencing from Thane)
Ms. Kiran Agarwal Todi	-	Member and Chief Financial Officer (Participated Meeting through Video Conferencing from Mumbai)
Mr. John Arunkumar Diaz	-	Member (Participated Meeting through Video Conferencing from Mumbai)
Ms. Swapna Nair	-	Member (Participated Meeting through Video Conferencing from Navi Mumbai)
Mr. Pawan Bang	-	Member (Participated Meeting through Video Conferencing from Mumbai)
Ms. Matangi Gowrishankar	-	Independent Director and Chairperson of Nomination and Remuneration Committee (Participated Meeting through Video Conferencing from Pune)

The Company had received six authorized representation letters from the Corporate Members and these Corporate Members are collectively holding 4,19,70,266 Equity Shares of Rs. 10/- each, representing about 98.03% of the paid-up share capital of the Company on fully diluted basis.

Due to prior engagements and work commitments, Mr. Vineet Chandra Rai, Chairman of the Company, Mr. Rakesh Rewari, Independent Director and Chairman of the Audit and Compliance Committee and Ms. Anuradha Ramachandran, Nominee Director of the Company were unable to attend the said Annual General Meeting.

Also due to some pre-occupation and prior commitments, none of the representatives from M/s. Walker Chandio & Co LLP, Statutory Auditor and M/s. M Baldeva Associates, Secretarial Auditor of the Company, were able to attend the Annual General Meeting

Chairman:

Mr. Anurag Agarwal proposed the name of Mr. Nikesh Kumar Sinha as the Chairman for the Meeting and the same was seconded by Mr. John Arunkumar Diaz. The said motion was put to vote and the same was unanimously passed by the Members by show of hands.

Mr. Nikesh Kumar Sinha took the Chair and then started with the proceedings of the Meeting.

Quorum:

The Chairman confirmed that the requisite quorum being present, called the meeting to order and initiated the proceedings

With the permission of the Chairman, the Company Secretary made the following statutory disclosures/announcements:

- **Register of Director's and Key Managerial Personnel and their Shareholdings:**

The Register of Director's and Key Managerial Personnel and their Shareholdings were made available for inspection to the Members through electronic mode at the link provided in the Notice.

- **Statutory Registers and the Register of Contracts or arrangement maintained under Section 189 of the Companies Act, 2013:**

Statutory Registers and the Register of Contracts or arrangements in which Directors are interested as maintained under Section 189 of the Companies Act, 2013 were made available for inspection to the Members through electronic mode at the link provided in the Notice.

The Company Secretary requested Mr. Nikesh Kumar Sinha, Chairman to conduct the proceedings of the meeting:

Notice, Directors Report and Auditors Report:

The Chairman briefed the Members that the Notice convening of 22nd Annual General Meeting of the Company and the Explanatory Statement along with copies of the Audited Financial Statements for the year ended 31st March 2020, together with the Directors' and Auditors' report and the same was taken as read with the consent of the Members

Chairman's Speech:

The Chairman then delivered his speech to the Members present explaining in brief the Financial Position of the Company as at 31-Mar-2020 and also the the current working and the future prospects of the Company. He further informed Members of the impact of the COVID-19 on the business of the Company. The Chairman assured the Members that the Management is taking all the necessary steps to protect the

interest of the Company. The Chairman then commenced the meeting by taking the first item of the agenda of the meeting:

Ordinary Business:

1. Adoption of the Audited Financial Accounts for the financial year ended as on 31-Mar-2020:

The Chairman took up the first agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Ordinary Resolution for adoption of Audited Financial Accounts for the financial year ended 31-Mar-2020. Ms. Monika Thadeshwar (Variava) read the Ordinary Resolution as set out at item no.1 of the Notice as follows:

Proposed by : Ms. Kiran Agarwal Todi
Seconded by : Mr. John Arunkumar Diaz

“RESOLVED THAT the Audited Financial Accounts as on 31-Mar-2020 and the statement of Profit and Loss Account for the year ended as on that date and the Directors’ Report and the Auditors’ Report thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT Mr. Vineet Chandra Rai, Chairman; Mr. Nikesh Kumar Sinha, Managing Director; Ms. Kiran Agarwal Todi, Chief Financial Officer and Ms. Monika Thadeshwar (Variava), Company Secretary of the Company be and are hereby severally authorised to do such acts, deeds and things as may be necessary to give effect to the above resolution.”

‘The Chairman then put the above resolution to vote and the same was passed unanimously by show of hands.’

2. Re-appointment of Mr. Anurag Agrawal, (DIN: 02385780), Director of the Company, who retires by rotation:

The Chairman took up the second agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Ordinary Resolution for re-appointment of Mr. Anurag Agrawal, (DIN: 02385780), Director of the Company who retires by rotation. Ms. Monika Thadeshwar (Variava) read the Ordinary Resolution as set out at item no.2 of the Notice as follows:

Proposed by : Mr. Sarunas Kubilickas
Seconded by : Mr. Nikesh Kumar Sinha

“RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Anurag Agrawal, (DIN: 02385780), Director of the Company, whose office is liable to retire by rotation be and is hereby re-appointed as a Director of the Company.”

‘The Chairman then put the above resolution to vote and the same was passed unanimously by show of hands.’

3. Re-appointment of Mr. Sarunas Kubilickas (DIN: 07979896), Nominee Director of the Company, who retires by rotation:

The Chairman took up the third agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Ordinary Resolution for re-appointment of Mr. Sarunas Kubilickas (DIN: 07979896), Nominee Director of the Company who retires by rotation. Ms. Monika Thadeshwar (Variava) read the Ordinary Resolution as set out at item no.3 of the Notice as follows:

Proposed by : Mr. Anurag Agrawal
Seconded by : Mr. John Arunkumar Diaz

“RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Sarunas Kubilickas (DIN: 07979896), Nominee Director of the Company, whose office is liable to retire by rotation be and is hereby re-appointed as a Nominee Director of the Company.”

‘The Chairman then put the above resolution to vote and the same was passed with requisite majority by show of hands.’

SPECIAL BUSINESS:

4. Regularisation of appointment of Ms. Matangi Gowrishankar, Additional Director, Non-Executive & Independent as an Independent Director of the Company:

The Chairman took up the fourth agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Ordinary Resolution for regularisation of appointment of Ms. Matangi Gowrishankar, Additional Director, Non-Executive & Independent as an Independent Director of the Company. Ms. Monika Thadeshwar (Variava) read the Ordinary Resolution as set out at item no. 4 of the Notice as follows:

Proposed by : Ms. Kiran Agarwal Todi
Seconded by : Mr. Nikesh Kumar Sinha

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rule, 2014 (“Rules) read with Schedule IV to Act and other applicable provisions of Act and Rules and other rules made pursuant to Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Matangi Gowrishankar (holding DIN: 01518137), whose term of office as an Additional Director, Non-Executive & Independent on the Board of the Company, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for term of five consecutive years with effect from 12-Mar-2020 upto 11-Mar-2025.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary of the Company

be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

‘The Chairman then put the above resolution to vote and the same was passed unanimously by show of hands.’

5. Regularisation of appointment of Ms. Suma Swaminathan, Additional Director, Nominee as a Nominee Director of the Company:

The Chairman took up the fifth agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Ordinary Resolution for regularisation of appointment of Ms. Suma Swaminathan, Additional Director, Nominee as a Nominee Director of the Company. Ms. Monika Thadeshwar read the Ordinary Resolution as set out at item no.5 of the Notice as follows:

Proposed by : Mr. Anurag Agrawal
Seconded by : Ms. Kiran Agarwal Todi

“**RESOLVED THAT** pursuant to Sections 152 and 160 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, rules as may be applicable (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Suma Swaminathan (holding DIN: 0008735282), nominated by DWM (International) Mauritius Ltd., whose term of office as an Additional Director, Nominee on the Board of the Company, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director, be and is hereby appointed as a Nominee Director, whose period of office will be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

‘The Chairman then put the above resolution to vote and the same was passed with requisite majority by show of hands.’

6. Approval to contribute to bona fide and charitable funds in terms of section 181 of the Companies Act, 2013:

The Chairman took up the sixth agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Special Resolution for approval to contribute to bona fide and charitable funds in terms of section 181 of the Companies Act, 2013. Ms. Monika Thadeshwar (Variava) read the Special Resolution as set out at item no.6 of the Notice as follows:

Proposed by : Mr. Anurag Agrawal
Seconded by : Mr. Sarunas Kubilickas

“**RESOLVED THAT**, pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, circulars, notifications, if any, made

thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or committee thereof) to contribute to bonafide and charitable funds, including any contribution towards Corporate Social Responsibility (CSR) activities of upto 5% of profit of FY2020, not exceeding Rs.10,00,000/- (Rupees Ten Lakhs Only) which exceeds the limit of five percent of the average net profits for the three immediately preceding financial years of the Company for making a contribution in the financial year 2020-21:

- towards projects pertaining to Covid-19 Pandemic by way of entering into Agreement with RightWalk Foundation, an organisation that drives Equity, Inclusion and Social Justice at scale by unlocking the potential of social policies through Advocacy, Governance, Capacity building & Distributed delivery and/or towards key areas/projects pertaining to Covid-19 Pandemic as below:
 - a. Equip Government Doctors of the Poorest Districts with Personal Protective Equipment (PPE);
 - b. Partner with Local Institutions in Low Income States for food delivery to fight hunger;
 - c. Support the extremely vulnerable and poor, such as rag pickers, microfinance borrowers, low income farmers, Employees of MSME, and those who are employed in the supply chain companies;
 - d. Align & Cooperate with other Facilities & fund raised to promote all-round fight with Covid19;
 - e. Align with Government initiatives

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient including signing and execution of all the necessary documents, agreements, application, forms in order to give effect to this resolution.”

‘The Chairman then put the above resolution to vote and the same was carried unanimously by show of hands.’

7. Approval for entering into Debt Syndicate Agreement with Intellectap Advisory Services Private Limited:

The Chairman took up the seventh agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Special Resolution for approval for entering into Debt Syndicate Agreement with Intellectap Advisory Services Private Limited. Ms. Monika Thadeshwar (Variava) read the Special Resolution as set out at item no. 7 of the Notice as follows:

Proposed by : Mr. Sarunas Kubilickas
Seconded by : Mr. Nikesh Kumar Sinha

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Debt Syndicate Agreement in order to raise debt through lender(s) or Investor(s) for expansion of business of the Company from Intellectap Capital Advisory Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman is interested as a Shareholder and Ms. Matangi Gowrishankar, Independent Director is interested as a Director in the said Intellectap Capital Advisory Services

Private Limited, on such terms and conditions as may be mutually agreed between the Company and Intellectap Capital Advisory Services Private Limited.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient in order to give effect to the above resolution.”

‘The Chairman then put the above resolution to vote and the same was passed with requisite majority by show of hands.’

8. Approval for granting of loan(s) to TribeTech Private Limited:

The Chairman took up the eighth agenda item and requested Ms. Monika Thadeshwar (Variava) to read the Special Resolution for approval for granting of loan(s) to TribeTech Private Limited. Ms. Monika Thadeshwar (Variava) read the Special Resolution as set out at item no. 8 of the Notice as follows:

Proposed by : Mr. Sarunas Kubilickas
Seconded by : Mr. John Arunkumar Diaz

“RESOLVED THAT pursuant to the provisions of Section 185 and 186 (as amended by the Companies (Amendment) Act, 2017, and other applicable provisions if any of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and enabling provisions of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authorities, as may be applicable, the consent of the Members of the Company be and is hereby accorded to grant unsecured loan(s) to TribeTech Private Limited a group Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as Director and Mr. Anurag Agrawal, Director of the Company is interested as Member in the said TribeTech Private Limited upto an aggregate amount of Rs.5,00,00,000/- (Rupees Five Crores Only) in one or more tranches, and on such terms and conditions as may be mutually agreed upon between the parties.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary of the Company, be and are hereby severally authorized to take all the necessary steps relating to grant of loan to TribeTech Private Limited and to make, sign and execute, on behalf of the Company, such deeds, documents, agreements, undertakings and all the necessary papers as may be required and to do such acts, deeds and things as may be necessary in order to give effect to the above resolution.”

‘The Chairman then put the above resolution to vote and the same was passed with requisite majority by show of hands.’

The Chairman announced the summary of decisions taken in the meeting and confirmed that all the resolutions were duly approved by the Shareholders present at the Meeting.

Vote of Thanks:

There being no other business, the meeting concluded with a vote of thanks to the Chair.

PLACE:

DATE OF SIGNING:

DATE OF PREPARATION OF MINUTES:

DATE OF ENTRY IN MINUTES BOOK:

**Sd/-
CHAIRMAN**