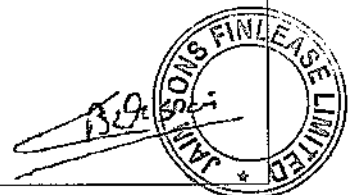
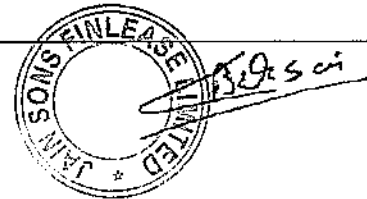


ANNUAL REPORT OF JAIN SONS FINLEASE LIMITED 2018 - 2019

<p>BOARD OF DIRECTORS: Vineet Chandra Rai Rakesh Rewari Bhama Krishnamurthy Pradeep Pursnani Anuradha Ramachandran Aleem Remtula Sarunas Kubilickas Anurag Agrawal Akbar Khan (upto 30-Apr-2018) John Arunkumar Diaz (w.e.f.24-Apr-2018 upto 05-Dec-2018) Nikesh Kumar Sinha (w.e.f.30-Oct-2018 upto 21-Jan-2019 as Executive Director) (w.e.f. 22-Jan-2019)</p>	<p>Chairman Independent Director Independent Director Nominee Director Nominee Director Nominee Director Nominee Director Director Executive Director Managing Director Managing Director</p>
<p>KEY MANAGERIAL PERSONNEL: Nikesh Kumar Sinha (w.e.f. 16-Oct-2018) Kiran Agarwal Todi (w.e.f. 02-Jan-2019) Chirag Desai Akbar Khan (upto 15-Jun-2018) Nitin Agrawal (upto 23-May-2018)</p> <p>BANKERS: Kotak Mahindra Bank IDBI Bank Limited Axis Bank Limited</p> <p>REGISTRAR AND SHARE TRANSFER AGENT: For Debentures: Satellite Corporate Services Pvt. Ltd. Unit no. 49, Building No. 13-A 3, 2nd Floor, Samhita Commercial Co-Op Soc. Limited, Sakinaka, Mumbai-400072 Maharashtra, India</p>	<p>Chief Executive Officer Chief Financial Officer Company Secretary Chief Executive Officer Dy. CEO & Chief Financial Officer</p> <p>DEBENTURE TRUSTEE: 1. Catalyst Trusteeship Limited GDA House, Plot No. 85 S. No. 94 & 95, Bhusari Colony (Right), Kothrud Pune Maharashtra-411038 India 2. Beacon Trusteeship Limited 4C & D Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra (East) Mumbai Mumbai City Maharashtra 400051 India</p> <p>STATUTORY AUDITORS: Walker Chandiook & Co LLP Chartered Accountants 7th Floor, Block III, White House, Kundan Bagh, Begumpet, Hyderabad – 500016, India.</p>



	<p>21st Annual General Meeting of Jain Sons Finlease Limited will be held on Thursday, the 09-May-2019 at 11:30 am at the Registered office of the Company situated at: Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100), Somajiguda Hyderabad - 500082 IN</p>		
<p>REGISTERED OFFICE: Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100), Somajiguda Hyderabad - 500082, Telangana India Tel: 91-40-4030 0200; Fax: 91-40-4030 0275 Website: www.intellegrow.com CIN: U65910TG1998PLC088941</p>	<table border="1"> <tr> <th data-bbox="759 539 1433 577">CONTENTS</th> </tr> <tr> <td data-bbox="759 577 1433 949"> <p>Notice of Annual General Meeting Directors Report and its Annexures Secretarial Audit Report Auditors Report Balance Sheet Statement of Profit and Loss Cash Flow Statement Significant Accounting Policies and Notes forming Part of the Financial Statements</p> </td> </tr> </table>	CONTENTS	<p>Notice of Annual General Meeting Directors Report and its Annexures Secretarial Audit Report Auditors Report Balance Sheet Statement of Profit and Loss Cash Flow Statement Significant Accounting Policies and Notes forming Part of the Financial Statements</p>
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<p>Notice of Annual General Meeting Directors Report and its Annexures Secretarial Audit Report Auditors Report Balance Sheet Statement of Profit and Loss Cash Flow Statement Significant Accounting Policies and Notes forming Part of the Financial Statements</p>			
<p>CORPORATE OFFICE: 12B, 3rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062 Maharashtra, India Tel: 91-22-6249 2700; Fax: 91-22-6249 2787</p>			



NOTICE

Notice is hereby given that the Twenty-First Annual General Meeting of Jain Sons Finlease Limited will be held on Thursday, 09-May-2019 at IST 11:30 AM at the Registered Office of the company situated at Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100), Somajiguda Hyderabad -500082, Telangana, India to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Audited Financial Accounts for the financial year ended 31-Mar-2019:**

To receive, consider and adopt the Audited Financial Accounts of the Company for the financial year ended 31-Mar-2019 together with the reports of the Directors' and Auditors' thereon.

2. Re-appointment of Ms. Anuradha Ramachandran, Nominee Directors of the company, who retires by rotation:

To appoint a Director in place of Ms. Anuradha Ramachandran (DIN: 01983108), who retires by rotation and being eligible, offers herself for re-appointment.

3. Re-appointment of Mr. Aleem Remtula, Nominee Director of the company, who retires by rotation:

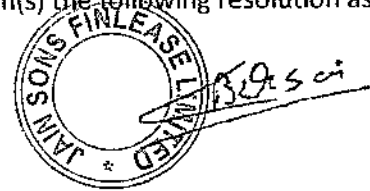
To appoint a Director in place of Mr. Aleem Remtula (DIN: 02872107), who retires by rotation and being eligible, offers himself for re-appointment.

4. Confirmation and ratification of the appointment of Walker Chandiok & Co. LLP (having Firm Registration Number: 001076N), Statutory Auditors and fixing of their remuneration:

To ratify the appointment of Walker Chandiok & Co. LLP, Chartered Accountants (having Firm Registration Number: 001076N) as the Statutory Auditor of the Company for the FY2019-20 & FY2020-21 and to authorise Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi, Chief Financial Officer of the Company to fix the remuneration. The Companies Amendment Act, 2017 has removed the requirement of annual ratification once the auditors have been appointed for five years w.e.f. 07-May-2018. The provisions with respect to annual ratification has been removed from Companies (Audit and Auditors) Rules as well.

SPECIAL BUSINESS:**5. Regularisation of appointment of Mr. Nikesh Kumar Sinha, Additional Director of the Company as Director:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:



“RESOLVED THAT pursuant to the provisions of Section 152, 160, 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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, and in accordance with the Articles of Association of the Company and based on recommendation of members of the Nomination and Remuneration Committee of the Board and Board of Directors of the Company held on 30-Oct-2018. Mr. Nikesh Kumar Sinha (holding DIN: 08268336), whose term of office as an Additional Director, expires at this Annual General Meeting, be and is hereby appointed as Director of the company.

RESOLVED FURTHER THAT Mr. Vineet Chandra Rai, Chairman or Mr. Anurag Agrawal, Director of the Company be and are hereby severally authorised 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.”

6. Approval for Re-appointment of Mr. Rakesh Rewari as an Independent Director for another term of five years

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 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 thereof for the time being in force) and any other law for the time being in force, if applicable and based on recommendation of Nomination and Remuneration Committee of the Board and Board of Directors of the Company approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rakesh Rewari (holding DIN: 00286853), Independent Director of the Company, whose first term of 5 consecutive years is expiring on 28-Sep-2019 and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for re-appointment for second term under the Act and rules made thereunder, be and is hereby considered and approved as an Independent Director of the Company for a second term of 5 consecutive years on the Board of the Company w.e.f. 29-Sep-2019 till 28-Sep-2024 and whose term shall not be subject to retire by rotation.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary in order to give effect to the above resolution.”



7. Approval for revision in remuneration payable to Mr. Nikesh Kumar Sinha, Managing Director of the Company:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the Articles of Association of the Company revision in remuneration payable to Mr. Nikesh Kumar Sinha, Managing Director of the Company for the remaining period of his tenure w.e.f. 01- Apr-2019 as detailed below table be and is hereby approved:

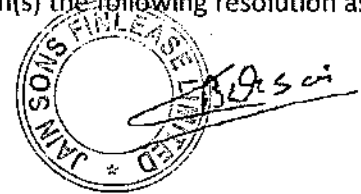
Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.1,20,00,000/-
2	Performance linked variable pay	50% of Fixed Pay
3	Mediclaime coverage	As per rules of the Company's scheme
4	Leave Encashment	As per rules of the Company's scheme
5	Provident Fund	As per rules of the Company's scheme
6	Gratuity	As per rules of the Company's scheme
7	Other perquisites	As per rules of the Company's scheme

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

RESOLVED FURTHER THAT Mr. Vineet Chandra Rai, Chairman or Mr. Anurag Agrawal, Director of the Company be and are hereby severally authorised to enter into an agreement /issue a letter for appointment and increase in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.”

8. Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:



“RESOLVED THAT consent of the Members of the company be and is hereby accorded pursuant to provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 to the Board of Directors of the company to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed INR 1000,00,00,000/- (Indian Rupees One Thousand Crore only) at any time.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi or Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

9. Borrowing Limits under section 180(1) (c) of the Companies Act, 2013

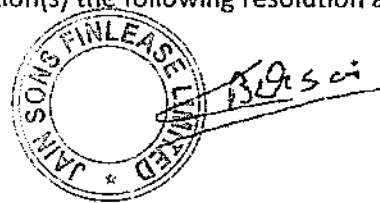
To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) will exceed the paid-up capital of the Company and free reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed INR 1000,00,00,000/- (Indian Rupees One Thousand Crore Only) at any time.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi, Chief Financial Officer or Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

10. Approval for shifting of Registered Office from the State of Telangana to the State of Maharashtra and alteration of clause II of Memorandum of Association of the Company:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:



“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and any other applicable rules thereon (including any statutory modification thereto or re-enactment thereof for the time being in force), RBI guidelines issued from time to time and the Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to approval of the Regional Director, Hyderabad or of applicable jurisdiction, Registrar of Companies, Hyderabad, Reserve Bank of India, Hyderabad and such other approval as required from regulatory authority(ies) and approval of Board Directors in the meeting held on 08-May-2019, consent of the Members of the company be and is hereby accorded to shift the registered office of the Company from Babukhan’s Millenium Centre, 4th Floor, Block-B, Premises No. 403 and 404 (6-3-1099/1100), Somajiguda, Hyderabad – 500082, Telangana, India to 12B, 3rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062, Maharashtra, India.

RESOLVED FURTHER THAT upon shifting of the registered office, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted as below:

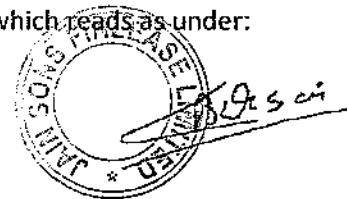
II. The Registered Office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi, Chief Financial Officer or Mr. Chirag Desai, Company Secretary of the Company, be and are hereby severally authorised, to nominate/authorise someone to appear, represent and make such statement, furnish such information and do such things, as may be required on behalf of the Company in the matter of the petition before the office of Regional Director for seeking confirmation for the proposed alteration of the registered office clause of the Memorandum of Association of the Company and also authorised to appoint any Consultant, Practicing Company Secretary, Advocate/Attorney or any other professionals as may be required from time to time basis and to fix their remuneration/fee and to sign, execute and deliver the petition, application, affidavits, undertakings and such other documents including but not limited to filing of e-forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

11. Approval for modification of clause, pertaining to common seal, in Articles of Association of the Company:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 9, 14 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable rules thereon, as amended from time to time, the Articles of Association of the Company be and is hereby altered by deletion of following clauses of the Articles of Associations of the Company which reads as under:



Sl.	Clause No.	Particulars
1	9.1	The certificate of title to shares shall be issued under the Seal of the Company.
2	24.1 (Article XXIV)	The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Director or a Committee of the Board previously given and one Director at least shall sign every instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

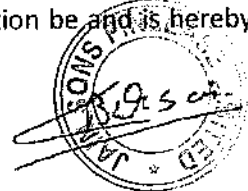
RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi or Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

12. Approval of Debt Raising Agreement to be entered with Intellecap Advisory Services Private Limited:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

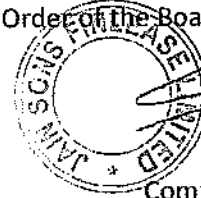
“**RESOLVED THAT** pursuant to Section 188 and any other applicable provisions, if any of the Companies Act, 2013 (the Act) and rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Debt Raising Agreement with Intellecap Advisory Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Shareholder in the said Intellecap Advisory Services Private Limited, in order to raise debt/loan from various lender(s) or Investor(s) to expand business of the Company, on such terms and conditions as may be mutually agreed between the Company and Intellecap Advisory Services Private Limited.

RESOLVED FURTHER THAT the draft copy of “Debt Raising Agreement”, as placed before the meeting and duly initialled by the Chairman for the purpose of identification be and is hereby approved.



RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise and to sign, execute and deliver such documents as may be required from time to time and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

By Order of the Board of Directors



Chirag Desai

Company Secretary

(Membership No.: A22880)

Mumbai, 08-May-2019

Registered Office:

Babukhan's Millenium Centre, 4th Floor,
Block-B, Premises No. 403 & 404 (6-3-1099/1100),
Somajiguda Hyderabad -500082, Telangana, India
CIN: U65910TG1998PLC088941

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 12 of the accompanying Notice:

Item No. 5 – Regularisation of appointment of Mr. Nikesh Kumar Sinha, Additional Director of the Company as Director

Based on the recommendation of the Members of Nomination and Remuneration Committee, the Board of Directors in its Board Meeting held on 30-Oct-2018 has appointed Mr. Nikesh Kumar Sinha as an Additional Director of the Company

Further, pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Nikesh Kumar Sinha holds office as Additional Director of the Company upto the date of this Annual General Meeting and approval of the Members of the Company is required for regularisation of Mr. Nikesh Kumar Sinha as Director of the Company.

Brief Profile of Mr. Nikesh Kumar Sinha is as follows:

Mr. Nikesh Kumar Sinha has rich experience of 24 years of global banking experience across business-branch banking and prior to joining the Company he was positioned as the Head of Medium Enterprises Group (MEG) since 2014. He was one of the key personnel that made the SME pitch to Bain Capital during their diligence process for their investment process. He has pursued his post-graduation diploma in Forestry Management from Indian Institute of Forest Management, Bhopal.

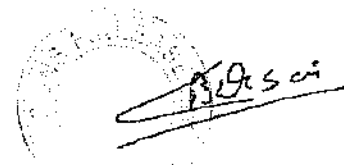
Further, Mr. Nikesh Kumar Sinha is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to as Director of the company.

The Board of Directors recommend the Ordinary Resolution respectively as set out at item no. 5 of the notice for approval of the Members.

Mr. Nikesh Kumar Sinha is not holding any Directorship in other listed company and any shares in this company. Except, Mr. Nikesh Kumar Sinha, being appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said resolution.

Item No. 6 – To consider and recommend the re-appointment of Mr. Rakesh Rewari as an Independent Director for another term of five years

The Company had in its meeting of the Board of Directors held on 25-Aug-2014 and Annual General Meeting of the Company held on 29-Sep-2014, appointed Mr. Rakesh Rewari as an Independent Director of the Company for a period of 5 consecutive years starting from 29-Sep-2014 upto 28-Sep-2019. Mr. Rakesh Rewari will complete his initial term as an Independent Director of the Company on 28-Sep-2019.



Based on the performance evaluation done by the Board for Mr. Rakesh Rewari, Independent Director of the Company and considering his knowledge, experience, skills and contribution made by him in the development of the Company in last 5 years and based on the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors here by recommend to the Shareholders the re-appointment of Mr. Rakesh Rewari as an Independent Director of the Company, whose term shall not be liable to retire by rotation and to hold office for a second term of 5 consecutive years on the Board of the Company w.e.f. 29-Sep-2019 till 28-Sep-2024 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act').

The Board is of the view that the continued association of Mr. Rakesh Rewari would benefit the Company, given the knowledge, experience and performance of Mr. Rakesh Rewari, and contribution to Board processes by him.

The Company has also received declaration from Mr. Rakesh Rewari, being eligible for re-appointment as an Independent Director for the second term providing his consent in writing to act as Director in Form DIR-2 and also declaration stating that he meets with the criteria of independence as mentioned in Section 149(6) of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution respectively as set out at item no. 6 of the notice for approval of the Members.

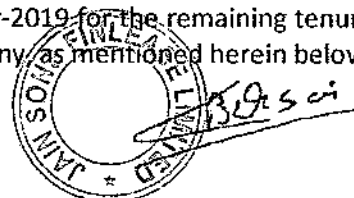
Except, Mr. Rakesh Rewari, being appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said Resolution.

Item No. 7 – Revision in remuneration of Mr. Nikesh Kumar Sinha, Managing Director of the Company:

Mr. Nikesh Kumar Sinha was appointed an Executive Director & CEO in the Board Meeting held on 30-Oct-2018 of the Company and was further re-designated as Managing Director in Board Meeting held on 22-Jan-2019 with the same terms and conditions and at such remuneration as decided by the Board of Directors of the Company in its meeting held on 30-Oct-2018.

Mr. Nikesh Kumar Sinha has rich experience of 24 years of global banking experience across business-branch banking and prior to joining the Company he was positioned as the Head of Medium Enterprises Group (MEG) since 2014. He has pursued his post-graduation diploma in Forestry Management from Indian Institute of Forest Management, Bhopal.'

Considering his contribution made in the development of the Company and considering his knowledge, experience and skills and bases upon recommendation of the Members of Nomination and Remuneration Committee of the Board, it is proposed to revise the remuneration payable to Mr. Nikesh Kumar Sinha, Managing Director of the Company w.e.f. 01-Apr-2019 for the remaining tenure of his appointment, subject to approval of the members of the company, as mentioned herein below:



Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.1,20,00,000/-
2	Performance linked variable pay	50% of Fixed Pay
3	Mediclaim coverage	As per rules of the Company's scheme
4	Leave Encashment	As per rules of the Company's scheme
5	Provident Fund	As per rules of the Company's scheme
6	Gratuity	As per rules of the Company's scheme
7	Other perquisites	As per rules of the Company's scheme

The above remuneration is to be paid as minimum remuneration in the absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution respectively as set out at item no. 7 of the notice for approval of the Members.

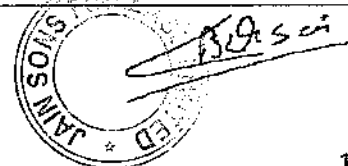
Mr. Nikesh Kumar Sinha is not holding any Directorship in other listed company and any shares in this company. Except, Mr. Nikesh Kumar Sinha, being appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said resolution.

Additional Information for Item No. 7:

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

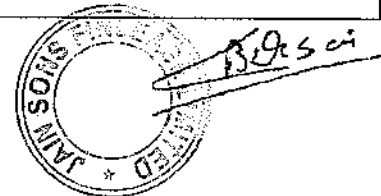
I. General Information:

1	Nature of Industry	The company is engaged in the business of lending or advancing money either with or without security and to arrange and negotiate loan.
2	Date or expected date of commencement of commercial production	The company is an existing company and is in operation since 1998
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As on 31-Mar-2019: EPS (basic): Rs.2.06 per share EPS (diluted): Rs.1.29 per share Total Revenues: Rs.61,36,91,000/- Profit After Tax: Rs.2,45,07,000/-
5	Foreign investments or collaborations, if any	Rs 10,00,00,000/- by Michael and Susan Dell Foundation; Rs 40,00,00,015.04/- by ON Mauritius Rs 24,45,42,515.40/- by DWM (International) Mauritius Limited Rs. 12,22,71,257.70/- Triodos SICAV II Triodos Microfinance Fund Rs. 12,22,71,257.70/- Triodos Custody B.V. INZ. Triodos Fair Share Fund



II. Information about the appointee:

1	Background details	<p>Mr. Nikesh Kumar Sinha has a rich experience of 24 years of global banking experience across business-branch banking and prior to joining the Company he was positioned as the Head of Medium Enterprises Group (MEG) since 2014. He was one of the key personnel that made the SME pitch to Bain Capital during their diligence process for their investment process.</p> <p>He has pursued his post-graduation diploma in Forestry Management from Indian Institute of Forest Management, Bhopal.</p>
2	Past Remuneration	Rs.1,77,50,095 (inclusive of perquisites)
3	Recognition or awards	Mr. Nikesh Kumar Sinha is having good experience in the industry in which the Company operates.
4	Job profile and his suitability	He is actively involved in the business of the Company and manages day to day business activities. He is also responsible for new business development of the Company. Taking into consideration his expertise, he is well suited for the responsibilities currently assigned to him by the Board of Directors of the Company.
5	Remuneration proposed	Fixed Salary: Rs. 1,20,00,000/- Performance linked variable pay: upto 50% of the fixed amount
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	At par with the industry standards in which the company operates
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No relationship with any promoter, directors or other managerial personnel.



III. Other Information:

1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable	Not Applicable

The Board of Directors recommends the Special Resolution respectively as set out at item no. 7 of the notice for approval of the Members.

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

Item No. 8 & 9 – Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the company and Borrowing Limits under sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013:

In order to meet the future requirements of funds, which may arise on account of the plans/programs/business, the company may require further loans/borrowings from time to time from the financial institutions, banks and other entities. Further, to secure such borrowings, the company may be required to create charge/mortgage/hypothecation on all or any of its movable and/or immovable assets, both present and future as may be required from time to time.

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013, the company needs to take approval of Members of the company for increasing the borrowing powers and authority to create charge / mortgage on the assets of the company to secure the money(ies) borrowed from the financial institutions, banks and other financial entities from time to time.

Considering the substantial growth in business and operations of the Company, present and future requirements, as per the financial plan approved by the Board on 02-Mar-2017, it is proposed to increase the borrowing limits upto INR 1000,00,00,000/- (Indian Rupees One Thousand Crore only).

The Board of Directors hereby recommends the Special Resolutions as set out at item nos. 8 & 9 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said resolution.



The proposed draft Articles of Association of the Company is available for inspection at the Registered Office of the Company during Business days between i.e. 09.30 a.m. to 06.00 p.m. till the conclusion of the General meeting. The aforesaid document and will also be made available for inspection at the General Meeting.

Item No. 12 - Approval of Debt Raising Agreement to be entered with Intellecap Advisory Services Private Limited:

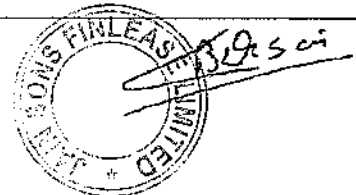
The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013, which governs the Related Party Transactions, and it requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case if the Company meet the criteria as mentioned in the Companies (Meeting of Board and its Powers) Rules, 2014, prior approval of the shareholders by way of a Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company in their meeting held on 08-May-2019, had approved the Debt Raising Agreement, to be entered into with Intellecap Advisory Services Private Limited.

The particulars of the transaction pursuant to the provisions of Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sl. No.	Particulars	Debt Raising Agreement
1	Name of the Related Party	Intellecap Advisory Services Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vineet Chandra Rai
3	Nature of Relationship	Mr. Vineet Chandra Rai, Chairman is interested as a Shareholder in the said Intellecap Advisory Services Private Limited



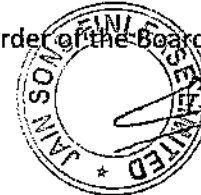
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	<p>Intellectap shall be paid a fee equal to 0.65% (plus applicable taxes) of the amount procured for Fund Raising for the Company.</p> <p>Incremental fee at 0.5% will be applicable on any additional limits sanctioned by the same lender within a period of 1 year from the date of execution of this mandate.</p> <p>The mandate is valid till period of 1 year from the date of execution of this Offer letter.</p>
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	As mentioned in Debt Raising Agreement.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 12 shall be entitled to vote on this special resolution.

The Board of Directors recommends the special resolution set forth in item No. 12 for approval of the Members.

Except the said interested Director, no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

By Order of the Board of Directors



Chirag Desai

Company Secretary

(Membership No.: A22880)

Mumbai, 08-May-2019

Registered Office:

Babukhan's Millenium Centre,
4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100),
Somajiguda Hyderabad -500082,
Telangana, India
CIN: U65910TG1998PLC088941

Form No. MGT-11

Proxy form

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

CIN: **U65910TG1998PLC088941**
Name of the Company: **Jain Sons Finlease Limited**
Registered Office: **Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100), Somajiguda Hyderabad -500082, Telangana, India**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: N.A.

I/We, being the member (s) of _____ shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

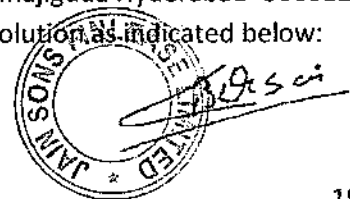
3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Thursday, 09-May-2019 at 11:30 a.m. at Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100), Somajiguda Hyderabad -500082, Telangana, India and at any adjournment thereof in respect of such resolution as indicated below:



Sl. No.	Resolutions
1	Adoption of Audited Financial Accounts for the financial year ended 31-Mar-2019
2	Re-appointment of Ms. Anuradha Ramachandran, Nominee Directors of the company, who retires by rotation
3	Re-appointment of Mr. Aleem Remtula, Nominee Director of the company, who retires by rotation
4	Confirmation and ratification of the re-appointment of Walker Chandiook & Co. LLP (having Firm Registration Number: 001076N), Statutory Auditors and fixing of their remuneration:
5	Regularisation of appointment of Mr. Nikesh Kumar Sinha, Additional Director of the Company as Director
6	Approval for Re-appointment of Mr. Rakesh Rewari as an Independent Director for another term of five years
7	Approval for revision in remuneration payable to Mr. Nikesh Kumar Sinha, Managing Director of the Company
8	Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company
9	Borrowing Limits under section 180(1) (c) of the Companies Act, 2013
10	Approval for shifting of Registered Office from the State of Telangana to the State of Maharashtra and alteration of clause II of Memorandum of Association of the Company
11	Approval for modification of clause, pertaining to common seal, in Articles of Association of the Company
12	Approval of Debt Raising Agreement to be entered with Intellectap Advisory Services Private Limited

Signed this ____ day of _____ 2019

Affix
Revenue
Stamp

Signature of Shareholder: _____

Signature of Proxy holder(s): (1) _____

(2) _____

(3) _____

Note: 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 24 hours before the commencement of the Meeting.



JAIN SONS FINLEASE LIMITED

CIN: U65910TG1998PLC088941

Registered office: Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404
(6-3-1099/1100), Somajiguda Hyderabad -500082, Telangana, India

Tel: 91-40-4030 0200; Fax: 91-40-4030 0275; Website: www.intellegrow.com

ATTENDANCE SLIP

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: N.A.

I/we hereby certify that I/we am/are a registered shareholder/proxy for the registered Shareholder of the company and hereby record my/our presence at 21st Annual General Meeting of the company being held on Thursday, 09-May-2019 at 11:30 am at the registered office of the company at Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 & 404 (6-3-1099/1100), Somajiguda Hyderabad -500082, Telangana, India.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature



Route Map

