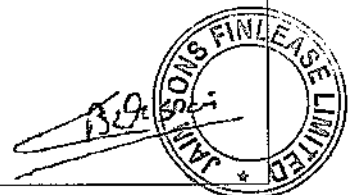
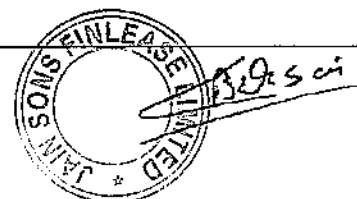


ANNUAL REPORT OF JAIN SONS FINLEASE LIMITED 2018 - 2019

<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="742 526 1441 571" style="text-align: center;">CONTENTS</th> </tr> <tr> <td data-bbox="742 571 1441 952"> <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:

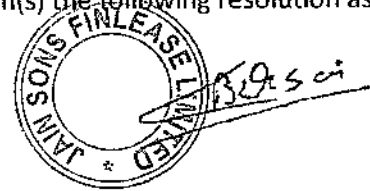
To appoint a Director in place of Mr. Aleem Remtula (DIN: 02872107), who retires by rotation and being eligible, offers himself for re-appointment.

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:

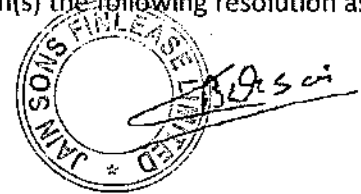
Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.1,20,00,000/-
2	Performance linked variable pay	50% of Fixed Pay
3	Mediclaime coverage	As per rules of the Company's scheme
4	Leave Encashment	As per rules of the Company's scheme
5	Provident Fund	As per rules of the Company's scheme
6	Gratuity	As per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

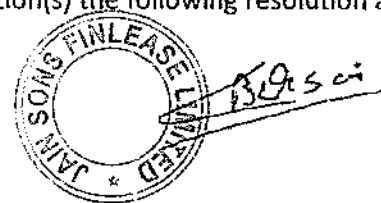
To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“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:

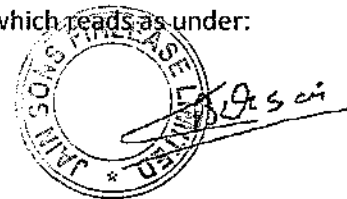
II. The Registered Office of the Company will be situated in the State of Maharashtra.

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.

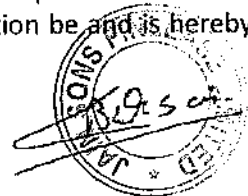
RESOLVED FURTHER THAT Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi or Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including 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**:

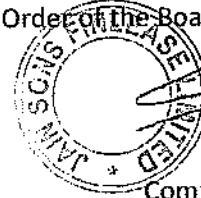
"RESOLVED THAT pursuant to Section 188 and any other applicable provisions, if any of the Companies Act, 2013 (the Act) and rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Debt Raising Agreement with Intellecap 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)

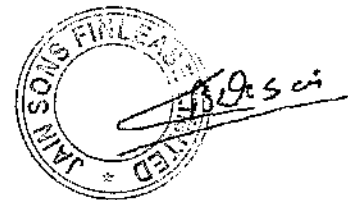
Mumbai, 08-May-2019

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself or herself and the proxy need not be a member of the company.
3. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than 24 hours before the time for holding the Annual General Meeting.
4. Corporate Members are requested to send duly certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the Annual General Meeting of the company.
5. Relevant documents referred to in the accompanying Notice and the statement are open for inspection by the members at the Registered Office of the company during work hours upto the date of Meeting.
6. Members seeking any information with regard to the accounts and operations, are requested to write to the company to enable the Management to keep the information ready at the meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address to the company.
8. The Register of Directors' and Key Managerial Personnel's Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Director are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the company during work hours upto the date of Meeting.



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.

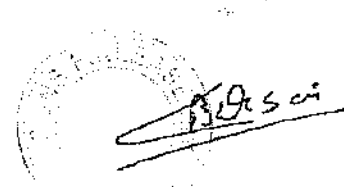
Further, Mr. Nikesh Kumar Sinha is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to as Director of the company.

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.

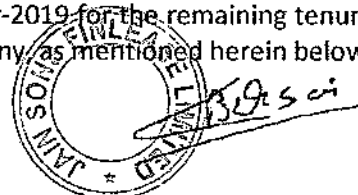
Except, Mr. Rakesh Rewari, being appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said Resolution.

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.

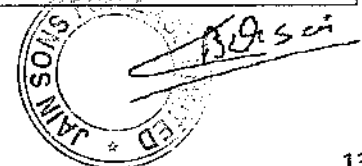
Mr. Nikesh Kumar Sinha is not holding any Directorship in other listed company and any shares in this company. Except, Mr. Nikesh Kumar Sinha, being appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said resolution.

Additional Information for Item No. 7:

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

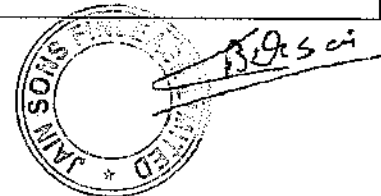
I. General Information:

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.



Item No. 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:

At present, the Company's registered office is situated at Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 and 404 (6-3-1099/1100), Somajiguda, Hyderabad – 500082, Telangana, India. However, the Company is mainly operating from its corporate office i.e. 12B, 3rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon West, Mumbai – 400062, Maharashtra, India. Hence, in order to carry out the business more economically, efficiently and with better operational convenience, the Board of Directors has approved the said proposal in its Meeting held on 08-May-2019 subject to approval of shareholders for shifting the registered office from Hyderabad, Telangana to Mumbai, Maharashtra.

Further, as per the provisions of Section 12 and Section 13 of the Companies Act, 2013 a Special Resolution is required to be passed if the Registered Office of the Company is shifted outside the local limits of any city, town or village requires approval of Shareholders and consequent alteration of Memorandum of Association of the Company is proposed to be substituted as given below:

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

The proposed resolutions are in the interest of the Company and your Directors recommends Special Resolution at item no. 10 for your approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Special Resolution at Item No. 10 of the accompanying Notice.

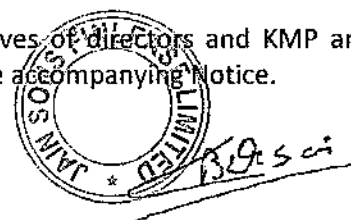
The proposed draft Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during Business days between i.e. 9.30 a.m. to 6.00 p.m. excluding Saturdays till the conclusion of the General meeting. The aforesaid document and will also be made available for inspection at the General Meeting.

Item No. 11 - Approval for modification of clause, pertaining to common seal, in Articles of Association of the Company:

Pursuant to the Companies Amendment Act, 2015, use of Common Seal has now become optional for Companies. Further, our Company, being Non-Banking Financial Company has to execute various agreements, documents, etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by deleting the related clauses in AOA.

The proposed resolution is in the interest of the Company and your Directors recommends Special Resolution at item no. 11 for your approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Special Resolution at Item No. 11 of the accompanying Notice.



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:

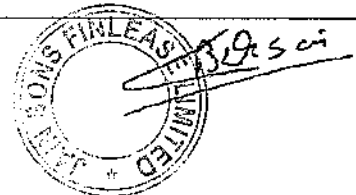
The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013, which governs the Related Party Transactions, and it requires that for entering into any contract or arrangement 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

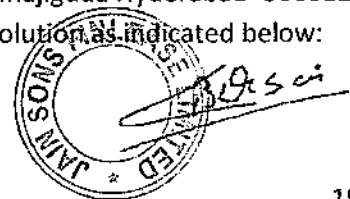
3. Name:

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 Chandio & 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.

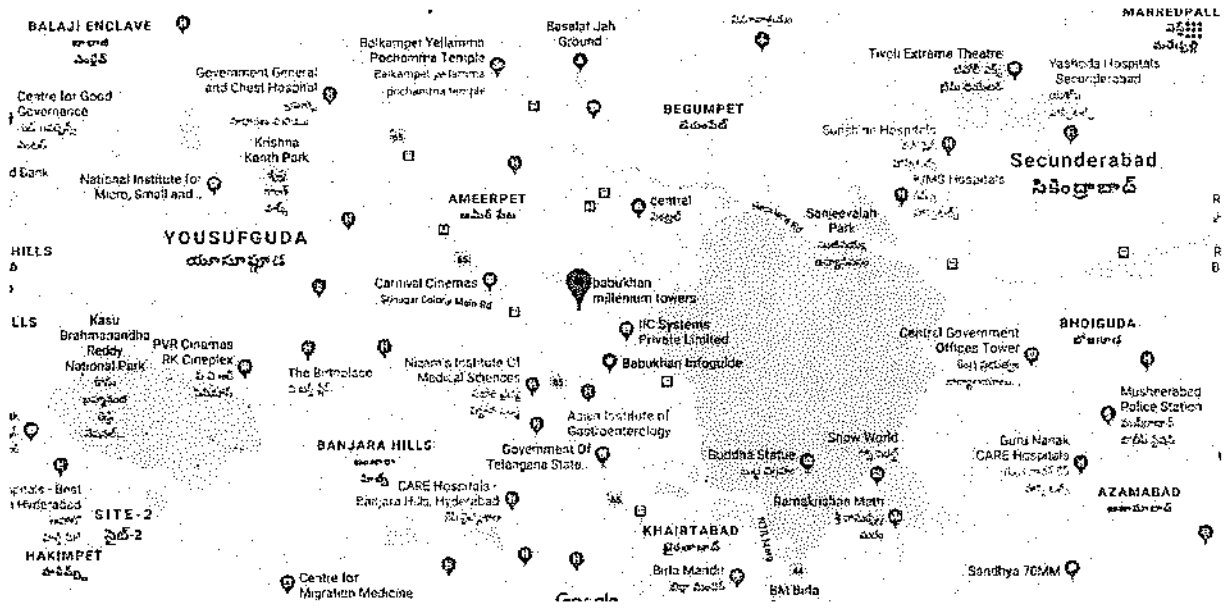
I/we hereby certify that I/we am/are a registered shareholder/proxy for the registered Shareholder of the company and hereby record my/our presence at 21st Annual General Meeting of the company being held on Thursday, 09-May-2019 at 11:30 am at the registered office of the company at Babukhan's Millenium 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





DIRECTORS' REPORT

To the Members of Jain Sons Finlease Limited (Intellegrow),

Your Directors are hereby presenting their Twenty First (21st) Annual Report of the Company together with the Audited Financial Statements for the year ended 31-Mar-2019:

1. Financial Results:

The financial performance of your Company for the year ended 31-Mar-2019 are summarised as below:

Particulars	Current Year ended 31-Mar-2019 (in Rs.)	Current Year ended 31-Mar-2018 (in Rs.)
Revenue from Business Operations	54,47,53,000	49,59,20,820
Other Income	6,89,38,000	5,04,60,052
Total Revenues	61,36,91,000	54,63,80,872
Less: Expenses	27,75,31,000	41,98,96,780
Profit before Interest and Depreciation	33,61,60,000	12,64,84,092
Less: Interest	31,74,60,000	31,84,87,271
Profit before Depreciation	1,87,00,000	(19,20,03,179)
Less: Depreciation	56,72,293	33,18,952
Profit after Depreciation and Interest	1,30,27,707	(19,53,22,131)
Less: Current Income Tax	56,08,129	-
Less: Deferred tax benefits	(1,14,79,267)	42,61,182
Less: Tax of earlier years	-	-
Net Profit after Tax	1,88,98,845	(19,95,83,313)
Amount transferred to Statutory Reserve	39,68,757	-
Balance carried to Balance Sheet	1,49,30,088	-
Earnings per share (Basic)	1.61	(18.12)
Earnings per share (Diluted)	0.75	(18.12)

2. Transfer to Reserves:

During the year under review, the Company has transferred Rs. 39,68,757/- (Rupees Thirty-Nine Lakhs Sixty-Eight Thousand Seven Hundred and Fifty-Seven Only) to the Statutory Reserve maintained under Section 45IC of the Reserve Bank of India ("RBI") Act, 1934.

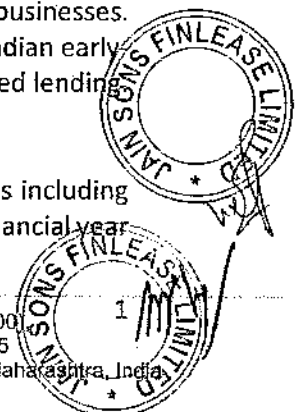
3. Dividend:

During the year under review, your Directors have pleasure in informing that the Company has made a Net Profit of Rs.1,88,98,845/-. However, since the distributable profits, after considering losses of previous financial year, available for declaration of dividend are not sufficient enough, your Directors are not recommending for declaration of any dividend to any of its shareholders.

4. Review of Business Operations and Future Prospects:

Intellegrow continues to spot deserving Ventures and support their growth funding with team's ability to structure deals. Intellegrow mainly focusses on small-corporates in their early-stages of growth. Much before startups became a buzzword, Intellegrow has been funding the early-stage businesses. The Company focus on ventures which would not get debt from traditional sources. The Indian early stage ecosystem has been starved of quality debt providers who could offer cash-flow based lending. Intellegrow pioneered this concept with an impact thesis.

During the year under review, the Company has disbursed Rs.327cr. fresh (Rs.598cr gross including rollovers) as compared to Rs.305cr. fresh (Rs.342cr. gross including rollovers) in previous financial year.



FY18, showing a YoY growth of 7%. This has resulted in increase in Portfolio Outstanding (POS) Rs.379cr. as compared to Rs.317cr. in previous financial year FY17, showing a growth of 20%.

During the financial year under review, revenue of the Company has also grown up by 11%, while the operating expense ratio has come down to 4.3%. The focus of the Company for the financial year ending 31-Mar-2020, shall be to increase the granularity of Loan book by SME client acquisition and disbursement growth.

5. Resource Mobilization:

During the year under review, the Company met its funding requirements through the following:

a. Non-Convertible Debentures:

During the year under review, your Company has successfully completed the issue of 150 Secured, Rated, Unlisted, Redeemable, Non-Convertible Debentures of Face Value of Rs.10,00,000/- (Rupees Ten Lakhs only) through private placement basis. Your Directors are thankful to the investor who have subscribed and shown their trust towards your Company.

b. Bank & Financial Institution:

During the year under review, Financial Institution remains an important source of funding for your Company. Financial Institution continued their support to your Company during the Financial Year. As of 31-Mar-2019, borrowing from Bank and Financial Institutions were Rs.2,24,29,12,558/- as against Rs.2,46,61,58,357/- in the previous year.

6. Shares:

a. Buy back of securities:

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares:

No Bonus Shares were issued during the year under review.

d. Employees Stock Option plan:

During the year under review, the Company had in its meeting of the Board of Directors of the Company held on 30-Oct-2018 and in its Extra-Ordinary General Meeting of the shareholders held on 30-Oct-2018, approved the "Intellegrow Employee Stock Option Plan 2018" (Intellegrow ESOP 2018) with a view to reward the key employees for their association, dedication and contribution to the goals of the Company. The Company also intends to use this plan to attract, retain and motivate key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability; and thereby increasing the shareholders' value. The total number of equity shares to be allotted pursuant to Intellegrow ESOP 2018 to the employees of the Company and its subsidiary(ies) if any, not exceeding 7,27,068 equity shares. The details of the Intellegrow ESOP 2018 forms part of the Notes to Accounts of the financial statements of FY2019.

During the year under review, the Company has granted stock options under Intellegrow ESOP 2018 to the following key employees:

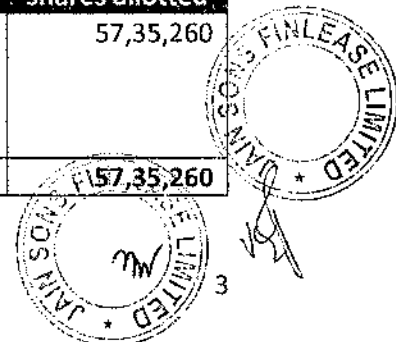


Sl. No.	Date of Grant Letters	Name of Grantees	No. of Options granted	Exercise Price (in Rs.)	Vesting Period	Other terms
1.	22-Jan-2019	Mr. Nikesh Kumar Sinha	1,25,000	87.18	125,000 Stock Options will be vested in the following manner: a. 41,667 Stock Options on and from 22-Jan-2020; b. 41,667 Stock Options on and from 22-Jan-2021; c. 41,666 Stock Options on and from 22-Jan-2022	As per Intellegrow – Employee Stock Option Plan – 2018 and subject to SEBI Regulation as and when it is made applicable
2.	22-Jan-2019	Mr. Nikesh Kumar Sinha	1,25,000	10.00	125,000 Stock Options will be vested in the following manner: a. 41,667 Stock Options on and from 22-Jan-2020; b. 41,667 Stock Options on and from 22-Jan-2021; c. 41,666 Stock Options on and from 22-Jan-2022	As per Intellegrow – Employee Stock Option Plan – 2018 and subject to SEBI Regulation as and when it is made applicable
3.	22-Jan-2019	Ms. Kiran Agarwal Todi	25,000	87.18	25,000 Stock Options will be vested in the following manner: a. 8,334 Stock Options on and from 22-Jan-2020; b. 8,333 Stock Options on and from 22-Jan-2021; c. 8,333 Stock Options on and from 22-Jan-2022	As per Intellegrow – Employee Stock Option Plan – 2018 and subject to SEBI Regulation as and when it is made applicable

e. Private Placement:

During the year under review, the Company has issued and allotted Equity Shares to Aavishkaar Venture Management Services Private Limited on 26-Feb-2019 on private placement basis:

Sl. No.	Name & Occupation of Allottee	Address of the Allottee	Number of shares allotted
1.	Aavishkaar Venture Management Services Private Limited Occupation: Business	13B (III), 6 th Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062	57,35,260
Total			57,35,260



f. Right Issue:

The Company has issued and allotted 26,27,724 Series D Compulsorily Convertible Preference Shares of Rs. 10/- each at a premium of Rs. 77.18/- on right issue basis on 09-Apr-2018 to the following allottees:

Sl. No.	Name & Occupation of Allottees	Address of the Allottees	Number of shares allotted
1.	Aavishkaar Venture Management Services Private Limited Occupation: Business	13B III 6th Floor, Techniplex-II IT Park, Off Veer Savarkar Flyover, Goregaon (W), Mumbai 400062	11,47,052
2.	DWM (International) Mauritius Limited Occupation: Business	Suites 340-345, Barkly Wharf, Le Caudan Waterfront, P. O. Box 1070, Port Louis, Republic of Mauritius	7,40,336
3.	Triodos SICAV II-Triodos Microfinance Fund Occupation: Business	11-13 Boulevard De La Foire, L - 1528, Luxembourg	3,70,168
4.	Triodos Custody B.V. INZ. Triodos Fair Share Fund Occupation: Business	Utrechtseweg 60, 3704 HE Zeist, The Netherlands	3,70,168
Total			26,27,724

g. Conversion of Compulsorily Convertible Preference Shares into Equity Shares:

In the Board Meeting held on 22-Mar-2019, the Company has approved the conversion of Series B1 Compulsorily Convertible Preference Shares (CCPS) and Series B2 CCPS into Equity Shares at conversion price of Rs.52.25/-. Details of the same are mentioned herein below:

Sl. No.	Name & Occupation of Allottees	Class of CCPS	No. of CCPS	No. of Equity Shares
1.	ON Mauritius Occupation: Business	Series B1	24,99,948	47,84,589
2.	DWM (International) Mauritius Limited Occupation: Business	Series B2	1,50,000	2,87,081
3.	Triodos Custody B.V. INZ. Triodos Fair Share Fund Occupation: Business	Series B2	75,000	1,43,540
4.	Triodos SICAV II - Triodos Microfinance Fund	Series B2	75,000	1,43,540
Total			27,99,948	53,58,750

h. Authorised Share Capital:

During the year under review, the Company had increased its Authorised Share Capital, the details of which are mentioned herein below:



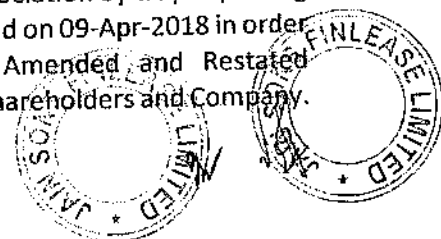
Particulars	Existing Capital (in Rs.)			Revised Capital (in Rs.)		
	Number of Shares	Face Value (in Rs.)	Nominal Value (in Rs.)	Number of Shares	Face Value (in Rs.)	Nominal Value (in Rs.)
Equity Share Capital	2,60,00,000	10	26,00,00,000	4,14,00,000	10	41,40,00,000
Compulsorily Convertible Preference Share Capital	20,00,000	20	4,00,00,000	20,00,000	20	4,00,00,000
Series B1 Compulsorily Convertible Preference Share Capital	25,00,000	100	25,00,00,000	25,00,000	100	25,00,00,000
Series B2 Compulsorily Convertible Preference Share Capital	3,00,000	100	3,00,00,000	3,00,000	100	3,00,00,000
Series C Compulsorily Convertible Preference Share Capital	60,00,000	10	6,00,00,000	60,00,000	10	6,00,00,000
Series D Compulsorily Convertible Preference Share Capital	56,00,000	10	5,60,00,000	56,00,000	10	5,60,00,000
Total	4,24,00,000		69,60,00,000	5,78,00,000		85,00,00,000

g. Paid-up share Capital:

In view of the above said allotments and conversion of CCPS into equity shares, as on date, the paid-up share capital of the Company is Rs.30,61,41,370/- (Rupees Thirty Crores Sixty-One Lakhs Forty-One Thousand Three Hundred and Seventy Only) divided into 2,21,36,447 (Two Crores Twenty-One Lakhs Thirty-Six Thousand Four Hundred and Forty-Seven) Equity Shares of Rs. 10/- (Rupees Ten only); 58,49,966 (Fifty-Eight Lakhs Forty-Nine Thousand Nine Hundred and Sixty-Six) Series C Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each and 26,27,724 (Twenty-Six Lakhs Twenty-Seven Thousand Seven Hundred and Twenty-Four) Series D Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each.

7. Change in Constitutional Documents:

During the year under review, the Company had amended its Articles of Association by way of passing special resolution in the Extra-Ordinary General Meeting of the Company held on 09-Apr-2018 in order to accommodate the provisions of Addendum Agreement No.1 to Amended and Restated Shareholders Agreement executed on 27-Mar-2018 between the Investor Shareholders and Company.



Further, your Directors recommends modification of clause pertaining to Common Seal in Articles of Association of the Company in order to facilitate administrative convenience for execution of various agreements, documents, etc. on behalf of the Company, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

The Memorandum of Association of the Company was amended by way of passing an ordinary resolution in the Extra-Ordinary General Meeting of the Company held on 30-Oct-2018 by way of increasing Authorised Share Capital of the Company from Rs.69,60,00,000/- (Rupees Sixty Nine Crores and Sixty Lakhs Only) to Rs.85,00,00,000/- (Rupees Eighty Five Crores Only) in order to meet its growth objectives and to strengthen its financial position.

Further, your Directors recommends shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra and accordingly recommends to alter Clause II of Memorandum of Association of the Company, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

8. Shifting of Registered Office:

During the year under review, Registered Office of the Company has been shifted within local limits of City i.e. from "1002, 10th Floor, A Block, The Platina, Gachibowli, Hyderabad – 500032, Telangana, India" to "Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 and 404 (6-3-1099/1100), Somajiguda, Hyderabad – 500082, Telangana, India" w.e.f. 20-Mar-2019.

Further, in order to carry out the business more economically, efficiently and with better operational convenience, your Directors recommends shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra i.e. "Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 and 404 (6-3-1099/1100), Somajiguda, Hyderabad – 500082, Telangana, India" to its corporate office i.e. 12B, 3rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon West, Mumbai – 400062, Maharashtra, India, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

9. Directors and Key Managerial Personnel:

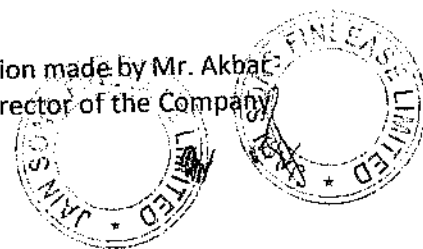
a. Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Ms. Anuradha Ramachandran (DIN: 01983108), Nominee Director and Mr. Aleem Remtula (DIN: 02872107), Nominee Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment and your Directors recommends their re-appointment.

b. Cessation of Directors:

During the year under review, Mr. Akbar Khan, Executive Director & Chief Executive Officer (CEO) of the Company has resigned from the post of Executive Director w.e.f. 01-May-2018 and Mr. John Arunkumar Diaz, Managing Director of the Company has resigned from the close of working hours of 04-Dec-2018.

The Board places on record their sincere appreciation of the valuable contribution made by Mr. Akbar Khan as an Executive Director and Mr. John Arunkumar Diaz as a Managing Director of the Company during their tenure in the Company.



c. Appointment of Directors:

During the year under review, upon recommendation of the Members of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company has appointed Mr. John Arunkumar Diaz, Additional (Managing) Director for a period of 1 Year w.e.f. 24-Apr-2018.

Further, the Company had in its 20th Annual General Meeting of the Company held on 25-Apr-2018 regularised the appointment of Mr. John Arunkumar Diaz as a Managing Director and Mr. Sarunas Kubilickas as a Nominee Director of the Company.

The Company had in its meeting of the Board of Directors of the Company held on 30-Oct-2018 appointed Mr. Nikesh Kumar Sinha, CEO as an Additional Director of the Company w.e.f. 30-Oct-2018, subject to the approval of shareholders in the ensuing Annual General Meeting. The Company has received notices under section 160 of the Act proposing his candidature for the office of Director of the Company. Your Directors recommends his appointment. Further, in the Board Meeting held on 22-Jan-2019, Mr. Nikesh Kumar Sinha has been re-designated as a Managing Director of the Company.

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 and subject to approval of shareholders in the ensuing Annual General Meeting, your Directors recommends 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.

Pursuant to the "Fit and Proper" criteria adopted by the Company under the RBI's Master Directions for NBFCs, the Company has received the "Fit and Proper" declarations from Mr. John Arunkumar Diaz as a Managing Director, Mr. Nikesh Kumar Sinha, Managing Director and Mr. Rakesh Rewari, Independent Director of the Company.

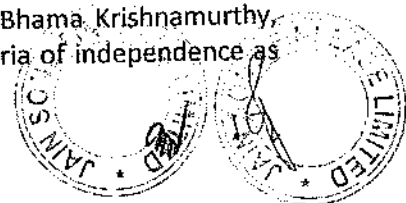
d. Composition of Board:

As on date, the Board is comprised of 9 (nine) Directors viz:

- | | | |
|------------------------------|---|----------------------|
| 1. Mr. Vineet Chandra Rai | - | Chairman |
| 2. Mr. Rakesh Rewari | - | Independent Director |
| 3. Ms. Bhama Krishnamurthy | - | Independent Director |
| 4. Mr. Pradeep Pursnani | - | Nominee Director |
| 5. Ms. Anuradha Ramachandran | - | Nominee Director |
| 6. Mr. Aleem Remtula | - | Nominee Director |
| 7. Mr. Sarunas Kubilickas | - | Nominee Director |
| 8. Mr. Anurag Agrawal | - | Director |
| 9. Mr. Nikesh Kumar Sinha | - | Managing Director |

e. Declaration from Independent Directors:

The Company has received declarations from Mr. Rakesh Rewari and Ms. Bhama Krishnamurthy, Independent Directors of the Company, confirming that they meet the criteria of independence as stipulated in Section 149(6) of the Act.



f. Disqualification of Directors:

The Company has received declarations from all the Directors including Independent Directors of the Company confirming that they are not disqualified on account of non-compliance with any of the provisions of the Act and as stipulated in Section 164 of the Act.

g. Annual Performance evaluation of the Board:

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of its own performance, the Directors individually (including Chairman). The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as whole, the performance of the Chairman of the Company was made based on the questionnaire to evaluate the performances of executive, Non-Executive Directors. The evaluation framework for assessing the performance of Directors comprised of the following key areas:

- i. Structure and Composition of Board;
- ii. Corporate Culture;
- iii. Board Effectiveness;
- iv. Board Information;
- v. Board Functioning;
- vi. Performance Evaluation

h. Key Managerial Personnel (KMP):

During the year under review, following changes occurred in the Key Managerial Personnel of the Company:

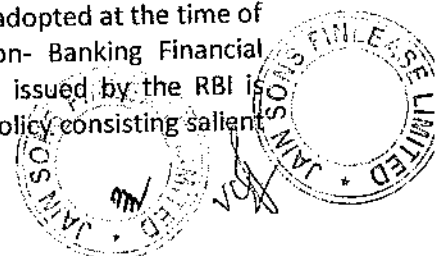
Sl. No.	Name of KMP	Designation	Effective Date of Appointment	Effective Date of Resignation
1.	Mr. Akbar Khan	Executive Director	-	01-May-2018
2.	Mr. John Arunkumar Diaz	Managing Director	24-Apr-2018	05-Dec-2018
3.	Mr. Nitin Agrawal	Chief Financial Officer	-	24-May-2018
4.	Mr. Akbar Khan	Chief Executive Officer	-	16-Jun-2018
5.	Mr. Nikesh Kumar Sinha	Chief Executive Officer	16-Oct-2018	-
6.	Mr. Nikesh Kumar Sinha	Additional (Executive) Director	30-Oct-2018	-
7.	Ms. Kiran Agarwal Todi	Chief Financial Officer	02-Jan-2019	-
8.	Mr. Nikesh Kumar Sinha	Managing Director	22-Jan-2019	-

10. Managerial Remuneration and other details:

The necessary details/disclosures of Ratio of Remuneration to each Director to the median employee's remuneration and other details pursuant to the Section 197(12) of the Act and as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-A** with this report.

11. Policy on Directors' appointment, payment of remuneration and discharge of their duties:

The Company's policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Act and the 'fit and proper' criteria to be adopted at the time of appointment of Directors and on a continuing basis, pursuant to the Non-Banking Financial Companies (NBFC) – Corporate Governance (Reserve Bank) Directions 2015 issued by the RBI is annexed as **Annexure-B** with this report. The Nomination and Remuneration Policy consisting salient features is available on the Company's website at www.intellegrow.com.



12. Corporate Governance:

The report on the Corporate Governance of the Company as on 31-Mar-2019 be and is hereby annexed as Annexure-C to this report.

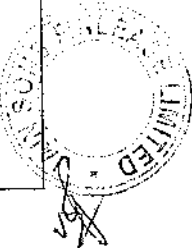
13. Number of Board Meetings conducted during the year under review:

The Board meets at regular intervals to discuss and decide on Company's/ business policy and strategy apart from other Board business. A tentative annual calendar of the Board and Committee Meetings of the Company is placed in the Board Meeting at the end of each financial year to facilitate the Directors to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed and noted in the subsequent Board meeting.

The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. The intervening gap between the two consecutive meetings was within the period as prescribed under the Act.

The Board met 6 (six) times during the year, the details of which are as given below:

Sl. No.	Date of Board Meeting	Venue of the Board Meeting	Name of Director's Present
1.	09-Apr-2018	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, India	1. Mr. Rakesh Rewari 2. Ms. Bhama Krishnamurthy 3. Mr. Anurag Agrawal 4. Ms. Anuradha Ramachandran 5. Mr. Aleem Remtula 6. Mr. Sarunas Kubilickas 7. Mr. Akbar Khan
2.	24-Apr-2018	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, India	1. Mr. Vineet Chandra Rai 2. Mr. Rakesh Rewari 3. Ms. Bhama Krishnamurthy 4. Mr. Anurag Agrawal 5. Ms. Anuradha Ramachandran 6. Mr. Aleem Remtula 7. Mr. Sarunas Kubilickas 8. Mr. Akbar Khan 9. Mr. John Arunkumar Diaz
3.	18-Jul-2018	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, India	1. Mr. Rakesh Rewari 2. Ms. Bhama Krishnamurthy 3. Mr. Anurag Agrawal 4. Ms. Anuradha Ramachandran 5. Mr. Sarunas Kubilickas 6. Mr. Aleem Remtula 7. Mr. John Arunkumar Diaz
4.	30-Oct-2018	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, India	1. Mr. Vineet Chandra Rai 2. Mr. Rakesh Rewari 3. Ms. Bhama Krishnamurthy 4. Mr. Anurag Agrawal 5. Ms. Anuradha Ramachandran 6. Mr. Sarunas Kubilickas 7. Mr. John Arunkumar Diaz 8. Mr. Nikesh Kumar Sinha



5.	22-Jan-2019	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, India	<ol style="list-style-type: none"> 1. Mr. Rakesh Rewari 2. Ms. Bhama Krishnamurthy 3. Mr. Pradeep Pursnani 4. Mr. Sarunas Kubilickas 5. Mr. Anurag Agrawal 6. Mr. Nikesh Kumar Sinha
6.	22-Mar-2019	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, India	<ol style="list-style-type: none"> 1. Mr. Rakesh Rewari 2. Ms. Bhama Krishnamurthy 3. Mr. Anurag Agrawal 4. Ms. Anuradha Ramachandran 5. Mr. Sarunas Kubilickas 6. Mr. Aleem Remtula 7. Mr. Nikesh Kumar Sinha

14. Committees of the Board:

During the year under review, in accordance with the Act, the Board had re-constituted below committees upon the appointment of Mr. John Arunkumar Diaz, Managing Director and resignation of Mr. Akbar Khan, from the post of Executive Director of the Company w.e.f. 01-May-2018 and further upon appointment of Mr. Nikesh Kumar Sinha as an Executive Director & CEO w.e.f. 30-Oct-2018.

1. Corporate Governance & Executive Committee;
2. Product, Process, Credit Policy and Grievance Redressal Committee;
3. Asset Liability Management Committee;
4. Corporate Social Responsibility Committee

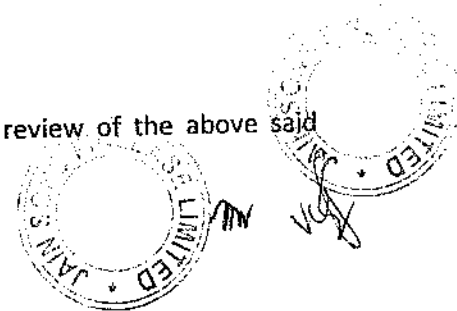
Further, with the resignation of Mr. John Arunkumar Diaz, Managing Director of the Company with effect from close of working hours of 04-Dec-2018, the below committees again re-constituted:

1. Corporate Governance & Executive Committee;
2. Risk Committee;
3. Product, Process, Credit Policy and Grievance Redressal Committee;
4. Asset Liability Management Committee;

There are currently seven Committees of the Board, as mentioned herein below:

1. Audit and Compliance Committee;
2. Nomination and Remuneration Committee;
3. Risk Committee;
4. Corporate Governance and Executive Committee;
5. Product, Process, Credit Policy and Grievance Redressal Committee;
6. Asset Liability Management Committee;
7. Corporate Social Responsibility Committee

The composition and number of meetings held during the year under review of the above said committees are as under:



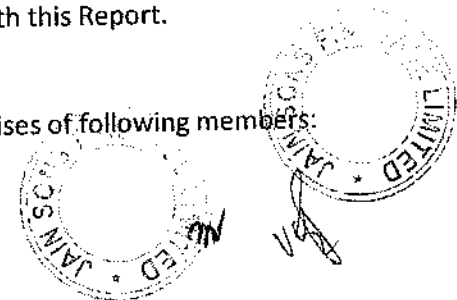
Sl. No.	Name of the Committees Meetings	Composition of Committees during the FY 2019	Number of Meetings held during the FY 2019	Date of Meetings held during the FY 2019
1.	Audit and Compliance Committee	Mr. Rakesh Rewari Ms. Bhama Krishnamurthy Mr. Pradeep Pursnani	5	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019 22-Mar-2019
2.	Nomination and Remuneration Committee	Mr. Rakesh Rewari Ms. Bhama Krishnamurthy Mr. Pradeep Pursnani Mr. Anurag Agrawal	4	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019
3.	Asset Liability Management Committee	Ms. Bhama Krishnamurthy Ms. Anuradha Ramachandran Mr. Aleem Remtula Mr. Sarunas Kubilickas Mr. Nikesh Kumar Sinha	4	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019
4.	Product, Process, Credit Policy and Grievance Redressal Committee	Mr. Rakesh Rewari Ms. Anuradha Ramachandran Mr. Sarunas Kubilickas Mr. Aleem Remtula Mr. Nikesh Kumar Sinha	1	22-Jan-2019
5.	Risk Committee	Mr. Rakesh Rewari Ms. Bhama Krishnamurthy Ms. Anuradha Ramachandran Mr. Anurag Agrawal Mr. Nikesh Kumar Sinha	5	24-Apr-2018 18-Jul-2018 20-Sep-2018 30-Oct-2018 22-Jan-2019
6.	Corporate Governance and Executive Committee	Mr. Vineet Chandra Rai Ms. Bhama Krishnamurthy Mr. Anurag Agrawal Mr. Nikesh Kumar Sinha	5	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019 29-Mar-2019
7.	Corporate Social Responsibility Committee	Ms. Bhama Krishnamurthy Mr. Pradeep Pursnani Ms. Anuradha Ramachandran Mr. Sarunas Kubilickas Mr. Aleem Remtula Mr. Nikesh Kumar Sinha	1	24-Apr-2018

The Charters of the above said committees are annexed as **Annexure-D** with this Report.

15. Audit and Compliance Committee and its Composition:

As on 31-Mar-2019, Audit and Compliance Committee of the Board comprises of following members:

1. Mr. Rakesh Rewari, Independent Director;
2. Ms. Bhama Krishnamurthy, Independent Director;
3. Mr. Pradeep Pursnani, Nominee Director



Mr. Rakesh Rewari is the Chairman of Audit and Compliance Committee of the Board of the Company. Mr. Chirag Desai, Company Secretary of the Company, acts as Secretary of the Audit and Compliance Committee.

The Audit and Compliance Committee of the Board reviews the reports, which are to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process. Further, all the recommendations made by the Audit and Compliance Committee of the Board have been taken up by the Board.

16. Risks Management and Areas of Concern:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. Risk Committee of the Board constituted in accordance with the RBI guidelines has overall responsibility for overseeing the Risk management activities of the Company. The Board periodically reviews the risks and suggest steps to be taken to control and mitigate the same through a properly defined framework.

As on 31-Mar-2019, the Risk Committee of the Board comprises of following members:

1. Mr. Rakesh Rewari, Independent Director;
2. Ms. Bhama Krishnamurthy, Independent Director;
3. Ms. Anuradha Ramachandran, Nominee Director;
4. Mr. Anurag Agrawal, Director
5. Mr. Nikesh Kumar Sinha, Managing Director

17. Corporate Social Responsibility:

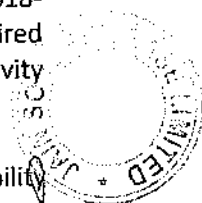
As per Section 135 of the Act, your Board has constituted a Corporate Social Responsibility (CSR) Committee of the Board to support the Company in achieving the CSR objectives of the Company. As on 31-Mar-2019, the CSR Committee of the Board comprises of following members:

1. Ms. Bhama Krishnamurthy, Independent Director;
2. Mr. Pradeep Pursnani, Nominee Director;
3. Ms. Anuradha Ramachandran, Nominee Director;
4. Mr. Sarunas Kubilickas, Nominee Director;
5. Mr. Aleem Remtula, Nominee Director
6. Mr. Nikesh Kumar Sinha, Managing Director

CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy in line with CSR activities as defined in Schedule VII of the Act, which has been approved by the Board. During the year under review, there were no changes in the said policy recommended by CSR Committee and approved by the Board. Corporate Social Responsibility Policy consisting salient features is available on the Company's website at www.intellegrow.com.

Since the average net profit for three preceding financial years i.e. FY2016-17, FY2017-18 and FY2018-19 is below the threshold limit, as specified in section 135 of the Act, your Company was not required to spend any amount towards CSR during the financial year under review. Accordingly, No CSR activity was undertaken by the Company.

Further, the Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, forming part of this Annual Report is hereby annexed as Annexure -E.



18. IT Strategy Committee and its Composition:

As per RBI's master directions on Information Technology Framework for the NBFC Sector on 08-Jun-2017, the Company has formed an IT Strategy Committee in the Meeting of the Board of Directors of the Company held on 18-Jul-2018 to review and amend the IT strategies in line with Company's various policies and IT governance. As on 31-Mar-2019, IT Strategy Committee comprises of following members:

1. Mr. Rakesh Rewari, Independent Director - Chairperson;
2. Ms. Anuradha Ramachandran, Nominee Director - Chief Technology Officer (CTO);
3. Mr. John Arunkumar Diaz, Managing Director – Chief Information Officer (CIO)

Further, with the resignation of Mr. John Arunkumar Diaz, Managing Director and CIO of the Company, Mr. Nikesh Kumar Sinha, Managing Director has been appointed to hold the position as CIO of the Company.

19. Independent Directors Meeting:

During the year under review, a meeting of Independent Directors was held on 22-Jan-2019 as required under the Act and in compliance of Schedule IV of the Act. In the meeting, the following issues were discussed in details:

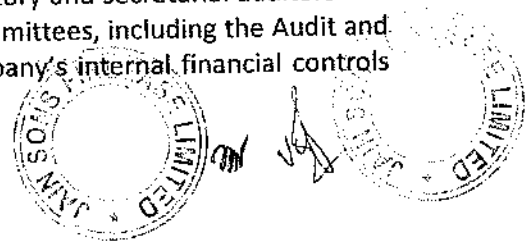
- Reviewed the performance of the Chairman, Nominee Directors and the Board as whole;
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board as necessary for the Board to function effectively and perform their duties.

20. Directors Responsibility Statement:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Act states that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by management and the relevant board committees, including the Audit and Compliance Committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2018-19.



21. Compliance on Secretarial Standards:

The Board of Directors of the Company have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

22. Statutory Auditors:

The Board of Directors of the Company in its meeting held on 26-May-2016 and Annual General Meeting held on 26-May-2016, had appointed Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditors of the Company for a tenure of 5 years till the conclusion of Twenty Third Annual General Meeting of the Company subject to ratification to the said appointment in every Annual General Meeting of the Company. However, proviso to sub-section 1 of Section 139 of the Act pertaining to ratification of the appointment of Statutory Auditor during their tenure of appointment by the members of the Company at every annual general meeting has been omitted w.e.f. 07-May-2018 by issuing the Companies (Amendment) Act, 2017.

The notes to the accounts referred to in Auditors Report are self-explanatory. The Statutory Auditors' Report on the financial statements for the financial year 2018-19 does not contain any qualification, reservation or adverse remark.

23. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M Baldeva Associates, a firm of Company Secretaries in practice, Mumbai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed and forming part of this report as an Annexure-F.

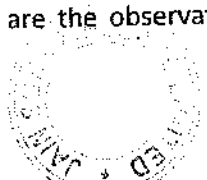

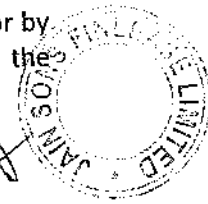

24. Internal Auditor:

During the year under review, The Company had in its meeting of the Board of Directors held on 24-Apr-2018 appointed M/s. Anuj S. Sharma & Company, Chartered Accountants, Mumbai, as its Internal Auditor of the Company. Subsequent to the Meeting of Audit & Compliance Committee and Board Meetings held on 24-Apr-2018, when the re-appointment of M/s. Anuj Sharma and Company as Internal Auditors for FY 2018-19 was approved, the Company had received resignation from Internal Auditor citing reason of pre-occupation with some other assignments. In relation to the same, the Company had in its meeting of the Audit and Compliance Committee of the Board and Board Meeting held on 18-Jul-2018 had approved the resignation of M/s. Anuj Sharma and Company as an Internal Auditor of the Company and in its place appointed KPMG to carry out internal audit for FY2018-19.

The Internal Auditor monitors and evaluates internal audit function, corrective action in their respective areas and thereby strengthen the controls and reports the same on monthly, quarterly and half yearly basis to the Audit and Compliance Committee of the Board.

25. Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors and the Secretarial Auditor in their reports:

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors or by Secretarial Auditor in their respective reports. However, following are the observations from the Statutory Auditor and Secretarial Auditor:



Sl	Statutory/Secretarial Auditor's Observation	Management Response						
1.	Delay in filing of certain e-forms with ROC	<p>There was delay in submission of following forms with ROC:</p> <table border="1"> <thead> <tr> <th>Sl.</th> <th>Particulars</th> <th>Response</th> </tr> </thead> <tbody> <tr> <td>a.</td> <td>Delay in filing of e-form MGT-14</td> <td>Requisite approvals from the Directors and Management are taken well in advance while filing is done post completion of the whole transaction. Thus, in certain cases there were lag in filings of e-form MGT-14</td> </tr> </tbody> </table>	Sl.	Particulars	Response	a.	Delay in filing of e-form MGT-14	Requisite approvals from the Directors and Management are taken well in advance while filing is done post completion of the whole transaction. Thus, in certain cases there were lag in filings of e-form MGT-14
Sl.	Particulars	Response						
a.	Delay in filing of e-form MGT-14	Requisite approvals from the Directors and Management are taken well in advance while filing is done post completion of the whole transaction. Thus, in certain cases there were lag in filings of e-form MGT-14						
2.	The composition of Board of Directors is not in compliance with the provisions of Section 149(4) of the Companies Act, 2013, the Company is required to appoint one more Independent Director	The Company and Members of the Nomination Remuneration are in search for the suitable candidate to induct another Independent Director on the Board of the Company to take the count to 3 Independent Directors.						
3.	The Company has delayed in intimating to the stock exchange regarding meeting of Board of Directors / Committee, at which issue of non-convertible debt securities was proposed to be considered as required under Regulation 50 (3) of SEBI (LODR) Regulations, 2015.	<p>There was delay of 10-15 days in submission of following information or disclosure with BSE Limited under SEBI (LODR) Regulations 2015:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Response</th> </tr> </thead> <tbody> <tr> <td>Delay in intimation to the stock exchange for the intimation of Meeting of Board of Directors in which issuance of Non-Convertible Debentures were proposed to be considered.</td> <td>We contest this requirement, since the Non-Convertible Debentures (NCD), which were proposed to be issued were 'un-listed' and not as 'listed'. Further the series of NCD, which were proposed to be issued are of new class, having different terms and conditions as compared to our existing class of NCD. However, as a matter of good corporate governance we have intimated to Stock Exchange, about the issuance of NCD.</td> </tr> </tbody> </table>	Particulars	Response	Delay in intimation to the stock exchange for the intimation of Meeting of Board of Directors in which issuance of Non-Convertible Debentures were proposed to be considered.	We contest this requirement, since the Non-Convertible Debentures (NCD), which were proposed to be issued were 'un-listed' and not as 'listed'. Further the series of NCD, which were proposed to be issued are of new class, having different terms and conditions as compared to our existing class of NCD. However, as a matter of good corporate governance we have intimated to Stock Exchange, about the issuance of NCD.		
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26. Material changes and commitment if any affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of the Report:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

27. Whistle Blower Policy and Vigil Mechanism:

The Company has a Vigil Mechanism to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of Directors and Employees

 
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who avail of the mechanism and also provides for direct access to the Chairman of the Audit and Compliance Committee of the Board in the exceptional cases. The Company also provides direct access to the Chairman of the Audit and Compliance Committee on reporting issues concerning the interests of employees and the Company. Further, during the year review, the said policy was revised and approved by the Board by way of passing a resolution in its Board meeting held on 24-Apr-2018, the key change in the said policy is that the Vigilance Officer of the Company has been changed to Mr. Anurag Agrawal, Director in place of Mr. Rajan Juneja, Head of Credit of the Company and rest of the changes are presentational and not material.

We affirm that during the financial year 2018-19, no Employee or Directors was denied access to the Audit and Compliance Committee. The Whistle Blower Policy and Vigil Mechanism is available on the Company's website at www.intellegrow.com.

28.Fair Practice Code:

Your Company has in place a Fair Practice Code (FPC), which includes guidelines on the terms and conditions relating to receipt of loan applications from prospective borrowers and processing thereof, sanction, monitoring and recovery of loans and other financial products being offered by it etc. FPC is available on the Company's website at www.intellegrow.com.

29.Know Your Customer (KYC) Guidelines & Anti-Money Laundering (AML) Policy:

The Company in the ordinary course of its business grants loans to various borrowers which comes under the ambit of RBI. The Company is required to abide by the extant regulatory and statutory norms relating to Know Your Customer and Anti Money Laundering. In view of the same, your Company has in place KYC & AML Policy with an objective to prevent NBFCs being used, intentionally or unintentionally by criminal elements for money laundering activities by way of making reasonable efforts to determine the identity and beneficial ownership of accounts, source of funds, the nature of customer's business, reasonableness of operations in the account in relation to the customer's business, etc. which in turn helps the Company to manage its risk prudently. KYC & AML Policy is available on the Company's website at www.intellegrow.com.

30.Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on Company's operations in future.

31.Conservation of energy, technology absorption, foreign exchange earnings and outgo:

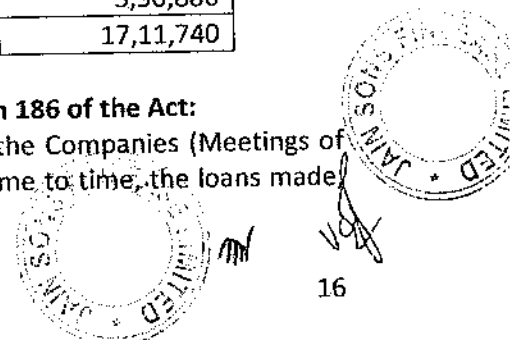
The information as required under Section 134 of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conversation of energy, technology absorption is not applicable as the Company is not carrying on any manufacturing activity during the year.

The particulars regarding foreign exchange earnings and outgo during the year under review are as under:

Particulars	(In Indian Rupees)	
	2018-19	2017-18
Total Expenditure in Foreign Currency	6,44,258	5,90,886
Total Earnings in Foreign Currency	15,63,466	17,11,740

32.Particulars of Loans, Guarantees or Investments made under Section 186 of the Act:

Pursuant to Section 186(11)(a) of the Act read with the Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014 and any amendment thereto from time to time, the loans made



guarantee given or security provided in the ordinary course of business by a NBFC registered with RBI are exempt from the applicability of provisions of Section 186 of the Act. Hence, particulars of the loans and guarantee have not be disclosed in this report. The details of current investments and non-current investments are furnished under Notes to Accounts of financial statements.

33. Particulars of Contracts or Arrangements made with related parties under Section 188 of the Act:

The particulars of Contracts or Arrangements made with related parties pursuant to Section 188 of the Act, in Form AOC-2 as prescribed under Companies (Accounts) Rules, 2014 relating to Accounts of Companies under the Act as on 31-Mar-2019, is annexed as **Annexure-G** with this report.

The policy on Related Party Transactions as approved by the Board of Directors of the Company has been uploaded on the website of the Company. The same is available on the company's website at www.intellegrow.com.

34. Extract of Annual Return:

The extracts of Annual Return pursuant to the provisions of Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed as **Annexure-H** with this report.

35. Subsidiaries, Joint Ventures and Associate Companies:

The Company does not have any Subsidiary, Joint venture or Associate Company.

36. Public Deposits:

Your Company is a non-deposit taking Company (NBFC-ND-SI). During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. The Company has passed a resolution for non-acceptance of deposits from public.

37. Internal Control Systems:

The Company has an internal control system which is commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors the efficiency of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company. Significant audit observations and corrective actions thereon are presented to Audit and Compliance Committee of the Board.

38. Management Discussion and Analysis Report:

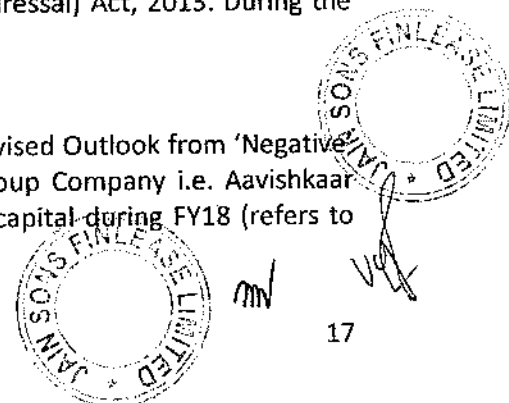
The detailed report on Management Discussion and Analysis is hereby annexed as **Annexure-I** with this report.

39. Reporting under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013:

The Company has constituted an Internal Compliant Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaint was filed before the said Committee.

40. Credit Rating:

CARE Ratings Limited, vide its Press Release dated 01-Apr-2019, has revised Outlook from 'Negative' to 'Stable' on account of demonstrated support by the promoter group Company i.e. Aavishkaar Venture Management Services Private Limited by way of infusion of capital during FY18 (refers to



period from April 01 to March 31) as well as current financial year, to make good the loss incurred in FY18.

41.Capital Adequacy:

Your Company is well capitalized and has capital adequacy ratio of 38.13% as at 31-Mar-2019 as against the minimum regulatory requirement of 15.00 % for non-deposit accepting NBFCs.

42.Listing of Securities:

Non-convertible Debentures of the Company are listed on BSE Limited and your Company has paid required listing fees to BSE Limited.

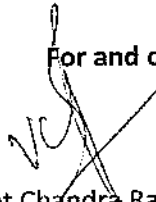
43.RBI Guidelines:

The Certificate of Registration was issued to the Company in January, 1999 vide registration no. 14.0145B by RBI, New Delhi. Later on, the Company has shifted its registered office from Hissar to Hyderabad in the year 2013 and revised Certificate of Registration was issued to the Company in 2014 vide registration no. B-09.00441 by RBI, Hyderabad, to commence the business of a non-banking financial institution without accepting deposits. Your Company has complied with and continues to comply with all applicable regulations and directions issued by RBI from time to time.


44.Acknowledgements:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities including Reserve Bank of India (RBI) for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.




Vineet Chandra Rai
Chairman
(DIN: 00606290)

For and on behalf of the Board of Directors


Nimesh Kumar Sinha
Managing Director
(DIN: 08268336)

Place: Mumbai
Date: 08-May-2019

Disclosure on Managerial Remuneration and other details

The Information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive Directors	Ratio to median remuneration
Mr. Vineet Chandra Rai	-
Mr. Rakesh Rewari	-
Ms. Bhama Krishnamurthy	-
Ms. Anuradha Ramachandran	-
Mr. Pradeep Pursnani	-
Mr. Aleem Remtula	-
Mr. Sarunas Kubilickas	-
Mr. Anurag Agrawal	-

Executive Directors	Ratio to median remuneration
Mr. Akbar Khan (upto 30-Apr-2018)	12.67
Mr. John Arunkumar Diaz (W.e.f. 24-Apr-2018 upto 04-Dec-2018)	NA
Mr. Nikesh Kumar Sinha (w.e.f. 30-Oct-2018)	9.15

- b. The percentage increase in remuneration of each directors, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Vineet Chandra Rai	-
Mr. Rakesh Rewari	-
Ms. Bhama Krishnamurthy	-
Ms. Anuradha Ramachandran	-
Mr. Pradeep Pursnani	-
Mr. Aleem Remtula	-
Mr. Sarunas Kubilickas	-
Mr. Akbar Khan (Executive Director upto 30-Apr-2018)	-
Mr. Akbar Khan (Chief Executive Officer upto 15-Jun-2018)	-
Mr. John Arunkumar Diaz (W.e.f. 24-Apr-2018 upto 04-Dec-2018)	-
Mr. Nikesh Kumar Sinha (w.e.f. 30-Oct-2018)	-
Mr. Anurag Agrawal	-
Mr. Nitin Agrawal, Chief Financial Officer (upto 23-May-2018)	-
Ms. Kiran Agarwal Todi, Chief Financial Officer (w.e.f. 02-Jan-2019)	-
Mr. Chirag Desai, Company Secretary	10%

- c. The percentage increase in the median remuneration of employees in the financial year: Nil.



d. The number of permanent employees on the rolls of Company as on 31-Mar-2019: 51

e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out is there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year is 13.81%.

Average percentile increase in the managerial remuneration is NIL.

Justification:

a. To keep in line with business and growth, there is increase in percentile.

f. Affirmation that the remuneration is as per the remuneration policy of the company:
The Company affirms remuneration is as per the remuneration policy of the company.

g. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
Not Applicable



JAIN SONS FINLEASE LIMITED

NOMINATION AND REMUNERATION POLICY

Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, KMP and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

Composition of Committee:

1. The Nomination and Remuneration Committee shall consist of three or more non-executive directors out of which not less than one-half shall be independent directors.
2. The Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair the Committee.

Objective:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Guidelines of Reserve Bank of India. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, KMP and Senior Management.
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.5. To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management.
- 1.6. To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.



Annexure B – Nomination and Remuneration Policy

- 1.8. To develop a succession plan for the Board and to regularly review the plan.
- 1.9. To assist the Board in fulfilling responsibilities.
- 1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

Applicability:

- a) Directors (Executive and Non-Executive)
- b) KMP
- c) Senior Management Personnel

Definitions:

“Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“Board” means Board of Directors of the Company.

“Directors” mean Directors of the Company.

“Key Managerial Personnel” means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed.

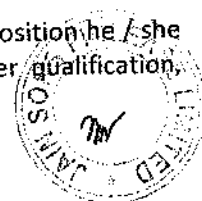
“Senior Management” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Policy for Appointment and Removal of Director, KMP and Senior Management:

1. Appointment Criteria and Qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) The Committee shall undertake a process of due diligence to determine the suitability of the person for appointment/continuing to hold appointment as a director on the Board, based upon qualification, expertise, track record, integrity and other ‘fit and proper’ criteria.
- c) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification.



Annexure B – Nomination and Remuneration Policy

expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

- d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- e) The Company shall appoint Independent/Non-Executive Directors nominated to the Board should be between 35 to 70 years of age.
- f) The Company shall obtain necessary information and declaration from the proposed/existing directors as per the format provided under the Companies Act, 2013 and Guidelines issued by Reserve Bank of India from time to time.
- g) The Company shall obtained annually as on 31st March a simple declaration from the Directors the information already provided has not undergone change and where there is any change, requisite details are furnished by them forthwith.
- h) The Company shall ensure in public interest that the nominated/elected directors execute the deeds of covenants in the Format provided under the Guidelines issued by Reserve Bank of India from time to time.

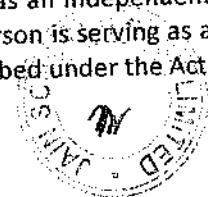
2. Term / Tenure:

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.



Annexure B – Nomination and Remuneration Policy

3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy for Remuneration to Directors/KMP/Senior Management Personnel:-

1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Duties in Relation to Nomination Matters:

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the



Annexure B – Nomination and Remuneration Policy

plan;

- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board;
- Scrutinize the declarations received from directors and based on the information provided in the signed declaration, the Committee shall decide on the acceptance or otherwise of the Directors, where considered necessary;
- Considering any other matters, as may be requested by the Board.

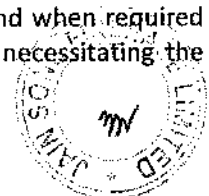
Duties In Relation To Remuneration Matters:

The duties of the Committee in relation to remuneration matters include:

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- Approving the remuneration of the Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- Considering any other matters as may be requested by the Board.

Review and Amendment:

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.



COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Intellegrow is committed to the adoption of best practices of Corporate Governance and its adherence in true spirit, at all times. The Company's governance practices are a product of self-desire, reflecting the culture of trusteeship that is deeply ingrained in our value system and reflected in our strategic thought process. The Corporate Governance framework of the Company is based on an effective and independent Board, separation of the Board's supervisory role from the Executive Management team and constitution of the Board Committees, as required under applicable laws. The Board functions either as a full Board or through various Committees constituted to oversee specific functions.

The Executive Management provides the Board detailed reports on the Company's performance on monthly basis. The details of compliance with Corporate Governance requirements during the financial year ended 31st March, 2019 ("financial year under review") are as follows:

1. BOARD OF DIRECTORS

1.a. Composition: The Board of Directors of the Company ("the Board") comprises of 9 (Nine) Directors, which includes 2 (Two) Independent Directors, 6 (Six) Non-Executive Directors. The Chairman of the Board is a Non-Executive Director.

In terms of the provisions of the Companies Act, 2013 (Act), the Directors submit necessary disclosures regarding the positions held by them on the Board of other public and/or private Companies, from time to time. All Independent Directors on the Board are Non-Executive Directors. The maximum tenure of the Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act. As per the declarations received, none of the Directors serve as an Independent Director in more than seven listed Companies. The brief profile of the present Directors on the Board is available on the Company's website at <https://www.intellegrow.com>.

The details of the Directors of the Company with regard to outside Directorship held as on 31st March, 2019 are as follow:

Name of the Director	Category	No. of Outside Directorship(s) held
Mr. Vineet Chandra Rai	Non-Executive	7
Mr. Rakesh Rewari	Independent	5
Ms. Bhama Krishnamurthy	Independent	9
Mr. Pradeep Pursnani	Non-Executive Nominee	2
Ms. Anuradha Ramachandran	Non-Executive Nominee	6
Mr. Aleem Remtula	Non-Executive Nominee	2
Mr. Saunas Kubilickas	Non-Executive Nominee	0
Mr. Anurag Agrawal	Non-Executive	5
Mr. Nikesh Kumar Sinha	Executive	0

1.b. Non-Executive Directors Compensation and Disclosures: Sitting fees paid to Independent Directors for attending Meetings of the Board / Committees has been approved by the Board. No sitting fees were paid to Non-Executive Nominee Directors of the Company during the financial year under review. No commission was recommended/ paid to any of Directors during the



financial year under review. Details of the Sitting fees paid to Independent Directors are given separately in this Report.

- 1.c. Board's Functioning and Procedure:** The Company's Board plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibilities and accountabilities are well defined. All relevant information is regularly placed before the Board. The Members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussions.

The Board meets at least once in every quarter to review the quarterly results and other items on the agenda and additional Meetings are held to address specific needs and business requirements of the Company.

6 (Six) Board Meetings were held during the financial year under review. The gap between any two Meetings was not more than 120 (One Hundred Twenty) days. The details of the Board Meetings held during the financial year under review, dates on which held and number of Directors present are as follows:

Date of Board Meeting	Board Strength	No. of Directors Present
09-Apr-2018	9	7
24-Apr-2018	9	9
18-Jul-2018	9	7
30-Oct-2018	9	8
22-Jan-2019	9	6
22-Mar-2019	9	7

The Directors on the Board are professionals, having expertise in their respective functional areas and bring a wide range of skills and experience to the Board. The Board has an unfettered and complete access to any information within the Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the Meeting with the permission of the Chairperson. The Board periodically reviews all the relevant information, which is required to be placed before it and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure, etc. The Board provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations. The details of attendance of each Director at the Board Meetings held during the financial year under review and at the previous Annual General Meeting ("AGM") of the Members of the Company held on 25-Apr-2018, at the Registered Office of the Company are as follows:

Name of the Director	No. of Board Meetings held during the tenure	Attended Board Meetings	Attended Last AGM	No. of Equity Shares
Mr. Vineet Chandra Rai	6	2	No	Nil
Mr. Rakesh Rewari	6	6	No	Nil
Ms. Bhama Krishnamurthy	6	6	No	Nil
Mr. Pradeep Pursnani	6	1	No	Nil

Ms. Anuradha Ramachandran	6	5	Yes	Nil
Mr. Aleem Remtula	6	4	No	Nil
Mr. Saunas Kubilickas	6	6	No	Nil
Mr. Anurag Agrawal	6	6	No	Nil
Mr. Nikesh Kumar Sinha	6	3	No	Nil

1.d. Code of Conduct: The Company has adopted a Code of Conduct for the Board Members and Senior Management Personnel of the Company ("the Code"). The Code is applicable to all the Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have confirmed compliance with the Code during the financial year under review.

1.e. Performance Evaluation of the Board: A formal evaluation mechanism has been adopted for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation is based on criteria which include, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance, time devoted and preparedness for the Meetings, quality, quantity and timeliness of the flow of information between the Board Members and the Management, contribution at the Meetings, effective decision-making ability, role and effectiveness of the Committees. The Directors completed questionnaires providing feedback on functioning of the Board, Committees and Chairman of the Board.

1.f. Separate Meeting of Independent Directors:

During the year under review, a meeting of Independent Directors was held on 22-Jan-2019 as required under the Act and in compliance of Schedule IV of the Act. In the meeting, the following issues were discussed in details:

- Reviewed the performance of the Chairman, Nominee Directors and the Board as whole;
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board as necessary for the Board to function effectively and perform their duties.

2. Committee of the Board:

During the year under review, in accordance with the Act, the Board had re-constituted below committees upon the appointment of Mr. John Arunkumar Diaz, Managing Director and resignation of Mr. Akbar Khan, from the post of Executive Director of the Company w.e.f. 01-May-2018 and further upon appointment of Mr. Nikesh Kumar Sinha as an Executive Director & CEO w.e.f. 30-Oct-2018.

1. Corporate Governance & Executive Committee;
2. Product, Process, Credit Policy and Grievance Redressal Committee;
3. Asset Liability Management Committee;
4. Corporate Social Responsibility Committee

Further, with the resignation of Mr. John Arunkumar Diaz, Managing Director of the Company with effect from close of working hours of 04-Dec-2018, the below committees again re-constituted:

1. Corporate Governance & Executive Committee;



2. Risk Committee;
3. Product, Process, Credit Policy and Grievance Redressal Committee;
4. Asset Liability Management Committee;

There are currently seven Committees of the Board, as mentioned herein below:

1. Audit and Compliance Committee;
2. Nomination and Remuneration Committee;
3. Risk Committee;
4. Corporate Governance and Executive Committee;
5. Product, Process, Credit Policy and Grievance Redressal Committee;
6. Asset Liability Management Committee;
7. Corporate Social Responsibility Committee

The composition and number of meetings held during the year under review of the above said committees are as under:

Sl. No.	Name of the Committees Meetings	Composition of Committees during the FY 2019	Number of Meetings held during the FY 2019	Date of Meetings held during the FY 2019
1.	Audit and Compliance Committee	Mr. Rakesh Rewari Ms. Bhama Krishnamurthy Mr. Pradeep Pursnani	5	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019 22-Mar-2019
2.	Nomination and Remuneration Committee	Mr. Rakesh Rewari Ms. Bhama Krishnamurthy Mr. Pradeep Pursnani Mr. Anurag Agrawal	4	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019
3.	Asset Liability Management Committee	Ms. Bhama Krishnamurthy Ms. Anuradha Ramachandran Mr. Aleem Remtula Mr. Sarunas Kubilickas Mr. Nikesh Kumar Sinha	4	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019
4.	Product, Process, Credit Policy and Grievance Redressal Committee	Mr. Rakesh Rewari Ms. Anuradha Ramachandran Mr. Sarunas Kubilickas Mr. Aleem Remtula Mr. Nikesh Kumar Sinha	1	22-Jan-2019
5.	Risk Committee	Mr. Rakesh Rewari Ms. Bhama Krishnamurthy Ms. Anuradha Ramachandran Mr. Anurag Agrawal Mr. Nikesh Kumar Sinha	5	24-Apr-2018 18-Jul-2018 20-Sep-2018 30-Oct-2018 22-Jan-2019
6.	Corporate Governance and Executive Committee	Mr. Vineet Chandra Rai Ms. Bhama Krishnamurthy Mr. Anurag Agrawal Mr. Nikesh Kumar Sinha	5	24-Apr-2018 18-Jul-2018 30-Oct-2018 22-Jan-2019 29-Mar-2019



7.	Corporate Social Responsibility Committee	Ms. Bhama Krishnamurthy Mr. Pradeep Pursnani Ms. Anuradha Ramachandran Mr. Sarunas Kubilickas Mr. Aleem Remtula Mr. Nikesh Kumar Sinha	1	24-Apr-2018
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The Charters of the above said committees are annexed as **Annexure - C** with the Director's Report.

1. Audit and Compliance Committee and its Composition:

As on 31-Mar-2019, Audit and Compliance Committee of the Board comprises of following members:

- Mr. Rakesh Rewari, Independent Director;
- Ms. Bhama Krishnamurthy, Independent Director;
- Mr. Pradeep Pursnani, Nominee Director

Mr. Rakesh Rewari is the Chairman of Audit and Compliance Committee of the Board of the Company. Mr. Chirag Desai, Company Secretary of the Company, acts as Secretary of the Audit and Compliance Committee.

The Audit and Compliance Committee of the Board reviews the reports, which are to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process. Further, all the recommendations made by the Audit and Compliance Committee of the Board have been taken up by the Board.

2. Risks Management and Areas of Concern:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. Risk Committee of the Board constituted in accordance with the RBI guidelines has overall responsibility for overseeing the Risk management activities of the Company. The Board periodically reviews the risks and suggest steps to be taken to control and mitigate the same through a properly defined framework.

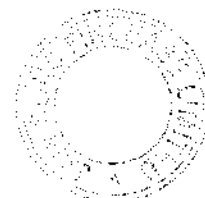
As on 31-Mar-2019, the Risk Committee of the Board comprises of following members:

- Mr. Rakesh Rewari, Independent Director;
- Ms. Bhama Krishnamurthy, Independent Director;
- Ms. Anuradha Ramachandran, Nominee Director;
- Mr. Anurag Agrawal, Director
- Mr. Nikesh Kumar Sinha, Managing Director

3. Corporate Social Responsibility:

As per Section 135 of the Act, the Board has constituted a Corporate Social Responsibility (CSR) Committee of the Board to support the Company in achieving the CSR objectives of the Company. As on 31-Mar-2019, the CSR Committee of the Board comprises of following members:

- Ms. Bhama Krishnamurthy, Independent Director;
- Mr. Pradeep Pursnani, Nominee Director;
- Ms. Anuradha Ramachandran, Nominee Director;
- Mr. Sarunas Kubilickas, Nominee Director;



5. Mr. Aleem Remtula, Nominee Director
6. Mr. Nimesh Kumar Sinha, Managing Director

CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy in line with CSR activities as defined in Schedule VII of the Act, which has been approved by the Board. During the year under review, there were no changes in the said policy recommended by CSR Committee and approved by the Board. Corporate Social Responsibility Policy consisting salient features is available on the Company's website at https://www.intellegrow.com/investor_relations.

Since the average net profit for three preceding financial years i.e. FY2016-17, FY2017-18 and FY2018-19 is below the threshold limit, as specified in section 135 of the Act, the Company was not required to spend any amount towards CSR during the financial year under review. Accordingly, No CSR activity was undertaken by the Company.

Further, the Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, forming part of this Annual Report is hereby annexed as **Annexure - D**.

Vigil Mechanism / Whistle Blower Policy

The Company has a Vigil Mechanism to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of Directors and Employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit and Compliance Committee of the Board in the exceptional cases. The Company also provides direct access to the Chairman of the Audit and Compliance Committee on reporting issues concerning the interests of employees and the Company. Further, during the year review, the said policy was revised and approved by the Board by way of passing a resolution in its Board meeting held on 24-Apr-2018, the key change in the said policy is that the Vigilance Officer of the Company has been changed to Mr. Anurag Agrawal, Director in place of Mr. Rajan Juneja, Head of Credit of the Company and rest of the changes are presentational and not material.

We affirm that during the financial year 2018-19, no Employee or Directors was denied access to the Audit and Compliance Committee. The Whistle Blower Policy and Vigil Mechanism is available on the Company's website at https://www.intellegrow.com/investor_relations.

3. Other Disclosures:

- 3.a. Related Party Transactions:** During the financial year, the Company had entered into related party transactions which were on an arm's length basis and in the ordinary course of business. There were no material transactions with any related party as defined under Section 188 of the Act. All related party transactions have been approved by the Audit and Compliance Committee of the Company.

Particulars of related party transactions are listed out under the notes to accounts forming part of this Annual Report.

The policy on Related Party Transactions as approved by the Audit and Compliance Committee and the Board is available on the Company's website i.e. www.intellegrow.com.



3.b. Performance Evaluation criteria for Independent Directors: The Directors other than Independent Directors of the Company evaluate the performance of Independent Directors on following criteria as to how an Independent Director:

1. Invests time in understanding the Company and its unique requirements;
2. Brings in external knowledge and perspective to the table for discussions at the Meetings;
3. Expresses his/ her views on the issues discussed at the Board; and
4. Keeps himself/ herself current on areas and issues that are likely to be discussed at the Board level

3.c. Proceeds from Public Issues, Right Issues, Private Placement, Preferential Issues etc.: The Company discloses to the Audit Committee, the uses/applications of proceeds/funds raised from public issues, private placement of Equity Shares, etc., if any, as part of quarterly review of annual accounts.

4. Website Disclosures:

The information as required to be disseminated on the website of the Company pursuant to the Act, has been updated on the website of the Company i.e. www.intellegrow.com.

5. Details of New Directors and Directors seeking Re-appointment: The Company has provided the details of the Directors seeking appointment in the Notice of the ensuing Annual General Meeting.

x-x-x-x-x-x-x-x-x-x



Scope of Committees:

Given below are the various committees proposed of the Board of the Company. This document details the scope of the various committees. The purpose of the committees is to have more focused oversight on the respective areas for better corporate governance. The following 7 (seven) committees and their scope are in line with the Companies act, 2013, RBI Guidelines and Industry best practices:

The scope or any of the authorizations here, if repugnant with the constitutional documents of the company, or any changed regulatory norms, shall be over-ruled by the constitution documents and changed regulatory norm, as applicable from time to time.

1) AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD

Internal

- a. To oversee the internal audit, compliance and financial reporting process and ensuring correct, adequate and credible disclosure of financial information, at stipulated frequency (monthly, quarterly, annually) as per extant regulatory & statutory guidelines.
- b. To examine the efficacy of audit functions and systems and suggesting steps on a periodic basis (quarterly, half yearly) for its improvement.
- c. To report, on a quarterly basis, the key audit findings for the quarter, as well as the actions taken report on the same for previous quarters to the Board of the Company.
- d. To do valuation of undertakings or assets of the company, wherever it is necessary;
- e. To evaluate internal financial controls
- f. To monitor the end use of funds raised through public offers and related matters
- g. To review and recommend accounting policies and treatment – including decisions regarding write-offs.
- h. To get Information Systems Audit conducted and track implementation of accepted recommendations/ corrective action.

External

- a. To facilitate in smooth conduct of audits by external agencies, Statutory Auditors, Reserve Bank of India (RBI), lenders and any other external auditors as appointed by the Company or any other stakeholder (lenders, shareholders, regulators, government etc.)
- b. To review with management, verifying and recommending adoption of quarterly, half yearly and annual accounts to Board of the company with special emphasis on accounting policies and practices, provisioning norms adopted by the company and any amendments adopted during the year, adherence to capital adequacy norms, compliance with accounting standard and other requirements concerning financial statements that may arise.
- c. To report, on a quarterly basis, the key findings of the quarter, as well as the action taken report on the same for previous quarters, to the Board of Directors.
- d. To establish procedures for receipt and treatment of complaints regarding accounting and auditing matters and engage independent counsel, if required, for such conflict resolution and to update the Board of the Company on the status of the same, every quarter;



Compliance

- a. To prepare a calendar detailing the list of compliances/ covenants that needs to be monitored and the frequency of its reporting to the Board of the Company as well as the regulatory agencies and the stakeholders.
- b. To review statement of significant related party transactions and examination of the reasons for substantial defaults, if any, in payment to stakeholders.
- c. To review compliance within stipulated statutory and regulatory requirements particularly in relation to financial management and reporting.
- d. To review compliance of various inspections and audit reports of internal, concurrent and statutory auditors and commenting on the action taken report prepared by the management and ensuring submission to the Board of the Company from time to time – classified under heads for major/ material and minor and also set timelines if the compliance is still to be met.
- e. To review the consolidated compliance report and the final accounting system for the financial year before it is submitted to the Board of the Company for adoption.
- f. To internalize guidelines issued by the regulator specifically for the NBFCs or any other guidelines as may be relevant to the Company and monitor adherence to the same.

Administrative

- a. To recommend appointment and removal of external auditors on company's request, or as mandated by the regulators, lenders or other stakeholders.
- b. To review and recommend a scope of audit on the basis of requirements and reviewing the policies, procedures, techniques and findings of such audits.
- c. To oversee that contracted fees are paid to the various audit firms, at stipulated frequency on receipt of their reports.
- d. To establish procedures for receipt and treatment of complaints regarding accounting and auditing matters and engage independent counsel, if required, for such conflict resolution. Updating the Board of the Company on the status of the same, every quarter.

2) NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD:

Nomination

- a. To guide and assist the Board and work out a policy and implement it besides monitoring progress in relation to appointment and removal of Directors, Key Managerial Personnel (KMP), Senior Management and Credit Committee members.
 - i. To recommend to the Board appointment of directors. To develop a succession plan for the Board and to regularly review the plan
 - ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
 - iii. To formulate the criteria for determining qualifications, positive attributes and independence of a director in line with the prevailing regulatory guidelines.
 - iv. To recommend appointments of senior management to the Board of the company.
- b. To review and advise the management on the organization structure, including creating a two tier organization structure for smooth succession planning and operational backups.



- c. To objectively examine the annual manpower plan in relation to the business plan of the company and to examine management recommendations regarding manpower strategy and suggest corrective action, if required.

Remuneration

- a. To recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees and Credit Committee members.
- b. To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management and Credit Committee members.
- c. To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- d. To evaluate and approve the compensation packages of above mentioned persons with particular reference to fixed and variable pay (including bonuses and Employees Stock Options).
- e. To guide the management in developing a balanced remuneration policy with no biases and focus and enhancing performance drivers and motivation levels of the employees with a view to attract, retain, promote and groom/ train employees. This shall also include considering grant of stock options to employees, reviewing compensation levels of the employees vis- a- vis other NBFCs and industry in general and create competitive advantage.

3) RISK COMMITTEE OF THE BOARD:

Risk Control

- a. To review company's risk management policies in relation to various risks (credit, market, liquidity, operational and reputation risk)
- b. To review the risk return profile of the Company, Capital adequacy based on risk profile of the company's balance sheet, business continuity plan and disaster recovery plan, key risk indicators and significant risk exposures and implementations of enterprise risk management.
- c. To hold such risk reviews to ensure adequate monitoring as may be felt necessary by the internal as well as external stakeholders and to appraise the Board of the Company on a periodic basis. This shall cover:
 - i. To review performance of credit risk in the business and portfolio using risk assessment tools
 - ii. To review and approve the risk rating tool, performance of portfolio on the tool and review the tool's efficacy periodically
 - iii. To review stress in portfolio, and recommend corrective measures and policy level changes based on portfolio performance
 - iv. To review performance against the exposure norms and make recommendations to the board based on outlook of business
- d. To give oversight to the Credit Committee (CC) and review and take note of minutes of CC meetings. Risk Committee at its discretion may call one or any of the CC members when they feel it is desired for any specific discussions.
- e. Review portfolio against the exposure norms and credit delegation and give approvals based on authority delegated by the Board. When the portfolio deviates from the credit quality metric as



per the business plan (loan loss provisioning and write-off as per the approved budget), then the CC will have discretion to limit approvals to some of the areas showing stresses.

Fraud Control and Monitoring

- a. To monitor and review all frauds that may have occurred in the company and involves an amount of Rs. 0.1 million and above or as decided from time to time.
- b. To report such frauds and other flag-offs to stakeholders along with the extent of losses. This would include reviewing and recommending a calendar of reporting frauds and the remedial measures taken, to the Board of the Company.
- c. To conduct a root cause analysis and identify the systemic lacunae, if any, that may have facilitated perpetration of the fraud and put in place measures to rectify the same. Also, to ascertain reasons for delay in detection of such frauds, if any.
- d. To ensure the staff accountability is examined at all levels in all the cases of frauds and actions, if required, is completed quickly without loss of time.
- e. To review of efficacy of remedial actions taken to prevent recurrence of frauds, such as strengthening internal controls and putting in place other measures as may be considered relevant to strengthen preventive measure.

Vigil Mechanism

- a. To recommend Vigil Mechanism to the board and monitor its progress and implementation and efficacy and recommend changes to the same from time to time.
- b. To ensure that the Vigilance Mechanism is adequate for the directors and employees to report their genuine concerns. Such Vigil Mechanism should provide adequate safeguards against victimization of persons who use such mechanism and they should have a direct access to the Chairman of the Audit Committee in appropriate cases.

4) ASSET LIABILITY MANAGEMENT COMMITTEE OF THE BOARD:

- a. To put in place an effective liquidity management policy, including, inter alia, the funding strategies, liquidity planning under alternative crisis scenarios, prudential limits and review the same periodically.
- b. To articulate the interest rate view of the company and decide the pricing methodology for advances in line with extant regulatory guidelines.
- c. To oversee the implementation of the Asset Liability Management (ALM) system and review the functioning periodically and to ensure that the decisions taken on financial strategy are in line with the objectives of the committee.
- d. To review the management of balance sheet of the Company within the risk parameters laid down by the Board of Directors or a committee thereof, with a view to manage the current income as well as to take steps for enhancing the same.
- e. To review the capital & profit planning and growth projections of the company in line with the business plan and ensure that the same is reported to the Board of the Company.
- f. To consider and recommend any other matter related to liquidity and market risk management including matters that might be required by the lenders or any other regulatory body to ensure that the same is recommended to the Board of Directors of the Company for suitable action.



5) PRODUCT, PROCESS, CREDIT POLICY & GRIEVANCE REDRESSAL COMMITTEE OF THE BOARD:

Product and Process

- a. To review from time to time the suite of products run by the company covering its fulfillment process within the regulatory compliance norms, customer service quality, viability and profitability within the objectives of the company
- b. To approve new products (including pilots and full scale rollouts) and rolling out of business in new geographies in which products (new as well as existing) can be rolled out.
- c. To set up standard operating processes with regard to the products and ensure that these are being reviewed and strengthened by the management
- d. To monitor adherence to the process compliances by internal as well as third-party evaluations.

Credit Policy

- a. To review and recommend credit policy framework in line with the stipulated guidelines of the Board and other extant regulatory and statutory guidelines for conduct of business.
- b. To recommend setting up of delegation of functional powers for staff to the Board of the Company for suitable action.
- c. To consider and approve any other matter related to the credit policy including matters that might be required by the Board or any other regulatory body.

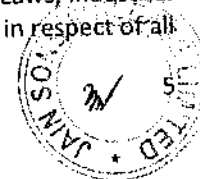
Customer Service and Grievance Redressal

- a. To review the customer service initiatives, overseeing the functioning of the customer service council and evolving innovative measures for enhancing the quality of customer service and improvement in the overall satisfaction level of customers.
- b. To review and recommend a customer grievance redressal policy in line with extant regulatory and statutory guidelines which shall include, among other things, the contact details of the employees responsible, the turn-around-time stipulated for addressing the grievances, the escalation mechanism etc and to ensure that this policy is available for reference all branches of the company.
- c. To set up a grievance redressal mechanism to address the complaints of the customers and report a synopsis of such complaints received to the Board of the company on a quarterly basis.

6) CORPORATE GOVERNANCE AND EXECUTIVE COMMITTEE OF THE BOARD:

The Executive Committee serves as an administrative committee of the Board to facilitate approval of certain operational corporate actions that do not require consideration by the full Board. In normal course of business, Executive Committee is delegated with following authorisations -

- a. To make applications for obtaining licenses, registrations, connections, clearances, services etc. and to authorize/appoint company directors/employees/officers for signing applications, returns, forms, bonds, agreements, documents, papers etc. and for representing Company before the authorities under various Laws including but not limited to Corporate Laws, Industrial Laws, Tax Laws, Labour Laws and other business laws applicable to the Company in respect of all



present and future offices of the Company for compliance of all provisions, rules, clauses, regulations, directives and other related matters under the said Laws, which may be applicable to the Company.

- b. To open/close account with any bank and to authorize and reauthorize any employee of the Company to operate the account.
- c. To authorize company person(s) for execution of documents, including loan documents and affixing common seal of the company thereon, if required.
- d. To invest funds of the company in the Fixed Deposits to the extent necessary to avail credit facilities/ loans from the Banks/ Financial Institutions etc. and to invest surplus/ idle funds in liquid funds (i.e. mutual funds etc.) for short term as per the Board approved investment policy of the company.
- e. To incur capital expenditure outside the annual business plan up to a limit of Rs.10 lakhs between two board meetings.
- f. To apply for telephone connection or to disconnect.

Delegation of borrowing powers

- g. To apply for loan and hypothecate book debts of the Company at such terms and conditions as may be decided by the committee from time to time within the borrowing powers delegated by Shareholders to the board and board to the Executive Committee (documented below).
- h. To apply for portfolio sell-down or securitization within the limits approved by the board and the shareholders at such terms and conditions as may be decided by the committee from time to time, subject to reporting to the board in the next board meeting.
- i. To review and recommend, seek and operate borrowing and investment limits delegated from the board (subject to delegation by Shareholders to the Board in the latest AGM/ EGM)
 - i. To borrow the moneys subject to a maximum of Rs. 30 Crore per facility/ loan.
 - ii. To sell or securitise portfolio of the Company upto a limit of Rs. 20 crore per sanction.
 - iii. To purchase book debts or securitized paper of other Companies/ SPVs upto a limit of 10% of networth of company per transaction aggregating to not more than 25% of networth as on date of reckoning.
 - iv. To issue Non-Convertible Debentures (NCD) upto a limit of Rs. 50 crore per sanction.The terms of all such transactions – including the term loans, securitization, asset sale, or NCD issuance should be within limits approved by the board.
- j. Summary of each of such sale, securitization, purchase, subscription of securitized paper should be placed before the board in next ensuing board meeting.

Emergency response

The Executive Committee exercise powers of the Board in the event that an emergency or other time sensitive matter arises and in it not practicable to assemble the entire Board.

Corporate Governance

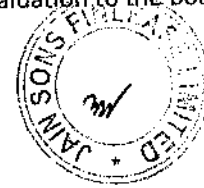
- a. To implement and monitor policies and processes regarding principles of corporate governance.
- b. To review the status of company on various corporate governance related norms, guidelines and industry best practices and recommend action to the Board and to the Management to improve the practices.



7) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE OF THE BOARD:

- a. To establishment and review of Corporate Social Responsibility (CSR) policies and programs and compliances wrt to the Companies Act on CSR matters
- b. To review and evaluate the adequacy of its charter and recommend to the Board any proposed changes.
- c. To review annual budgets with respect to CSR and review its utilization. The Board shall ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its CSR guidelines under the companies Act and any changes there-under.
- d. To ensure that the CSR program includes significant sustainable development, community relations and security policies and procedures
- e. To have an oversight on implementation of CSR policies and programs
- f. To review the findings and recommendations from any investigation or audit by regulatory agencies or external auditors or consultants concerning the Company's CSR matters; and
- g. To review the Company's disclosure of corporate social responsibility matters in the Company's continuous disclosure documents and any annual social responsibility report.
- h. To have the power to obtain advice and assistance from outside legal or other advisors in its sole discretion.
- i. To annually evaluate its performance and report the results of such evaluation to the Board.

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The Report on Corporate Social Responsibility (CSR) Activities
[Pursuant to clause (a) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Kindly refer the Corporate Social Responsibility (CSR) Policy as mentioned in this report as Annexure-1.

2. The Composition of the CSR Committee as on 31-Mar-2019:

As on 31-Mar-2019, the composition of CSR Committee is mentioned herein below:

- Ms. Bhama Krishnamurthy, Independent Director;
- Mr. Pradeep Pursnani, Nominee Director;
- Ms. Anuradha Ramachandran, Nominee Director;
- Mr. Sarunas Kubilickas, Nominee Director;
- Mr. Aleem Remtula, Nominee Director
- Mr. Nikesh Kumar Sinha, Managing Director



3. Average net profit/loss of the Company for last three financial years: The average net profit/loss of the Company for last five years is (Rs.3,54,38,296/-).
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): (Rs.7,08,766/-), further since, there is loss of Rs. 3,54,38,296/- from average profit/loss of last three financial years, the Company does not recommend any CSR Expenditure for the financial year 2018-19.
5. Details of CSR spent during the financial year 2018-19:

(a) Total amount to be spent for the financial year: Nil

(b) Amount unspent, if any; Nil

(c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency



1	Nil
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6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report: Not Applicable
7. Responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.

The CSR Committee hereby confirms that the implementation and monitoring of CSR policy is in compliance with CSR objectives, CSR policy and in accordance with the provisions of the Companies Act, 2013.



Handwritten signature of Anurag Agrawal in black ink.

Anurag Agrawal
(Director)



Handwritten signature of Bhama Krishnamurthy in black ink.

Bhama Krishnamurthy
(Chairperson of CSR Committee)

ANNEXURE-1

This Corporate Social Responsibility (CSR) Policy is being proposed in line with provision of Companies Act, 2013 and subsequent adoption of charter and constitution of CSR Committee of the Board of Jain Sons Finance Limited (IntelleGrow). It is proposed that CSR activities/ projects/ programs shall be governed by this policy.

In order to have an efficient and effective execution, co-ordination, monitoring of CSR activities, IntelleGrow shall constitute CSR execution team (hereafter referred to as 'CSR Team'). This team will report to CSR committee.

1. CSR activities:

IntelleGrow can undertake any project/program that is in line with following sectors as listed in Schedule VII of the Act:

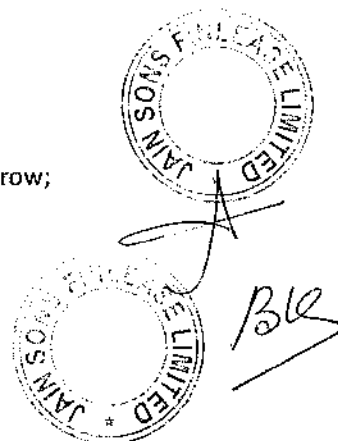
- a. Eradicating hunger, poverty and malnutrition;
- b. Promoting health care including preventive healthcare;
- c. Promoting sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government;
- d. Providing safe drinking water;
- e. Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- f. Promoting gender equality, empowering women, setting up of homes and hostels for women and orphans, setting up of old age home, day care Centre and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- g. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water (including contribution to Clean Ganga fund set up by Central government for rejuvenation of River Ganga);
- h. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- i. Measures for the benefit of armed forces veterans, war widows and their dependents;
- j. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- k. Contributions of funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- l. Contribution to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- m. Rural development projects;
- n. Slum area development

IntelleGrow will review the sectors from time to time and make amendment to the above sectors, if necessary.

2. Exclusions from CSR activities:

The following activities shall not form part of the IntelleGrow CSR activities:-

- a. The activities undertaken in pursuance of normal course of business of IntelleGrow;



- b. CSR projects/programs or activities that benefit only the employees of Intellegrow and their families;
- c. Any contribution directly/indirectly to political party or any funds directed towards political parties or political causes;
- d. Any CSR projects/programs or activities undertaken outside India.

3. CSR Partner/Collaboration:

The Board of Directors of Intellegrow may decide to undertake CSR activities, projects or programs, approved by the CSR committee,

- a. by Intellegrow itself;
- b. through setting up of registered Trust, registered society or Section 8 company by Intellegrow or its Holding or Subsidiary or Associate Company;
- c. through any Section 8 company, registered trust or registered society operating within India and having three years of established track record in undertaking the similar projects or activities that aligns with Intellegrow's CSR activities;
- d. In collaboration with any other company provided Intellegrow's CSR Committee are in a position to report separately in accordance with CSR rules.

4. Budget:

Budget allocated for CSR activities at Intellegrow is as per the guidelines provided in the Act and change from time to time, currently at 2% of the average net profit of 3 immediately preceding financial years.

5. Project Identification:

- a. The CSR team will identify and propose the projects to the CSR Committee for approval;
- b. The project identified and finalized will be in consonance with the Schedule VII of the Companies Act, 2013.

6. Monitoring:

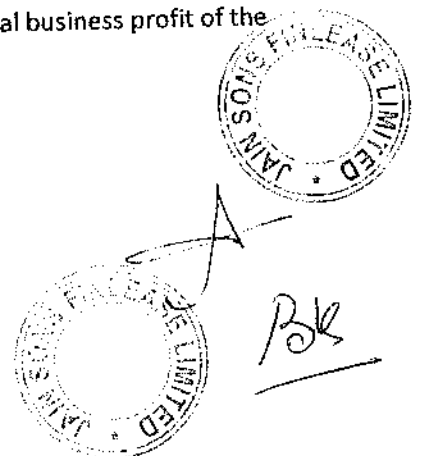
The CSR committee along with CSR team would be responsible of monitoring approved projects. A comprehensive monitoring mechanism will be devised by Intellegrow which may include visits to project sites, meetings, progress reports, analysis of Key indicators etc. on a periodic basis.

7. Documentation:

The CSR Team of Intellegrow will ensure that CSR projects are well documented including all the utilization certificates, agreements, invoices of actual spent etc. and accountability is fixed at requisite level of the CSR process and the implementation mechanism.

8. Treatment of Surpluses:

Any surplus, generated out of the CSR activities, will not be added to the normal business profit of the Intellegrow.



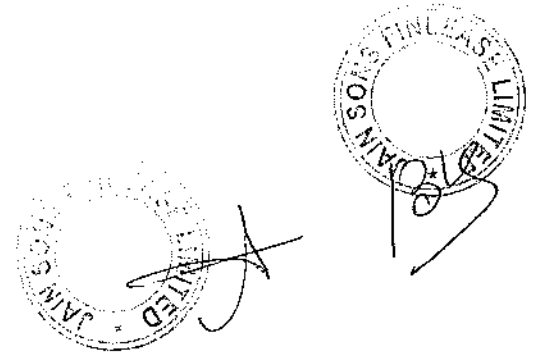
9. Disclosure of CSR Policy:

As per the CSR Rules, the contents of the CSR Policy shall be displayed on Intellegrow's website – www.intellegrow.com apart from the disclosure in the Board's report.

10. Review:

The Committee shall review its CSR Policy from time to time based on the changing needs and aspirations of the target beneficiaries and make suitable modifications as may be necessary and submit the same for the approval of the Board.

XXXXXXXXXXXXXXXXXXXX



The image shows two circular corporate seals. The seal on the left is partially obscured by a handwritten signature. The seal on the right is also partially obscured by a handwritten signature. Both seals contain the text 'JAIN SONS FINLEASE LIMITED' around the perimeter.



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Jain Sons Finlease Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jain Sons Finlease Limited (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings(not applicable to the Company during the Audit period);

Secretarial Audit Report/JSFL/2018-19





- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act'):
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(not applicable to the Company during the Audit period);
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (not applicable to the Company during the Audit period);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit period);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period); and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. Other laws, including the law relating to Non-Banking Financial Companies to the extent applicable to the Company as per representation made by the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Debt Listing Agreement entered by the Company with BSE Limited, Mumbai.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except-

- (a) delay in filing of certain e-forms with ROC;
- (b) the composition of Board of Directors is not in compliance with the provisions of Section 149(4) of the Companies Act, 2013, the company is required to appoint one more independent director;
- (c) the company has delayed in intimating to the stock exchange regarding meeting of Board of Directors / Committee, at which issue of non convertible debt securities was proposed to be considered as required under Regulation 50(3) of SEBI (LODR) Regulations, 2015.

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I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director / CEO, Non-Executive Directors, except appointment of adequate number of independent Directors as required under Section 149(4) of the Companies Act, 2013. Except as observation given above, the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory auditors and other designated professionals.

I further report that during the audit period:

- a. the company has adopted new set of Articles of Association in the Extra Ordinary General Meeting held on 9th April, 2018;
- b. on 9th April, 2018, the Company has allotted 26,27,724 Series D Compulsorily Convertible Preference Shares (CCPS) of Rs. 10/- (Rupees Ten only) each, at a premium of Rs. 77.18 on Rights basis;
- c. the Company has allotted 150 Non-Convertible Debentures of Face value of Rs. 10,00,000/- each aggregating to Rs. 15,00,00,000/- on a private placement basis through circular resolution passed on 30th August, 2018;
- d. the Company has obtained approval of members for increase in Authorised Share Capital from Rs. 69,60,00,000/- (Rupees Sixty Nine Crore Sixty Lakhs only) to Rs. 85,00,00,000/- (Rupees Eighty Five Crore only) and corresponding changes in Capital Clause of Memorandum of Association in Extra Ordinary General Meeting held on 30th October, 2018;





- e. the Company has obtained approval of members for offer and issue of 1,14,70,521 Equity Shares of Rs.10/- each (Rupees Ten only) at a premium of Rs.77.18 (Rupees Seventy-Seven and paisa Eighteen only) amounting to Rs.100,00,00,020.78, on private placement basis in Extra Ordinary General Meeting held on 30th October, 2018;
- f. the Company has allotted 57,35,260 Equity Shares of Rs.10/- each, aggregating to Rs. 49,99,99,966.80 to M/s. Aavishkaar Venture Management Services Private Limited on private placement basis through circular resolution passed on 26th February, 2019.

For M Baldeva Associates
Company Secretaries



CS Manish Baldeva
Proprietor

M. No.6180, CP No.11062

Place:Thane

Date: 8th May, 2019

This report is to be read with my letter of even date which is annexed as Annexure-I and forms an integral part of this report.



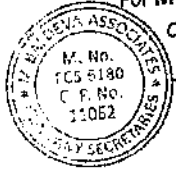


Annexure -I

To,
 The Members,
 Jain Sons Finlease Limited

My report of even date is to read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M Baldeva Associates
 Company Secretaries

 CS Manish Baldeva
 Proprietor
 M. No.6180, CP No.11062

Place: Thane
 Date: 8th May, 2019

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FORM AOC - 2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contract / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts / arrangements / transactions	NIL
(c) Duration of the contracts / arrangements / transactions	NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e) Justification for entering into such contract / arrangement or transaction	NIL
(f) Date(s) of approval of the Board	NIL
(g) Amount paid in advance, if any	NIL
(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	NIL

2.i. Details of contracts or arrangements or transactions at arm's length basis: The following contract or arrangement or transaction is at arm's length basis:

(a) Name(s) of the related party and nature of relationship	Mr. John Arunkumar Diaz
(b) Nature of contracts / arrangements / transactions	Agreement for Appointment of Managing Director dated 24-Apr-2018
(c) Duration of the contracts / arrangements / transactions	One year starting from 24-Apr-2018 till 23-Apr-2019
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Mr. John Arunkumar Diaz was appointed as Managing Director for period of one year starting from 24-Apr-2018 on professional fees of Rs.4,00,000/- per month. Other terms and conditions are detailed in his Agreement entered with the company.
(e) Date(s) of approval of the Board	24-Apr-2018
(f) Amount paid in advance, if any	Nil
(g) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	25-Apr-2018

2.ii. Details of contracts or arrangements or transactions at arm's length basis: The following contract or arrangement or transaction is at arm's length basis:



(a) Name(s) of the related party and nature of relationship	TribeTech Private Limited, a Company in which <ul style="list-style-type: none"> • Mr. Vineet Chandra Rai and Mr. John Arunkumar Diaz are interested as Directors and Members in TribeTech Private Limited • Mr. Anurag Agrawal and Mr. Nitin Agrawal as members in TribeTech Private Limited
(b) Nature of contracts / arrangements / transactions	Sourcing and Servicing Agreement dated 08-May-2018
(c) Duration of the contracts / arrangements / transactions	The Agreement is entered for a period of two years and the said period can be extended further, with the consent of both Company and TribeTech Private Limited.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	<p>The Company is proposing to enter into the said agreement with TribeTech Private Limited for sourcing, servicing and collections (upto 90DPD) of clients.</p> <p>The Material Terms and Monetary Value of the Agreement is mentioned herein below:</p> <p>Processing Fee Share: 100% to TribeTech Private Limited</p> <p>Interest on Loans:</p> <ul style="list-style-type: none"> • Upto 21% - to the Company • From 21% to 33% - to Tribetech Private Limited • Over and Above 33% - to be shared between the Company and Tribetech Private Limited in equal proportion. <p>First Loss Default Guarantee: Cap of 10% of total loan disbursed which is currently envisaged to be Rs.20Cr (Program Limit) Upfront FLDG: 5% of the total loan disbursed by the Company (immediate trigger) Contingent FLDG: 5% of the total loan disbursed by the Company (shall get triggered in the event any loan disbursed crosses 90days DPD)</p> <p>The Agreement is proposed to be entered for a period of two years and the said period can be extended further, with the consent of both Company and TribeTech Private Limited.</p>
(e) Date(s) of approval of the Board	24-Apr-2018
(f) Amount paid in advance, if any	Nil
(g) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	25-Apr-2018



2.iii. Details of contracts or arrangements or transactions at arm's length basis: The following contract or arrangement or transaction is at arm's length basis:

(a) Name(s) of the related party and nature of relationship	TribeTech Private Limited, a Company in which <ul style="list-style-type: none"> • Mr. Vineet Chandra Rai and Mr. John Arunkumar Diaz are interested as Directors and Members in TribeTech Private Limited • Mr. Anurag Agrawal as Member in TribeTech Private Limited
(b) Nature of contracts / arrangements / transactions	Addendum to Sourcing and Servicing Agreement dated 08-May-2018 executed on 01-Nov-2018
(c) Duration of the contracts / arrangements / transactions	The Agreement is an Addendum to Sourcing and Servicing Agreement dated 08-May-2018 executed on 01-Nov-2018 and will be valid for a period upto which Sourcing and Servicing Agreement dated 08-May-2018 will remain valid.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	<p>The Company is proposing to enter into the said agreement with TribeTech Private Limited for modification of certain terms to the existing Sourcing and Servicing Agreement dated 08-May-2018 for sourcing, servicing and collections (upto 90DPD) of clients.</p> <p>The Material Terms and Monetary Value of the Agreement is mentioned herein below:</p> <p>Processing Fee Share: 100% to TribeTech Private Limited</p> <p>Interest on Loans: Interest – Upto 21% of net yield (net of GST impact) to Intellegrow</p> <p>First Loss Default Guarantee: Cap of 7.5% of total loan disbursed which is currently envisaged to be Rs.20Cr (Program Limit) in the form of Corporate Guarantee.</p> <p>This Agreement is an Addendum to the Sourcing and Servicing Agreement dated 08-May-2018 and will be valid for a period upto which the Sourcing and Servicing Agreement dated 08-May-2018 will remain valid.</p>
(e) Date(s) of approval of the Board	30-Oct-2018
(f) Amount paid in advance, if any	Nil
(g) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	30-Oct-2018



2.iv. Details of contracts or arrangements or transactions at arm's length basis: The following contract or arrangement or transaction is at arm's length basis:

(a) Name(s) of the related party and nature of relationship	Aavishkaar Venture Management Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Mr. Pradeep Pursnani are interested as Director/Shareholder in Aavishkaar Venture Management Services Private Limited
(b) Nature of contracts / arrangements / transactions	Loan Agreement dated 12-Nov-2018
(c) Duration of the contracts / arrangements / transactions	This Agreement is valid for a period of 6 months from the date of execution of this agreement.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Term Loan of Rs.50,00,00,000/- (Rupees Fifty Crore only) with a tenor of 6 months along with Rate of Interest of 12.15% p.a. to be paid monthly.
(e) Date(s) of approval of the Board	30-Oct-2018
(f) Amount paid in advance, if any	Nil
(g) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	30-Oct-2018

2.v. Details of contracts or arrangements or transactions at arm's length basis: The following contract or arrangement or transaction is at arm's length basis:

(a) Name(s) of the related party and nature of relationship	Aavishkaar Venture Management Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Mr. Pradeep Pursnani are interested as Director/Shareholder in Aavishkaar Venture Management Services Private Limited
(b) Nature of contracts / arrangements / transactions	Loan Agreement dated 26-Mar-2019
(c) Duration of the contracts / arrangements / transactions	This Agreement is valid for a period of 12 months from the date of execution of this agreement.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Term Loan of Rs.10,00,00,000/- (Rupees Ten Crore only) with a tenor of 12 months along with Rate of Interest of 12.44% p.a. to be paid monthly.
(e) Date(s) of approval of the Board	22-Mar-2019
(f) Amount paid in advance, if any	Nil
(g) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	22-Mar-2019



Form No. MGT-9**Extract of Annual Return as on financial year ended as on 31-Mar-2019**

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. Registration and Other Details:

Sl. No.	Particulars	
1	CIN	U65910TG1998PLC088941
2	Registration Date	05-Feb-1998
3	Name of the company	Jain Sons Finlease Limited
4	Address of the Registered office and contact details	Babukhan's Millenium Centre, 4th Floor, Block-B, Premises No. 403 and 404 (6-3-1099/1100), Somajiguda, Hyderabad - 500082, Telangana, India Tel: 040 40300200; Fax: 040 40300275 Email id: chirag.desai@intellegrow.com Website: www.intellegrow.com
5	Address of the Corporate office and contact details	12B, 3 rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra. Tel: 022 62492700; Fax: 022 62492787 Email id: chirag.desai@intellegrow.com Website: www.intellegrow.com
6	Whether listed Company	Yes (Non-Convertible Debentures are Listed with BSE)
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. (For Non-Convertible Debentures) Category I Registrar to Issue & Share Transfer Agents B-302 Sony Apartment, Opp. St Jude High School, 90 Feet Road, Jarimari, Sakinaka, Mumbai-400072.

II. Principal Business Activities of the company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
1	Financial Services	804.9	100%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary /Associate	% of Equity shares held	Applicable section
NA	NA	NA	NA	NA	NA



IV. Share holding pattern (Equity Share Capital Breakup as % of Total Equity)

(i) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoter									
(a) Indian									
(i) Individual (NIIF)	0	0	0	0	0	0	0	0	0
(ii) Central Govt.	0	0	0	0	0	0	0	0	0
(iii) State Govts.	0	0	0	0	0	0	0	0	0
(iv) Union Corp.	0	0	0	0	0	0	0	0	0
(v) Banks / FI	0	0	0	0	0	0	0	0	0
(vi) Others	0	0	0	0	0	0	0	0	0
Sub-total (A)(i)	0	0	0	0	0	0	0	0	0
(ii) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other - Individuals	0	0	0	0	0	0	0	0	0
(c) Foreign Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Others	0	0	0	0	0	0	0	0	0
Sub-total (A)(ii)	0	0	0	0	0	0	0	0	0
Total shareholding of promoters (A)	0	0	0	0	0	0	0	0	0
B. Public									
(i) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govts.	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital funds	0	0	0	0	0	0	0	0	0
(i) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(i)	0	0	0	0	0	0	0	0	0
(ii) Non Institutions									
(a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(b) Indian	0	0	0	0	0	0	0	0	0
(c) Overseas	0	0	0	0	0	0	0	0	0
(i) Individuals*	0	14,201	14,201	0.13	0	12,200	11,200	0.06	(0.07)
(ii) Individual shareholders holding normal shares capital upto Rs. 1 Lakh	0	2,26,890	2,26,890	2.05	0	59,490	50,701	0.48	(1.59)
(iii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	0	39,20,758	39,20,758	35.51	0	29,45,097	31,34,416	29.79	6.41
(iv) Others - Foreign Companies	0	41,61,849	41,61,849	37.89	0	29,56,587	33,97,317	33.93	4.75
Sub-total (B)(ii)	0	41,61,849	41,61,849	37.89	0	29,56,587	33,97,317	33.93	4.75
Total Public Shareholding (B)	0	41,61,849	41,61,849	37.89	0	29,56,587	33,97,317	33.93	4.75
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	1,10,42,437	1,10,42,437	100.00	0	1,02,35,711	63,97,317	100.00	

B. Shareholding of Promoters (% of Equity Capital)

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
Intellectual Capital Advisory Services Private Limited	51,99,995	54.34	0	51,20,695	27.68	0	-26.66
Aesthika Management Services Private Limited	8,80,593	7.97	0	54,15,853	29.89	0	21.92
Total	60,80,588	62.31	0	1,05,36,548	57.57	0	-4.74

(ii) Change in Promoter's Shareholding (Please specify, if there is no change):

Name(s) of Promoter and Promoter Group	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Intellectual Capital Advisory Services Private Limited				
At the beginning of the year	51,99,995	54.34	51,99,995	54.34
31-May-2018 - Shares acquired by transfer from Akbar Khan	17,200	0.16	69,17,195	54.50
31-May-2018 - Shares acquired by transfer from Nitin Agrawal	1,00,000	0.91	70,17,195	55.41
31-May-2018 - Shares acquired by transfer from Pratik Mandavia	9,509	0.09	79,76,695	55.50
At the End of the year			79,76,695	27.68
Aesthika Management Services Private Limited				
At the beginning of the year	8,80,593	7.97	8,80,593	7.97
26-Feb-2019 - Allotment	57,35,260	52.90	57,35,260	52.90
At the End of the year			66,15,853	29.89

iv. Shareholding Pattern of top 10 shareholders (other than Directors, promoters and holders of GDRs and ADRs)

Please refer next page for details

v. Shareholding of Directors and KMPs

Please refer next page for details

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	2,46,81,58,356	-	-	2,46,81,58,356
(ii) Interest due but not paid	-	-	-	0
(iii) Interest accrued but not due	3,93,29,070	-	-	3,93,29,070
Total (i+ii+iii)	2,50,74,87,426	-	-	2,50,74,87,426
Changes in indebtedness during the financial year				
> Addition	1,40,00,00,000	-	-	1,40,00,00,000
> Reduction	1,67,32,45,798	-	-	1,67,32,45,798
Net Change	-27,32,45,798	-	-	-27,32,45,798
Indebtedness at the end of the financial year				
(i) Principal Amount	2,23,42,41,628	-	-	2,23,42,41,628
(ii) Interest due but not paid	-	-	-	0
(iii) Interest accrued but not due	3,47,46,611	-	-	3,47,46,611
Total (i+ii+iii)	2,26,89,88,239	-	-	2,26,89,88,239



iv. Shareholding Pattern of top 10 shareholders (other than Directors, promoters and holders of GDRs and ADRs)

Sl.	Name of shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	ON Mauritius				
	At the beginning of the year	100	0.00	100	0.00
	22-Mar-2019 - Conversion of Series B1 CCPS into Equity Shares	47,84,589	21.61	47,84,689	21.61
	At the End of the year			47,84,689	21.61*
2	DWM (International) Mauritius Limited				
	At the beginning of the year	9,75,566	8.83	9,75,566	8.83
	22-Mar-2019 - Conversion of Series B2 CCPS into Equity Shares	2,87,081	1.30	12,62,647	5.70
	At the End of the year			12,62,647	5.7*
3	Triodos Custody B.V. INZ. Triodos Fair Share Fund				
	At the beginning of the year	9,87,784	8.95	9,87,784	8.95
	22-Mar-2019 - Conversion of Series B2 CCPS into Equity Shares	1,43,540	0.65	11,31,324	5.11
	At the End of the year			11,31,324	5.11*
4	Triodos SICAV II - Triodos Microfinance Fund				
	At the beginning of the year	9,87,783	8.95	9,87,783	8.95
	22-Mar-2019 - Conversion of Series B2 CCPS into Equity Shares	1,43,540	0.65	11,31,323	5.11
	At the End of the year			11,31,323	5.11*
5	Michael and Susan Dell Foundation				
	At the beginning of the year	9,69,525	8.78	9,69,525	8.78
	At the End of the year			9,69,525	4.38*
6	Rajan Juneja				
	At the beginning of the year	50,701	0.46	50,701	0.46
	At the End of the year			50,701	0.23*
7	Jahn Arunkumar Diaz				
	At the beginning of the year	-	0.00	-	0.00
	11-05-2018 Shares acquired by way of transfer from Nitin Agrawal	30,589	0.28	30,589	0.28
	11-05-2018 Shares acquired by way of transfer from Pratik Mandviya	3,200	0.03	33,789	0.31
	11-05-2018 Shares acquired by way of transfer from Akshat Gupta	2,000	0.02	35,789	0.33
	11-05-2018 Shares acquired by way of transfer from R S Mani	1	0.00	35,790	0.33
	At the End of the year			35,790	0.16*
8	Ruchir Shah				
	At the beginning of the year	15,700	0.14	15,700	0.14
	At the End of the year			15,700	0.07*
9	Vijay Kumar Haswani				
	At the beginning of the year	3,700	0.03	3,700	0.03
	At the End of the year			3,700	0.02*
10	Swapna Nair				
	At the beginning of the year	3,200	0.03	3,200	0.03
	At the End of the year			3,200	0.01*

* change in percentage holding due to allotment of Equity Shares to Aavishkaar Venture Management Services Private Limited and conversion of Series B1 CCPS and Series B2 CCPS into Equity Shares

v. Shareholding of Directors and KMPs

Sl.	Name of shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Akbar Khan				
	At the beginning of the year	17,200	0.16	17,200	0.16
	11-May-2018 - Transferred shares to Intellectual Capital Advisory Services Private Limited	-17,200	-0.16	-	0.00
	At the End of the year			0	0.00
2	Nitin Agrawal				
	At the beginning of the year	1,30,589	1.18	1,30,589	1.18



	11-May-2018 - Transferred shares to John Arunkumar Diaz	-30,589	-0.28	-30,589	-0.28
	11-May-2018 - Transferred shares to Intellectual Capital Advisory Services Private Limited	-1,00,000	-0.90	-	-
	At the End of the year			-	-
3	Chirag Desai				
	At the beginning of the year	2,100	0.02	2,100	0.02
	At the End of the year			2,100	0.01*

* change in percentage holding due to allotment of Equity Shares to Avishkaar Venture Management Services Private Limited and conversion of Series B1 CCPS and Series B2 CCPS into Equity Shares



VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to MD / WTD / Manager

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
		1	2	3	4	
		Akbar Khan (upto 30-Apr-2018)	John Arunkumar Diaz (w.e.f. 24-Apr-2018)	Nikesh Kumar Sinha (w.e.f. 30-Oct-2018)		
1	Gross Salary:					45,78,345
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6,00,000	-	39,78,345	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	24,99,496
2	Issue of Equity Shares	14,99,496	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profits	-	-	-	-	-
	- others, specify	-	30,24,000	-	-	-
5	Others, specify - Professional Fees	-	30,24,000	39,78,345	-	91,01,641
	Total	24,99,496	30,24,000	39,78,345	-	-
	Ceiling as per the Act	2,40,00,00,000	2,40,00,00,000	2,40,00,00,000	-	-

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of director				Total Amount
		1	2	3	4	
1	Independent Directors	Rakesh Rewari	Shama Krishnamurthy			11,40,000
	Fees for attending board / committee meetings	4,70,000	6,70,000	-	-	-
	Commission	-	-	-	-	-
	Travelling expenses	-	-	-	-	-
	Total (1)	4,70,000	6,70,000	-	-	11,40,000
2	Other Non-Executive Directors	Vineet Chandra Rai	Anurag Agrawal			5,20,000
	Fees for attending board / committee meetings	90,000	4,30,000	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	90,000	4,30,000	-	-	5,20,000
	Total (1+2)	-	-	-	-	16,60,000
	Total Managerial Remuneration	1,00,000	-	-	-	-
	Overall Ceiling as per the Act (per Board Meeting)	1,00,000	-	-	-	-

C. Remuneration to KMPs other than MD / Manager / WTD

Sl. No.	Particulars of Remuneration	KMP					Total Amount
		CEO	CEO	CFO	CFO	CS	
		Akbar Khan (upto 15-Jun-2018)	Nikesh Kumar Sinha (w.e.f. 16-Oct-2018)	Nitin Agrawal (upto 23-May-2018)	Kiran Agarwal Fodi (w.e.f. 02-Jan-2019)	Chirag Desai	
1	Gross Salary:						20,74,167
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	15,00,000	43,33,101	9,75,805	13,40,902	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-
2	Issue of Equity Shares	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	- as % of profits	-	-	-	-	-	-
	- others, specify	-	-	-	-	-	-
5	Others, specify	-	-	-	-	-	-
	Total	15,00,000	43,33,101	9,75,805	13,40,902	-	20,74,167

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment / Compounding fees imposed	Authority (RD /NCLT/ Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



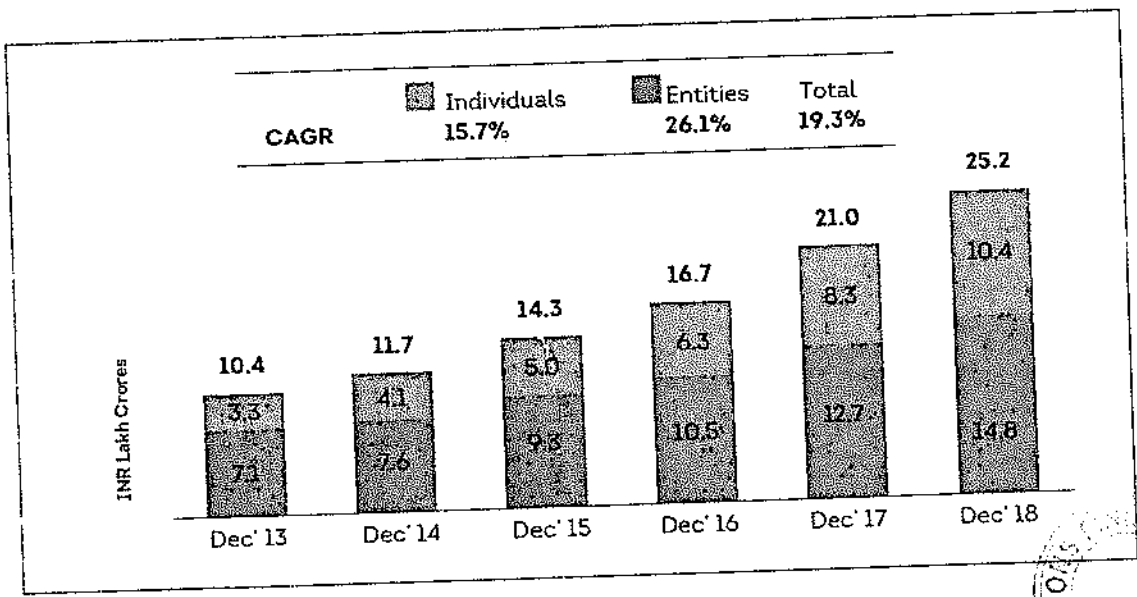
a. Industry structure and developments:
Micro, Small and Medium Enterprises are the largest employment generator in any society. However, they are starved of Capital-both Debt and Equity. The enterprises are constrained by the challenge of reach, economies of scale, cost of technology and a lack of pricing power. Combine the lending opportunity of the individual entities, and the impact of scale of opportunity dawns upon us.

Exhibit-I: Segmentation Balance - Sheet Commercial Credit Exposure (In ₹ Lakh Crore)

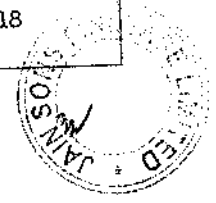
	Micro <₹1 Cr	SME ₹1 - 25 Cr	Mid ₹25 - 100 Cr	Large >₹100 Cr	Overall
Dec'16	2.9	7.5	4.9	34.3	49.6
Mar'17	3.1	7.8	4.9	34.1	50.0
Jun'17	3.3	8.1	5.0	34.4	50.8
Sep'17	3.5	8.5	5.2	34.7	51.8
Dec'17	3.7	8.9	5.4	36.4	54.5
Mar'18	4.0	9.6	5.5	37.8	57.0
Jun'18	4.2	10.0	5.5	38.3	58.1
Sep'18	4.3	10.1	5.5	39.8	59.7
Dec'18	4.5	10.3	5.7	41.8	62.3
Y - o - Y Credit growth (Dec'18)	19.2%	15.9%	5.0%	14.9%	14.4%

Source: TransUnion CIBIL

MSME lending in India has grown by 15.7% CAGR to entities and 26.1% to Individuals for business lending. NBFC share in NBFC lending has grown from 6% to 13% in the last 5 years.



Source: TransUnion CIBIL



MSME's are crucial to the economic fabric of India, and any lending to them, impacts the society and nations well being at large.

Economic growth in India has not able to touch the lives at last mile and with increase in socio-economic disparities, there is more focus on the market-based approach to tackle the challenges. Our endeavour is to reach deep with timely funding to a segment with products, hitherto not available to them at large, thereby contributing to reduce economic disparities at the lower end of the economic spectrum.

Intellegrow acts as a financial intermediary for this segment and helps the MSME in availing debt facility for working capital.

b. Opportunities:

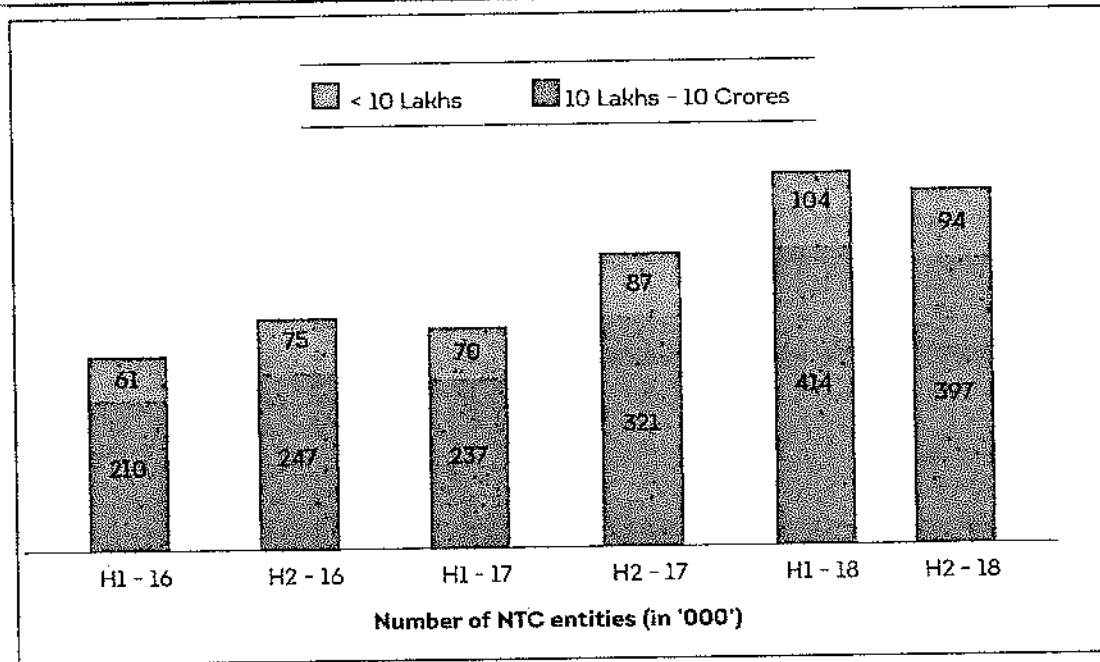
The opportunity in the segment is best summarised by the MSME Pulse report of Transunion CIBIL for March'19 as under:

"The NPA rates in commercial lending are now inching downwards and it is possible that we may have already seen the peak of NPA rates in the Indian Banking system. The Mid and Large Corporate lending is also entering another cyclical growth phase. MSME lending has grown in the past 5 years and given the structural strength of the MSME lending segment combined with the tailwinds of growing Large Corporate sector with declining NPA rates, we may see the MSME lending intensity grow even further. In addition, while PSB's market share in this segment has been shrinking, digitization initiatives in these banks and few more banks probably coming out of the PCA framework, we may witness PSB's lending expansion in the MSME segment further fueling growth in this segment."

This places us in a sweet spot to harness the learnings of tough times to maximise the fast clipped opportunity which seems headed our way. The headwinds seem to be giving way to tailwinds.

Post implementation of GST, new to credit borrower has expanded dramatically as is illustrated in the table below:





Source: TransUnion CIBIL

As per CIBIL Transunion, NTC additions grew from 9.7% to 10.6% in the borrower upto Rs.10lakh and 5.2% to 6.7% in the Rs10 lakh to Rs.10cr segment from H2 17 to H2 18.

This gives us an opportunity to leverage the massive opportunity through innovative risk modelling, embedded in a technology, expand the network beyond Mumbai to create value for ourselves and serve our customers.

c. Segment wise or product wise performance:

The overhang in the SME book continued in 18-19. However, we are now witnessing a reduction in the stress levels. We posted a PBT of Rs1.88 cr. The PAR numbers came down, partially due to the temporary strategy of lending to MFI's/NBFC. As mentioned in section b, we believe the MSME par numbers to improve at a systemic level. Within SME space, the granularity of our book has increased. Fintech tie ups has yielded good results in terms of yield with NIL credit costs to us.

d. Outlook:

The preceding paragraphs bring out the immense opportunities in the Micro and SME space. It is ours for taking with the right risk modelling, distribution and use of technology. The only imminent headwind is the NBFC liquidity scare. However, we are better placed because, we are liquid in all maturity buckets and are currently geared at 1.4 only. Our learnings impel us to have a more portfolio approach to lending than a deal based one.

e. Risks and Concerns:

- Execution for building book & stagnation avoidance;
- Portfolio Quality, ring fence portfolio from further slippages;
- Enhancement in credit rating;
- Strengthen risk metrics to improve onboarding
- Need to strengthen monitoring function to really track and report risk triggers;
- Templatize and standardize to increase productivity.



f. Internal control systems and their adequacy:

The company has an internal control system which is commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors the efficiency of the internal control systems in the company, compliance with operating systems/accounting procedures and policies of the company. Significant audit observations and corrective actions thereon are presented to Audit and Compliance Committee of the Board on timely basis.

g. Discussion on financial performance with respect to operational performance:

During the financial year ender review:

- Revenue of the Company has grown up by 11%;
- The Company has disbursed Rs.327cr. fresh (Rs.598cr gross including rollovers) as compared to Rs.305cr. fresh (Rs.342cr. gross including rollovers) in previous financial year FY18, showing a YoY growth of 7%
- Operating Expense Ratio has come down to 4.3% from 4.4%;
- Portfolio Outstanding (POS) of the Company has increased from Rs.317cr to Rs.379cr, showing a growth of 20%
- The Company made a net profit of Rs.1.88cr as compared to previous year loss of Rs.19.95cr.

h. Material developments in Human Resources / Industrial Relations front, including number of people employed:

The company aspires to use its Human Capital as Knowledge Capital while ensuring efficient resource utilization and cost control. Employees are most valuable resource and assets of the company. Your company is managed by majorly professionals like, Chartered Accountants, Company Secretaries, Lawyers, Cost Accountants, Business Administrative persons having rich experience and wide knowledge. The Company follows and believe in the policy of building strong team of professionals and continue to do that. During the year, team size of the company has grown to 48 employees from 30 employees last year.



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Independent Auditor's Report

To the Members of Jain Sons Finlease Limited

Report on the Audit of the Financial Statements

Opinion

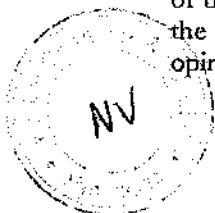
1. We have audited the accompanying financial statements of Jain Sons Finlease Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and the guidelines issued by the Reserve Bank of India as applicable to a Non-Banking Financial Company, of the state of affairs of the Company as at 31 March 2019, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandniok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

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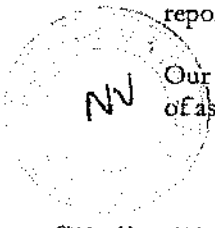
5. We have determined the matter described below to be the key audit matter to be communicated in our report:

Key audit matter	How our audit addressed the key audit matter
<p>Identification of loss assets Refer note 1.5 and 2.35 in the financial statements for significant accounting policies.</p> <p>As at 31 March 2019, the Company has loans aggregating to ₹36,193.23 lakhs. As per the directives of the Non-Banking Financial Company - Systemically Important Non - Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("the RBI Prudential Norms") and Accounting Standard (AS) - 4 'Contingencies and Events Occurring After the Balance sheet date', the Company is required to recognize provision for loans outstanding beyond specified number of days (identified as non-performing assets), and for loans identified as "loss assets".</p> <p>In accordance with the RBI prudential norms, a loan asset which is adversely affected by a potential threat of non-recoverability due to either any fraudulent act or omission on the part of the borrower or non-availability of security is identified as a loss asset by the management. Identification of a loan asset as a loss asset requires significant judgement in assessing the likelihood of default on repayment of loans and could have a material impact on the reported profits for the year.</p> <p>During the year ended 31 March 2019, the Company has identified 5 loan accounts with aggregate balance of ₹1,140.27 lakhs as loss assets, which have been charged to Statement of Profit and Loss.</p> <p>Considering the significance of the above matter to the financial statements, complexities and judgement involved, and the significant auditor attention required to test such management's judgement, we have identified this as a key audit matter for current year audit</p>	<p>Our procedures in respect of the identification of loss assets included, but not limited to, the following:</p> <ul style="list-style-type: none"> - Obtained an understanding of the management process of identification of loan assets as loss assets. - Evaluated the design and tested operating effectiveness of the Company's key controls over computation of ageing of loan assets as at period end, identification of loss assets and appropriate provisioning as required by RBI prudential norms. - On a sample basis, tested the ageing prepared by the management of the loan assets as at year end by inspecting the underlying loan documents and related repayment schedules. - For over-due accounts selected on a sample basis, examined the management's assessment for identification of such over-due loan accounts as non-performing assets/loss assets by performing inquiries with the management, performing a review of overdue period, inspecting communications with the customer, evaluating management's assessment of credit worthiness of the customer and reading the minutes of Risk Committee of the Board. - For the samples selected and tested as above for identification as loss assets, tested the measurement of provision made / loan written-off in accordance with the RBI prudential norms. - Ensured appropriateness of the disclosures made in the financial statements with respect to loss assets and provisioning thereof.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



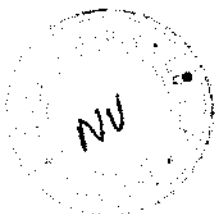
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and the guidelines issued by the Reserve Bank of India as applicable to a Non-Banking Financial Company. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

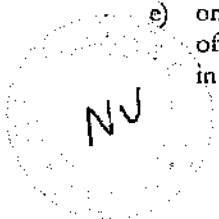


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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

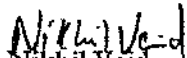
15. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure A, as required by section 143(3) of the Act, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act;



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- f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 8 May 2019 as per Annexure B expressed unmodified opinion; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company, as detailed in note 2.32 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2019;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2019;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019; and
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Nikhil Vaid

Partner

Membership No.: 213356

Place: Hyderabad

Date: 8 May 2019



Walker Chandniok & Co LLP

Annexure A to the Independent Auditor's Report of even date to the members of Jain Sons Finlease Limited, on the financial statements for the year ended 31 March 2019

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not hold any immovable property (in the nature of 'property, plant and equipment'). Accordingly, the provisions of clause 3(i)(c) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has granted unsecured loans to company covered in the register maintained under Section 189 of the Act; and with respect to the same:
 - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest;
 - (b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment of the principal amount and the interest are regular;
 - (c) there is no overdue amount in respect of loans granted to such company.
- (iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.



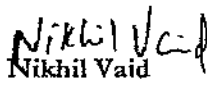
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(b) The dues outstanding in respect of income-tax, goods and service tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Name of the statute	Nature dues	Amount (₹ in Lakhs)	Amount paid under Protest (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income tax	32.72	32.72	2013-14	Income Tax Appellate Tribunal

- (viii) The Company has no loans or borrowings payable to a government during the year. The Company has not defaulted in repayment of loans or borrowings to bank and financial institution or any dues to debenture-holders during the year.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained, though idle/surplus funds which were not required for immediate utilisation have been invested in liquid investments, payable on demand.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid/provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the Company has made private placement of equity shares. In respect of the same, in our opinion, the Company has complied with the requirement of Section 42 of the Act and the Rules framed thereunder. Further, in our opinion, the amounts so raised have been used for the purposes for which the funds were raised. During the year, the Company did not make private placement / preferential allotment of fully / partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Nikhil Vaid
Partner
Membership No.: 213356

Place: Hyderabad
Date: 8 May 2019



Annexure B to the Independent Auditor's Report of even date to the members of Jain Sons Finlease Limited on the financial statements for the year ended 31 March 2019

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of Jain Sons Finlease Limited ('the Company') as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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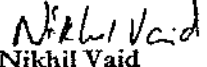
Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Walker Chandniok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Nikhil Vaid
Partner
Membership No.: 213356

Place: Hyderabad
Date: 8 May 2019



Walker Chandniok & Co LLP

Walker Chandniok & Co LLP
7th Floor, Block B, White House
Kundan Bagh, Begumpet
Hyderabad 500016
India

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Independent Auditor's additional report for the year ended 31 March 2019 pursuant to the requirement of Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India

To
The Board of Directors
Jain Sons Finlease Limited
Babukhan's Millenium Centre
4th Floor, Block-B
Premises No. 403 & 404
(6-3-1099/1100), Somajiguda
Hyderabad, Telangana
India - 500082

1. This report is issued in accordance with the terms of our engagement letter dated 30 October 2018 with Jain Sons Finlease Limited (the 'Company') and the requirements of the Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 (the Auditor's Report Directions) issued by the Reserve Bank of India (the RBI).
2. We have audited the accompanying financial statements of Jain Sons Finlease Limited, (the 'Company') which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information and have issued an unmodified opinion vide our report dated 8 May 2019.

Management's Responsibility for the financial statements

3. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandniok & Co LLP is registered with limited liability with identification number AAC2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

4. The management of the Company is also responsible for compliance with the Reserve Bank of India Act, 1934 (the RBI Act), Master Direction- {Non-Banking Financial Company –Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016} (the NBFC Directions), and other circulars and directions issued by the RBI thereunder and for providing all the required information to the RBI.

Auditor's responsibility

5. Pursuant to the requirements of the Auditor's Report Directions, it is our responsibility to provide reasonable assurance on the matters specified in paragraph 3 and 4 of the Auditor's Report Directions, to the extent applicable to the Company, on the basis of our audit of the financial statements of the Company for the year ended 31 March 2019 and examination of books of accounts and other records maintained by the Company for the year then ended.
6. We conducted our examination of the aforementioned matters in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' ('Guidance Note') issued by the Institute of Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

8. Based on our audit of the accompanying financial statements for the year ended 31 March 2019 and examination as above, evidences obtained and the information and explanations, along with the representations provided to us by the management, we report that:
 - a. The Company is engaged in the business of Non-Banking Financial Institution (not accepting or holding public deposits) and pursuant to the provisions of Section 45-IA of the RBI Act, requiring it to hold a Certificate of Registration ('CoR'); the Company has obtained a CoR vide certificate no. B-09.00441 dated 25 September 2014 issued by the Hyderabad Regional Office of the RBI;
 - b. The Company is entitled to continue to hold such CoR in terms of its asset/ (income pattern) as on 31 March 2019;
 - c. The Company has met with the required net owned fund requirement as laid down in NBFC Directions as at 31 March 2019;
 - d. The Board of Directors of the Company in their meeting held on 24 April 2018 has passed a resolution for non-acceptance of any public deposits for the financial year 1 April 2018 to 31 March 2019;
 - e. The Company has not accepted any public deposits during the year ended 31 March 2019;
 - f. The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of the NBFC Directions;
 - g. The Company being a systematically important non-deposit taking NBFC as defined in the NBFC Directions:
 - i) The Company has furnished Form NBS-7 for the quarter ended 31 March 2019 based on the provisional financial information, according to which the capital adequacy ratio as at 31 March 2019 stands at 40.73%. In our opinion, the capital adequacy ratio of 42.07% as disclosed in the audited financial statements for the year ended 31 March 2019 has been correctly arrived at and such ratio is in compliance with the minimum CRAR prescribed by the RBI;



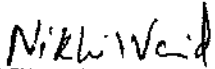
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- ii) The Company has furnished to the Bank the quarterly statements of capital funds, risk assets/exposures and risk asset ratio (Form NBS-7) within the stipulated time period during the year ended 31 March 2019.
- h. The Company is not a Non-Banking Financial Company – Micro Finance Institution as specified under paragraph 3(xix) of the NBFC Directions.

Restriction on Distribution or Use

9. Our work was performed solely to assist you in compliance with the Auditor's Report Directions by the Company. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as statutory auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are subject of this report, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
10. The report is addressed to and provided to the Board of Directors pursuant to our obligations under the Auditor's Report Directions requiring us to submit a report on the additional matters as stated in the aforesaid directions and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Nikhil Vaid
Partner
Membership No.: 213356



Place: Hyderabad
Date: 8 May 2019

Jain Sons Finlease Limited

Balance Sheet as at 31 March 2019

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

	Note	31 March 2019	31 March 2018
Equity and liabilities			
Shareholders' funds			
Share capital	2.1	3,061.41	4,489.19
Reserves and surplus	2.2	12,612.94	3,853.51
		<u>15,674.35</u>	<u>8,342.70</u>
Share application money pending allotment	2.1 (x)	-	1,969.72
Non-current liabilities			
Long-term borrowings	2.3	13,719.61	15,362.67
Other long-term liabilities	2.4	637.28	1,224.10
Long-term provisions	2.5	65.76	105.89
		<u>14,422.65</u>	<u>16,692.67</u>
Current liabilities			
Short-term borrowings	2.6	-	500.00
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	2.7	42.82	32.04
- Total outstanding dues of creditors other than micro enterprises and small enterprises	2.8	11,034.86	10,354.96
Other current liabilities	2.9	299.98	168.55
Short-term provisions			
		<u>11,377.66</u>	<u>11,055.55</u>
Total		<u><u>41,474.66</u></u>	<u><u>38,060.64</u></u>
Assets			
Non-current assets			
Property, plant and equipment			
Tangible assets	2.10	164.48	178.26
Intangible assets	2.11	80.32	48.34
Non-current investments	2.12	-	1,920.77
Deferred tax assets (net)	2.13	114.79	-
Long-term loans and advances	2.14	10,862.61	9,055.60
Other non-current assets	2.15	101.16	145.83
		<u>11,323.36</u>	<u>11,348.80</u>
Current assets			
Current investments	2.16	1,716.55	489.60
Cash and bank balances	2.17	987.33	4,479.57
Short-term loans and advances	2.18	27,040.33	21,451.86
Other current assets	2.19	407.09	290.81
		<u>30,151.30</u>	<u>26,711.84</u>
Total		<u><u>41,474.66</u></u>	<u><u>38,060.64</u></u>

The accompanying notes form an integral part of these financial statements

This is the Balance Sheet referred to in our report of even date

For Walker Chandiook & Co LLP
Chartered Accountants
Firm registration no.: 001076N/N500013

Nikhil Vaid
Nikhil Vaid
Partner
Membership No.: 213356

For and on behalf of the Board of Directors of
Jain Sons Finlease Limited

Vineet Chandra Rai
Vineet Chandra Rai
Chairman
DIN: 00606290

Nikhil Kumar Sinha
Nikhil Kumar Sinha
Managing Director
DIN: 08268336

Kiran Agarwal Todi
Kiran Agarwal Todi
Chief Financial Officer

Chirag Desai
Chirag Desai
Company Secretary

Place: Hyderabad
Date: 8 May 2019

Place: Mumbai
Date: 8 May 2019



Jain Sons Finlease Limited

Statement of Profit and Loss for the year ended 31 March 2019

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

	Note	31 March 2019	31 March 2018
Revenues			
Revenue from operations	2.20	5,447.53	4,959.21
Other income	2.21	696.39	504.60
Total revenues		6,143.92	5,463.81
Expenses			
Employee benefits expense	2.22	739.01	755.16
Finance costs	2.23	3,254.44	3,346.50
Depreciation and amortisation expense	2.10 & 2.11	56.72	33.19
Provision and write-offs	2.24	1,242.28	2,758.09
Other expenses	2.25	721.19	524.09
Total expenses		6,013.64	7,417.03
Profit / (loss) before tax		130.28	(1,953.22)
Tax expense			
- Current tax		56.08	-
- Deferred tax (benefit)/charge		(114.79)	42.61
		(58.71)	42.61
Profit / (loss) after tax		188.99	(1,995.83)
Earnings per share	2.26		
Basic		1.61	(18.12)
Diluted		0.75	(18.12)
Nominal value of equity share		10.00	10.00

The accompanying notes form an integral part of these financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandlok & Co LLP
Chartered Accountants
Firm registration no.: 001076N/N500013

Nikhil Vaid
Nikhil Vaid
Partner
Membership No.: 213356

For and on behalf of the Board of Directors of
Jain Sons Finlease Limited

Vineet Chandra Rai
Vineet Chandra Rai
Chairman
DIN: 00606290

Nikesh Kumar Sinha
Nikesh Kumar Sinha
Managing Director
DIN: 08268336

Kiran Agarwal Todi
Kiran Agarwal Todi
Chief Financial Officer

Chitrag Desai
Chitrag Desai
Company Secretary

Place: Hyderabad
Date: 8 May 2019

Place: Mumbai
Date: 8 May 2019



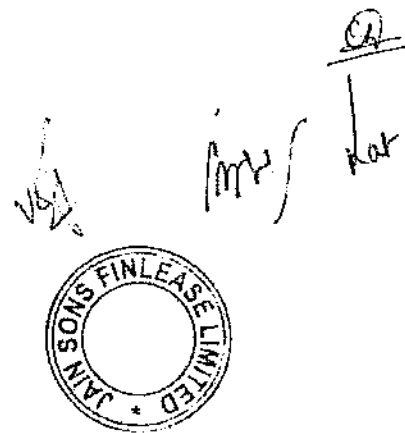
Jain Sons Finlease Limited

Cash Flow Statement for the year ended 31 March 2019

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

	31 March 2019	31 March 2018
Cash flow from operating activities:		
Profit / (loss) before tax	130.28	(1,953.22)
Adjusted for:		
Depreciation and amortisation expense	56.72	33.19
Provisions from employee benefits	(10.71)	12.40
Interest income from investments	(336.18)	(79.51)
Gain on sale of investments	(203.28)	(313.81)
Employee stock option plan expenses	11.19	-
Provisions and write-offs	1,242.28	2,758.09
Operating profit before working capital changes	890.30	457.13
Changes in working capital:		
Increase in trade payables	10.78	-
Increase in other liabilities	182.47	1,336.89
Increase in loans and advances	(8,021.22)	(6,661.63)
Decrease in other assets	(103.60)	(7.76)
Cash used in operations	(7,041.28)	(4,875.37)
Direct taxes paid	(570.61)	(442.54)
Net cash used in operations	(7,611.89)	(5,317.92)
Cash flows from investing activities:		
Purchase of property, plant and equipments / intangible assets	(76.85)	(67.96)
Proceeds from disposal of property, plant and equipments	1.93	42.65
Investments in Pass Through Certificates (PTC's)	-	(2,410.38)
Proceeds from redemption of PTC's	693.83	-
Purchase of mutual funds	(60,805.00)	(95,550.01)
Proceeds from sale of mutual funds	61,008.28	95,863.83
Movement in margin money deposits (net)	24.19	(81.19)
Interest income from investments	323.50	68.64
Net cash generated from / (used) in investing activities	1,169.88	(2,134.42)
Cash flows from financing activities:		
Proceeds from issue of share capital (net of share issue expenses)	5,161.75	2,001.40
Proceeds from long-term borrowings	14,000.00	18,500.00
Repayments of long-term borrowings	(15,732.46)	(11,494.81)
Proceeds / (repayments) of short-term borrowings (net)	(500.00)	500.00
Net cash generated from financing activities	2,929.29	9,506.59
Net increase / (decrease) in cash and cash equivalents	(3,512.73)	2,054.26
Cash and cash equivalents at beginning of the year	3,900.40	1,846.14
Cash and cash equivalents at end of the year (refer note 1)	387.68	3,900.40

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Jain Sons Finlease Limited
Cash Flow Statement for the year ended 31 March 2019
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

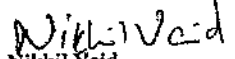
Note 1

Cash and cash equivalents includes
Cash in hand
With banks in current accounts


	31 March 2019	31 March 2018
	2.77	6.20
	384.91	3,894.20
	387.68	3,900.40

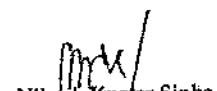
This is the Cash Flow Statement referred to in our report of even date

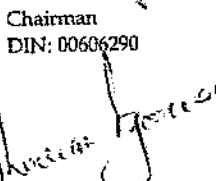
For Walker Chandiook & Co LLP
Chartered Accountants
Firm registration no.: 001076N/N500013

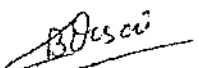

Nikhil Vaid
Partner
Membership No.: 213356

For and on behalf of the Board of Directors of
Jain Sons Finlease Limited


Vineet Chandra Rai
Chairman
DIN: 00606290


Nikesh Kumar Sinha
Managing Director
DIN: 08268336


Kiran Agarwal Todi
Chief Financial Officer


Chirag Desai
Company Secretary

Place: Hyderabad
Date: 8 May 2019

Place: Mumbai
Date: 8 May 2019



Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 1 Company overview

Jain Sons Finlease Limited ("the Company") is a company incorporated under the provisions of the Companies Act, 1956. Effective 7 January 1999, the Company is registered as a non-deposit taking, Non-Banking Financial Company ("NBFC") under the rules and regulations framed by the Reserve Bank of India ("the RBI"). The Company is engaged in the business of lending. The Company is part of a Systemically Important Non-Deposit taking NBFC group.

Note 1.1 Summary of significant accounting policies

Basis of accounting and preparation of financial statements

The financial statement has been prepared on accrual basis of accounting and in accordance with the accounting standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) (the "Rules") specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other recognized accounting practices and policies generally accepted in India including the requirements of the Act ("Indian GAAP") and guidelines issued by the RBI as applicable to non-banking financial companies. The financial statements have been prepared on an accrual basis except for interest on non-performing loan assets which have been accounted on cash basis based on RBI rules. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of work, the Company has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

Note 1.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the financial statements and amounts of income and expenses. Examples of such estimates include the provision for doubtful loans, employee benefits, income taxes, recognition of deferred tax assets, classification of assets and liabilities into current and non-current and useful life of fixed assets.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could materially differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Note 1.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the collectability is reasonably assured.

- Interest on loans is recognised on accrual basis, except in the case of non-performing assets, where interest is recognised upon realisation, in accordance with the directives of the Non-Banking Financial Company - Systemically Important Non - Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("the Prudential Norms"). Additional interest and other charges for delays in payments is recognized as income only when it is certain that the amounts will be collected from the customers.
- Loan processing fees is accounted on the basis of agreement with the customers.
- Profit / loss on the sale of investments is computed on the basis of average cost of investments and recognized at the time of sale /
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- Income from other financial services is recognised when the services are rendered and related costs are incurred.



Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
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Note 1.4 Property, plant and equipment, intangible assets and depreciation / amortisation

Fixed assets are carried at the cost of acquisition less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price, freight, non-refundable taxes and duties, and any directly attributable cost of bringing the asset to its working condition for its intended use. Assets retired from active use and held for disposal are stated at their estimated net realisable values or net book values, whichever is lower.

Depreciation is provided using the straight-line method at the rates estimated by the Management which coincides with the rates specified in Schedule II of the Act. The table below summarises useful lives of various category of fixed assets:

	Lives
Property, plant and equipments	
Furniture and fixtures	10
Office equipments	5
Computer & peripherals	3
Intangible assets	
Computer software	3

Note 1.5 Provision on performing and non-performing assets

Assets are identified and categorised into Standard, Sub-standard, Doubtful and Loss category based on the guidelines and directions issued by RBI, detailed as follows:

Asset Classification	Period of Over Due
Standard assets	Not overdue or overdue for less than 90 days.
Non-performing assets (NPA)	Overdue for 90 days or more.
- Sub-standard assets	An asset that has been classified as NPA for a period not exceeding 12 months or an asset where the terms of agreement regarding interest and/or principal have been renegotiated or rescheduled.
- Doubtful assets	Sub-standard assets for more than 12 months.
- Loss assets	Assets that are identified as loss assets by the Company or internal auditor or external auditor or by the RBI.

Provision on loan portfolio

Asset classification	Percentage of Provision
Standard assets	0.40%
Sub-standard assets	10%
Doubtful assets	
-Unsecured	100%
-Secured	
Up to one year	20%
One to three years	30%
More than three years	50%
Loss assets	100%

Provision on restructured accounts classified as sub-standard advances is made at 10%

Note 1.6 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

The Company purchases credit rated asset pools from banks / non-banking finance companies by way of pass through certificates issued by special purpose vehicle. Such transactions are accounted as investments as per Accounting Standard 13 'Accounting for Investments' and the provisions for the said investments are created in accordance with the policy mentioned in note 1.5.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long-term investments.

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Summary of significant accounting policies and other explanatory information
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Note 1.7 Employee benefits

All short term employee benefits are accounted on undiscounted basis during the accounting year based on services rendered by employees. Retirement benefit in the form of a provident fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a post-employment defined benefit obligation. The liability recognized in the Balance Sheet represents the present value of the defined benefit obligation at the Balance Sheet date, together with adjustments for past service costs. An independent actuary, using the projected unit credit method calculates the defined benefit obligation annually. Actuarial gains or losses arising from experience adjustments and changes in actuarial assumptions are credited or charged to the Statement of profit and loss in the year in which such gains or losses arise.

Note 1.8 Taxation

Current tax

Provision for current income-tax is recognized in accordance with the provisions of Indian Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred tax

Deferred tax charges or credits reflect the tax effect of timing differences between accounting income and taxable income for the period. The deferred tax charges or credits and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future periods; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Note 1.9 Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Note 1.10 Provision and contingencies

Provision is recognized when the Company has a present obligation as a result of a past event and when it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management's best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. A disclosure of a contingent liability is made when there is a possible or a present obligation that may, but probably will not, require an outflow of resources.

Note 1.11 Borrowing cost

All borrowing costs are expensed in the period they occur. Borrowing cost consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

Note 1.12 Leases

Where the lessor effectively retains all risk and benefits of ownership of the leased items, such leases are classified as operating lease. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight line basis.

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Summary of significant accounting policies and other explanatory information
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Note 1.13 Earnings per equity share

Basic earnings per equity share are calculated by dividing the net profit (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per equity share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Note 1.14 Employees stock option scheme

Measurement and disclosure of the employee share-based payment plans is made in accordance with the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. Compensation expense is amortised over the vesting period of the option on a straight line basis.

Note 1.15 Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on the reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Note 1.16 Cash and cash equivalents

Cash and cash equivalents in the cash flow statement comprise of cash at bank and on hand and include short-term investments with an original maturity of three months or less.

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Summary of significant accounting policies and other explanatory information

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.1 Share capital

	31 March 2019		31 March 2018	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of Rs 10 each	4,14,00,000	4,140.00	2,60,00,000	2,600.00
0.001% Compulsorily Convertible Preference Shares ("CCPS") of ₹20 each	20,00,000	400.00	20,00,000	400.00
0.001% Series B1 CCPS of ₹100 each	25,00,000	2,500.00	25,00,000	2,500.00
0.001% Series B2 CCPS of ₹100 each	3,00,000	300.00	3,00,000	300.00
0.001% Series C CCPS of ₹10 each	60,00,000	600.00	60,00,000	600.00
0.001% Series D CCPS of ₹10 each	56,00,000	560.00	56,00,000	560.00
		<u>8,500.00</u>		<u>6,960.00</u>
Issued, subscribed and paid up				
Equity shares of ₹10 each	2,21,36,447	2,213.64	1,10,42,437	1,104.24
0.001% Series B1 CCPS of ₹100 each	-	-	24,99,948	2,499.95
0.001% Series B2 CCPS of ₹100 each	-	-	3,00,000	300.00
0.001% Series C CCPS of ₹10 each	58,49,966	585.00	58,49,966	585.00
0.001% Series D CCPS of ₹10 each	26,27,724	262.77	-	-
		<u>3,061.41</u>		<u>4,489.19</u>

i. The reconciliation of the number of shares outstanding and the amount of share capital as at 31 March 2019 and 31 March 2018 is set out below

	31 March 2019		31 March 2018	
	No. of shares	Amount	No. of shares	Amount
Equity Shares of ₹10 each				
Balance at the beginning of the year	1,10,42,437	1,104.24	1,09,69,348	1,096.93
Add: Allotted during the year	57,35,260	573.53	73,089	7.31
Add: Converted during the year	53,58,750	535.87	-	-
Balance at the end of the year	<u>2,21,36,447</u>	<u>2,213.64</u>	<u>1,10,42,437</u>	<u>1,104.24</u>

	31 March 2019		31 March 2018	
	No. of shares	Amount	No. of shares	Amount
0.001% Series B1 CCPS of ₹100 each				
Balance at the beginning of the year	24,99,948	2,499.95	24,99,948	2,499.95
Less: Converted during the year	(24,99,948)	(2,499.95)	-	-
Balance at the end of the year	<u>-</u>	<u>-</u>	<u>24,99,948</u>	<u>2,499.95</u>

	31 March 2019		31 March 2018	
	No. of shares	Amount	No. of shares	Amount
0.001% Series B2 CCPS of ₹100 each				
Balance at the beginning of the year	3,00,000	300.00	3,00,000	300.00
Add: Allotted during the year	-	-	-	-
Less: Converted during the year	(3,00,000)	(300.00)	-	-
Balance at the end of the year	<u>-</u>	<u>-</u>	<u>3,00,000</u>	<u>300.00</u>

	31 March 2019		31 March 2018	
	No. of shares	Amount	No. of shares	Amount
0.001% Series C CCPS of ₹10 each				
Balance at the beginning of the year	58,49,966	585.00	58,49,966	585.00
Add: Allotted during the year	-	-	-	-
Balance at the end of the year	<u>58,49,966</u>	<u>585.00</u>	<u>58,49,966</u>	<u>585.00</u>

	31 March 2019		31 March 2018	
	No. of shares	Amount	No. of shares	Amount
0.001% Series D CCPS of ₹10 each				
Balance at the beginning of the year	-	-	-	-
Add: Allotted during the year	26,27,724	262.77	-	-
Balance at the end of the year	<u>26,27,724</u>	<u>262.77</u>	<u>-</u>	<u>-</u>

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Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

ii. Shareholders holding more than five percent of paid-up equity share capital

Equity shares	31 March 2019		31 March 2018	
	No. of shares	% of holding	No. of shares	% of holding
Intellectual Capital Advisory Services Private Limited ("ICAP")	61,26,695	27.68%	59,99,995	54.34%
Aavishkaar Venture Management Services Private Limited ("AVMS")	66,15,853	29.89%	8,80,593	7.97%
ON Mauritius *	47,84,689	21.61%	NA	NA
Triodos Custody B.V./INZ - Triodos Fair Share Fund ("TCTFSF")	11,31,324	5.11%	9,87,784	8.95%
Triodos SICAV II-Triodos Microfinance Fund ("TSTMF")	11,31,323	5.11%	9,87,783	8.95%
DWM (International) Mauritius LTD ("DWM")	12,62,647	5.70%	9,75,566	8.83%
Michael & Susan Dell Foundation *	NA	NA	9,69,525	8.78%

* Equity shares held by Michael & Susan Dell Foundation as at 31 March 2019 and by ON Mauritius as at 31 March 2018, were less than five percent of the paid-up equity share capital of the Company, hence the disclosure is not applicable.

iii. Shareholders holding more than five percent of CCPS

Equity shares	31 March 2019		31 March 2018	
	No. of shares	% of holding	No. of shares	% of holding
0.001% Series B1 CCPS of ₹100 each				
ON Mauritius	-	-	24,99,948	100.00%
0.001% Series B2 CCPS of ₹100 each				
DWM	-	-	1,50,000	50.00%
TSTMF	-	-	75,000	25.00%
TCTFSF	-	-	75,000	25.00%
0.001% Series C CCPS of ₹10 each				
On Mauritius	17,20,578	29.41%	17,20,578	29.41%
DWM	20,64,694	35.29%	20,64,694	35.29%
TSTMF	10,32,347	17.65%	10,32,347	17.65%
TCTFSF	10,32,347	17.65%	10,32,347	17.65%
0.001% Series D CCPS of ₹10 each				
AVMS	11,47,052	43.65%	-	-
TCTFSF	3,70,168	14.09%	-	-
TSTMF	3,70,168	14.09%	-	-
DWM	7,40,336	28.17%	-	-

iv. Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of their shareholding.

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Summary of significant accounting policies and other explanatory information
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v. Terms and rights attached to preference shares

Terms and rights attached to Series B CCPS of ₹100 each

The Company had issued 2,499,948 Series B1 CCPS and 300,000 Series B2 CCPS of face value ₹100 each fully paid-up at par (collectively Series B CCPS) on 18 February 2014. The Series B CCPS carried dividend of 0.001% per annum. In addition to the fixed dividend, each CCPS was entitled to participate along with the equity shares in any dividends declared by the Company on the equity shares, as if such CCPS has been converted into equity shares immediately prior to declaration of dividend by the Company.

Pursuant to the terms of the issue, Series B CCPS has been converted into 5,358,750 equity share of ₹10 each fully paid-up at a premium of ₹4225 per share.

Terms and rights attached to Series C CCPS of ₹10 each

The Company had allotted 5,849,996 non-cumulative CCPS of face value ₹10 each fully paid-up at a premium of ₹77.18 per Series C CCPS on 6 May 2016. The Series C CCPS carry dividend of 0.001% per annum. In addition to the fixed dividend, each CCPS shall be entitled to participate along with the equity shares in any dividends declared by the Company on the equity shares, as if such CCPS has been converted into equity shares immediately prior to declaration of dividend by the Company.

In accordance with the terms of the Shareholders Agreement, 1 (one) Series C CCPS shall be automatically converted into 1(one) equity share of ₹10 each at the end of 8th year from the date of issuance or on occurrence of an initial public offer. In the event of liquidation of the Company before conversion of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Terms and rights attached to Series D CCPS of ₹10 each

The Company has allotted 2,627,724 0.001% Series D CCPS of ₹10 each on rights basis, on 9 April 2018, in the ratio of 1 (one) 0.001% Series D CCPS of ₹10 each for every 4 equity shares (on fully diluted basis) of ₹10 each at a premium of ₹77.18 per 0.001% Series D CCPS. In addition to the fixed dividend, each CCPS shall be entitled to participate along with the equity shares in any dividends declared by the Company on the equity shares, as if such CCPS has been converted into equity shares immediately prior to declaration of dividend by the Company.

In accordance with the terms of the Shareholders Agreement, 1 (one) Series D CCPS shall be automatically converted into 1(one) equity share of ₹10 each at the end of 8th year from the date of issuance or on occurrence of an initial public offer. In the event of liquidation of the Company before conversion of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

vi. Issue of bonus shares or buy back of shares

The Company has not issued any bonus shares nor there has been any buy back of shares during five years immediately preceding 31 March 2019.

vii. Shares issued for a consideration other than in cash

The issued, subscribed and fully paid-up share capital as at 31 March 2019 includes Nil (31 March 2018: 150,000) equity shares of ₹10 each fully paid-up, allotted during the period of five years immediately preceding the reporting date, on exercise of the options granted under the employee stock option plan wherein part consideration was received in the form of employee services.

viii. Shares reserved for issuance to employees

At its meeting held on 10 December 2012, the Board of Directors ("the Board") had approved allotment of 840,889 equity shares of ₹10 each to employees of the Company under a share based employee compensation plan.

Of these, in the earlier years, the Board had allotted 783,089 equity shares to identified employees on private placement basis and the balance 57,800 equity shares has been terminated subsequent to the implementation of Intellegrow Employees Stock Option Plan - 2018.

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**Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)**

ix. Employee Stock Option Plan

The Company in its Extra-Ordinary General Meeting held on 30 October 2018, has approved to create, grant, issue and allot at any time in one or more tranches to its employees, selected on the basis of criteria decided by the Board or the Nomination and Remuneration Committee of the Board under the Employee Stock Option Scheme - Intellegrow Employees Stock Option Plan - 2018 (ESOP-2018), such number of stock options convertible into Equity Shares of the Company, in one or more tranches, not exceeding 727,068 equity shares of face value of Rs.10 each, at such price and on such terms and conditions as may be fixed or determined by the Board or Nomination and Remuneration Committee of the Board in accordance with the ESOP-2018, and all applicable provisions of the law and/or guidelines issued by the relevant authority. Consequently to the above, the Company has granted stock options to employees of the Company, details of which are disclosed in the table below:

Particulars	Intellegrow Employees Stock Option Plan - 2018
No. of options granted during the year	2,75,000
Options vested during the year	Nil
Options exercised / lapsed	Nil
No. of outstanding options as at end of the year	2,75,000
Weighted average exercise price	₹52.27 per option
Expected life (in years)	4.81

In accordance with the guidance note on "Accounting for Employee Share based payments", the excess, if any, of the market price of the share, preceding the date of grant of the option under ESOPs over the exercise price of the option is amortised on a straight-line basis over the vesting period.

In the opinion of the management, the cost of share based payments under fair value method is not expected to be significantly different from the cost determined under intrinsic value method, the proforma disclosures regarding impact of fair value method on the reported net profit and earnings per equity share is not considered necessary.

x. Share application money pending allotment

Share application money pending allotment as at 31 March 2018, represents the subscription money received from the shareholders against the rights issue of 0.001% Series D CCPS of ₹10 each at a premium of ₹77.18 per 0.001% Series D CCPS. Subsequent to 31 March 2018, the rights issue was closed and the Company had allotted 2,627,724 0.001% Series D CCPS of ₹10 each on 9 April 2018.

Note 2.2 Reserves and surplus

	31 March 2019	31 March 2018
Securities premium		
Balance at the beginning of the year	4,672.76	4,648.40
Add: Premium received on allotment of shares	8,718.62	24.36
Less: Share issue expenses	(159.36)	-
Balance at the end of the year	13,232.02	4,672.76
Statutory reserve fund		
Balance at the beginning of the year	238.70	238.70
Add: Transfer from statement of profit and loss	39.69	-
Balance at the end of the year	278.39	238.70
Share options outstanding account		
Balance at the beginning of the year	-	-
Add: Additions on account of the options granted during the year	11.19	-
Balance at the end of the year	11.19	-
Deficit in the statement of profit and loss		
Balance at the beginning of the year	(1,057.96)	937.87
Add: Profit / (loss) for the year	188.99	(1,995.83)
Less: Transferred to statutory reserve fund	(39.69)	-
Balance at the end of the year	(908.65)	(1,057.96)
	12,612.94	3,853.51

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Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.3 Long-term borrowings

	31 March 2019	31 March 2018
Secured		
Debentures		
- Rated, Listed, Redeemable, Non-Convertible Debentures (NCDs) (refer note (a))	7,272.00	7,272.00
- Rated, Unlisted, Redeemable, NCDs (refer note (b))	1,197.91	1,666.67
Term loans		
- From others (refer note (c))	13,959.21	15,222.91
	<u>22,429.12</u>	<u>24,161.58</u>
Less: Current maturities of long-term borrowings (refer note 2.8)	8,709.51	8,798.91
	<u>13,719.61</u>	<u>15,362.67</u>

Note (a)

The Company had allotted 4,000 NCDs of face value of ₹1 each fully paid-up at par on 16 November 2016. NCDs are secured by way of hypothecation of specified book debts/loan receivables and carries interest rate of 13.25% per annum. The NCDs are redeemable at par in two equal instalments on 17 May 2021 and 17 November 2021.

The Company had allotted 1,330 NCDs of face value of ₹1 each fully paid-up at par on 10 June 2016. NCDs are secured by way of hypothecation of specified book debts/loan receivables and carries interest rate of 13.25% per annum. The NCDs are redeemable at par in two equal instalments on 14 December 2020 and 14 June 2021.

The Company had allotted 1,942 NCDs of face value of ₹1 each fully paid-up at discount of ₹0.01 per debenture on 8 October 2014. NCDs are secured by way of hypothecation of specified book debts/loan receivables and carries interest rate of 13.5% per annum. Interest rate shall be reset after a period of 36 months from the date of allotment. The NCDs are redeemable at par on 8 October 2020, with call and put option exercisable at the end of 36 months. Since the Company and the debenture holder have not exercised the option, the tenor for the NCD has been reset to 8 October 2020, with interest rate revised to 12.5% per annum.

Note (b)

The Company has allotted 150 NCDs of face value of ₹10 each fully paid-up at par on 29 August 2018. NCDs are secured by way of hypothecation of specified book debts/loan receivables and carries interest rate of 11.11% per annum, which are repayable in periodic instalments ranging from ₹8.33 to ₹41.67 till August 2021.

The Company had allotted 2,500 NCDs of face value of ₹1 each fully paid-up at par on 11 September 2017. NCDs were secured by way of hypothecation of specified book debts/loan receivables and carries interest rate of 12.80% per annum, which was repayable in equal monthly instalments over the period of 18 months. The NCD's have been repaid during the year.

Note (c)

Loans from others are secured by way of hypothecation of book debts created out of the loan amount. Further loans amounting to ₹3,911.08 (31 March 2018: ₹4,827.41) are also secured by way of pledge of cash/fixed deposits. Interest rates on these loans ranges from 11.11% to 14.50% per annum (31 March 2018: 11.00% to 15.18% per annum).

Repayment schedule of term loans

	31 March 2019	31 March 2018
Up to 1 year	8,219.93	7,132.24
2 to 5 years	5,740.72	8,090.68
	<u>13,960.65</u>	<u>15,222.92</u>

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Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.4 Other long-term liabilities

	31 March 2019	31 March 2018
Cash collateral from customers	319.80	975.87
Advance from customers	317.48	248.23
	<u>637.28</u>	<u>1,224.10</u>

Note 2.5 Long-term provisions

	31 March 2019	31 March 2018
Provision for gratuity	16.98	26.64
Contingent provision against standard assets	36.78	30.57
Provision		
- On sub-standard assets	12.00	41.00
- On investments	-	7.68
	<u>65.76</u>	<u>105.89</u>

Note 2.6 Short-term borrowings

	31 March 2019	31 March 2018
Secured		
Loan from banks	-	500.00
	<u>-</u>	<u>500.00</u>

Loan from banks outstanding as at 31 March 2018, was secured by hypothecation of book debts created out of the loan amount and carried interest linked to bank's prime lending rate plus 3.75% per annum and was repayable in 12 monthly instalments from the date of drawdown.

Note 2.7 Trade payables

Based on the information available with the Company, there are no dues outstanding in respect of micro and small enterprises as at 31 March 2019 and 31 March 2018. Further, no interest during the year has been paid or payable in respect thereof. The above disclosures has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 2.8 Other current liabilities

	31 March 2019	31 March 2018
Current maturities of long-term borrowings (refer note 2.3)	8,709.51	8,798.91
Interest accrued but not due	347.47	393.79
Statutory liabilities	41.83	60.20
Cash collateral from customers	814.67	500.95
Advance from customers and refundable reimbursements	978.37	476.78
Other liabilities	143.01	124.33
	<u>11,034.86</u>	<u>10,354.96</u>

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.9 Short-term provisions

	31 March 2019	31 March 2018
Provision for gratuity	0.05	1.10
Contingent provision against standard assets	102.14	81.52
Provision	190.92	83.97
- On sub-standard assets	6.87	1.96
- On investments	299.98	168.55

Note 2.10 Property, plant and equipment

	Computers	Office equipment	Furniture and Fixtures	Total
Gross block				
As at 1 April 2017	42.15	22.97	54.87	119.99
Additions	7.33	12.84	168.08	188.25
Disposals	(1.42)	(6.53)	(54.87)	(62.82)
As at 31 March 2018	48.06	29.28	168.08	245.42
Additions	8.28	1.99	0.87	11.14
Disposals	(7.13)	(0.65)	-	(7.78)
As at 31 March 2019	49.21	30.62	168.95	248.78
Accumulated depreciation				
Up to 1 April 2017	31.48	11.77	15.07	58.32
Charge for the year	9.23	4.86	14.92	29.01
Disposals	(1.07)	(3.10)	(16.00)	(20.17)
Up to 31 March 2018	39.64	13.53	13.99	67.16
Charge for the year	2.34	3.73	16.93	23.00
Disposals	(5.29)	(0.57)	-	(5.86)
Up to 31 March 2019	36.69	16.69	30.92	84.30
Net block				
As at 31 March 2019	12.52	13.93	138.03	164.48
As at 31 March 2018	8.42	15.75	154.09	178.26

Note 2.11 Intangible assets

	Software	Total
Gross block		
As at 1 April 2017	7.82	7.82
Additions	48.12	48.12
Disposals	-	-
As at 31 March 2018	55.94	55.94
Additions	65.70	65.70
Disposals	-	-
As at 31 March 2019	121.64	121.64
Accumulated depreciation		
Up to 1 April 2017	3.43	3.43
Charge for the year	4.17	4.17
Up to 31 March 2018	7.60	7.60
Charge for the year	33.72	33.72
Up to 31 March 2019	41.32	41.32
Net block		
As at 31 March 2019	80.32	80.32
As at 31 March 2018	48.34	48.34

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Jain Sons Finance Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.12 Non-current Investments

	31 March 2019		31 March 2018	
	Units	Amount	Units	Amount
Investment in Pass Through Certificates ("PTC's") (Unquoted, non-trade)				
Series A3 PTCs of Cedar Inclusive Finance Trust 2	-	-	6,58,90,010	658.90
Series A2 PTCs of Vivriti Tatoonie 003 2018	-	-	3,13,09,579	313.10
Series A2 PTCs of Vivriti Helm 002 2018	-	-	2,64,70,197	264.70
Series A2 PTCs of Vivriti Trebor 010 2017	-	-	1,92,84,382	192.84
Series A2 PTCs of Vivriti Pereira 001 2018	-	-	1,65,51,536	165.52
Series A2 PTCs of Vivriti Morris 002 2018	-	-	1,17,64,806	117.65
Series A2 PTCs of Vivriti Krishi 002 2018	-	-	1,05,51,472	105.51
Series A2 PTCs of Vivriti Naboo 002 2018	-	-	58,99,527	58.99
Series A2 PTCs of Vivriti Timo 003 2018	-	-	43,55,859	43.56
	-	-	19,20,77,368	1,920.77

(Aggregate value of unquoted investments - ₹Nil (31 March 2018 - ₹1,920.77))

Note 2.13 Deferred tax assets (net)

	31 March 2019	31 March 2018
Deferred tax liability		
On property, plant and equipment	(2.83)	-
Deferred tax assets		
On provision for standard and sub - standard assets	101.54	-
On others	16.08	-
	114.79	-

As at 31 March 2019, Company has not recognised possible deferred tax asset of ₹530.09 (31 March 2018: ₹627.50) on brought forward losses.

Note 2.14 Long-term loans and advances

	31 March 2019	31 March 2018
Loans to customers		
Considered good		
Standard assets		
Secured	4,961.40	3,737.13
Unsecured	4,234.12	3,904.40
Sub-standard assets		
Secured	-	-
Unsecured	120.00	410.00
	9,315.52	8,051.53
Others (Unsecured, considered good)		
Collateral security given to lenders	55.06	29.17
Security deposits	53.58	50.98
Advance tax (net of provision)	1,438.45	923.92
	1,547.09	1,004.07
	10,862.61	9,055.60

Loans to customers include dues from following companies, in which director of the Company is/was a director:

	Closing balance		Maximum outstanding during the year	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Arohan Financial Services Limited ("Arohan")*	4.50	275.75	275.75	581.09
Connect India E-Commerce Services Private Limited	-	-	-	115.04

*Note : Pursuant to the approval received from the Hon'ble National Company Law Tribunal, Kolkata Bench, IntelleCash Microfinance Network Company Private Limited ("IntelleCash") has been merged with the Arohan w.e.f 1 April 2017 ("appointed date")

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Jain Sons Finance Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.15 Other non-current assets

	31 March 2019	31 March 2018
Fixed deposits with bank (with maturity of more than 12 months)*	101.16	145.83
	<u>101.16</u>	<u>145.83</u>

*Fixed deposits are on lien against term loans and unutilized overdraft limit

Note 2.16 Current investments

	31 March 2019		31 March 2018	
	Units	Amount	Units	Amount
Unquoted, non-trade				
Series A2 PTCs of Vivriti Matic 010 2017	-	-	2,14,98,929	214.99
Series A2 PTCs of Vivriti Kenobi 002 2018	-	-	1,92,64,967	192.65
Series A2 PTCs of Trariti Vivriti Capital 2018	-	-	81,96,488	81.96
Series A3 PTCs of Cedar Inclusive Finance Trust 2	6,58,90,010	658.90	-	-
Series A2 PTCs of Vivriti Tatooine 003 2018	3,13,09,579	313.10	-	-
Series A2 PTCs of Vivriti Helm 002 2018	2,64,70,197	264.70	-	-
Series A2 PTCs of Vivriti Trebor 010 2017	1,63,69,468	163.69	-	-
Series A2 PTCs of Vivriti Pereira 001 2018	51,47,914	51.48	-	-
Series A2 PTCs of Vivriti Morris 002 2018	56,60,618	56.61	-	-
Series A2 PTCs of Vivriti Krishi 002 2018	1,05,51,472	105.51	-	-
Series A2 PTCs of Vivriti Naboo 002 2018	58,99,527	59.00	-	-
Series A2 PTCs of Vivriti Timo 003 2018	43,55,859	43.56	-	-
	<u>17,16,54,644</u>	<u>1,716.55</u>	<u>4,89,60,384</u>	<u>489.60</u>

(Aggregate value of unquoted investments - ₹1,716.55 (31 March 2018 - ₹489.60))

Note 2.17 Cash and bank balances

	31 March 2019	31 March 2018
Cash and cash equivalents		
Cash on hand	2.77	6.20
Balances with banks in current accounts	384.91	3,894.20
	<u>387.68</u>	<u>3,900.40</u>
Other bank balances		
Fixed deposits with banks*	599.65	579.17
	<u>987.33</u>	<u>4,479.57</u>

*Fixed deposits are on lien against term loans and unutilized overdraft limit

Note 2.18 Short-term loans and advances

	31 March 2019	31 March 2018
Loan to customers		
Considered good		
Standard assets		
Secured	12,604.41	9,608.70
Unsecured	12,931.31	10,770.91
Sub-Standard assets		
Secured	825.07	483.00
Unsecured	516.92	356.75
	<u>26,877.71</u>	<u>21,219.36</u>
Others (Unsecured, Considered good)		
Collateral security given to lenders	115.00	157.14
Receivable for services	6.34	26.20
Prepaid expenses	31.50	27.88
Loan and advances to employees	9.18	18.16
Advances recoverable in cash or in kind or for value to be received	0.60	3.12
	<u>162.62</u>	<u>232.50</u>
	<u>27,040.33</u>	<u>21,451.86</u>

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.19 Other current assets

	31 March 2019	31 March 2018
Interest receivable on loans to customers	382.01	279.18
Interest accrued on fixed deposits	13.03	0.35
Other receivables	12.05	11.28
	<u>407.09</u>	<u>290.81</u>

Note 2.20 Revenue from operations

	31 March 2019	31 March 2018
Interest income from :		
Loans to customers	4,941.95	4,463.39
Others	7.63	18.88
Loan processing fees	434.14	359.61
Loan syndication fees	1.53	39.60
Others	62.28	77.73
	<u>5,447.53</u>	<u>4,959.21</u>

Note 2.21 Other income

	31 March 2019	31 March 2018
Interest income from investments and fixed deposits	336.18	79.51
Gain on sale of investments	203.28	313.81
Bad debts recovered	146.50	98.44
Miscellaneous income	3.42	12.84
Liabilities no longer required written back	7.01	-
	<u>696.39</u>	<u>504.60</u>

Note 2.22 Employee benefit expense

	31 March 2019	31 March 2018
Salaries, bonus and incentives	667.63	690.44
Contributions to provident fund	35.60	37.39
Gratuity	-	12.40
Employee stock option plan expenses	11.19	-
Staff welfare expenses	24.59	14.93
	<u>739.01</u>	<u>755.16</u>

Note 2.23 Finance costs

	31 March 2019	31 March 2018
Interest expense	3,174.60	3,184.87
Processing fee	45.08	112.25
Bank charges	34.76	49.38
	<u>3,254.44</u>	<u>3,346.50</u>

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.24 Provisions and write-offs

	31 March 2019	31 March 2018
Contingent provision against standard assets	26.84	25.42
Provision for sub-standard and non-performing assets	77.95	70.14
Provision on investments	(2.77)	9.64
Loans written-off	1,140.26	2,652.89
	1,242.28	2,758.09

Note 2.25 Other expenses

	31 March 2019	31 March 2018
Rent	101.53	109.09
Repairs and maintenance	2.57	-
Office expenses	46.33	45.65
Electricity expenses	9.46	10.71
Legal and professional fees	214.88	142.33
Rates and taxes	54.94	61.92
Communication expense	15.22	22.52
Travelling and conveyance	56.36	77.09
Corporate social responsibility expenses	-	13.50
Director sitting fees	16.60	13.60
Printing and stationery	3.45	6.72
Payments to the auditor		
- Statutory audit fees	13.00	12.50
- Tax audit fees	1.50	1.50
- Limited review fees	3.50	3.50
Advertisement expenses	24.69	1.65
Sourcing and servicing fees	157.16	-
Miscellaneous expenses	-	1.81
	721.19	524.09

Note 2.26 Earning per share

	31 March 2019	31 March 2018
Net profit/(loss) after tax as per statement of profit and loss	188.99	(1,995.83)
Less: Proposed dividend to the CCPS	0.01	-
Net profit after tax attributable to the equity share holders - for basic EPS	188.98	(1,995.83)
Net profit after tax attributable to the equity share holders - for diluted EPS	188.98	(1,995.83)
Weighted number of equity shares for earnings per share		
(a) For basic earnings per share*	1,17,23,495	1,10,14,002
(b) For diluted earnings per share*	2,53,48,327	1,10,14,002
Earnings per equity share - Basic (in ₹)	1.61	(18.12)
Earnings per equity share - Diluted (in ₹)	0.75	(18.12)
Nominal value per share (in ₹)	10.00	10.00

* The company has reported losses in the previous year and hence CCPS were anti-dilutive in nature

Note 2.27 Segment reporting

Based on the Company's business model and considering the internal financial reporting to the management, "Lending" has been considered as the only reportable segment. Further, all operations are based only in India. Hence, no separate financial disclosures have been provided for segment reporting.

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.28 Employee Benefits

The Company has a defined benefit gratuity plan, according to which every employee who has completed five years or more of service gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service after deduction of necessary taxes upto a maximum limit of ₹2,000,000. The scheme is not funded. The following tables summarize the components of net employee benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the gratuity liability as required under AS 15 - Employee Benefits:

	31 March 2019	31 March 2018			
I. Assumptions:					
Discount rate	7.50%	7.25%			
Salary escalation rate	5.00%	5.00%			
Attrition rate	10.00%	10.00%			
Retirement age (years)	60.00	60.00			
II. Table showing change in benefit obligation:					
Liability at the beginning of the year	27.74	15.35			
Interest cost	2.08	1.11			
Current service cost	6.72	9.11			
Benefits paid	(3.70)	-			
Actuarial (gain) / loss	(15.81)	2.17			
Liability at the end of the year	17.03	27.74			
III. Reconciliation of present value of defined benefit obligation and the fair value of assets					
Present value of funded obligations as at year end	(17.03)	(27.74)			
Fair value of plan assets as at year end	-	-			
Funded liability recognised in the Balance sheet	(17.03)	(27.74)			
IV. Expenses recognised in the statement of profit and loss:					
Current service cost	6.72	1.11			
Interest cost	2.08	9.11			
Actuarial (gain)/loss	(15.81)	2.18			
Expenses recognised in the statement of profit and loss	(7.01)	12.40			
V. Balance sheet bifurcation:					
Current liability	0.05	1.10			
Non-current liability	16.98	26.64			
Amount recognised in balance sheet	17.03	27.74			
VI. Experience adjustment:					
Experience adjustment (gain)/ loss for the plan liabilities	(15.54)	(0.31)			
VII. Amounts for the current and previous periods are as follows:					
	31 March 2019	31 March 2018	31 March 2017	31 March 2016	31 March 2015
Defined benefit obligation	17.03	27.74	15.35	8.52	5.10
Deficit	(17.03)	(27.74)	(15.35)	(8.52)	(5.10)
Experience gain for plan liability	(15.54)	(0.31)	(4.93)	-	-

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Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.29 Operating lease

The Company has entered into agreements for taking its office premises under lease and license arrangements. These agreements are for tenures between 12 months and 36 months and are renewable by mutual consent.

	31 March 2019	31 March 2018
Lease rent for the year	101.53	109.09
- Within 1 year	100.73	100.92
- After 1 year but before 5 years	8.50	96.31
- After 5 years	-	-

Note 2.30 Income / expenditure in foreign currency

	31 March 2019	31 March 2018
Income in foreign currency		
Miscellaneous income (service fees)	15.63	17.12
Expenditure in foreign currency		
Travel and conveyance	6.44	5.91

Note 2.31 Unhedged foreign currency exposure

The disclosures pertaining to unhedged foreign currency exposure are as follows:

	31 March 2019		31 March 2018	
	Foreign Currency	Amount in ₹	Foreign Currency	Amount in ₹
Receivable	USD	9.97	USD	4.67

Note 2.32 Contingent liabilities

(i) The Company had filed for compounding of offences relating to non-compliances with Section 295 and 297 of the Companies Act, 1956. The Management is of the view that Tribunal will look at the matters favourably and the impact of settlement on financial statements will not be material.

(ii) The Company had filed appeals with relating to the demand raised by assessing officer for the financial year 2013-14 arising on account of disallowances of certain expenses. The Management is of the view that such disallowances are not sustainable and the matter will be decided in favour of the Company.

	31 March 2019	31 March 2018
(i)	-	-
(ii)	32.72	32.72

Note 2.33 Foreign direct investment

The Company has received foreign direct investment under automatic route as prescribed under the Consolidated Foreign Direct Investment Policy of the Government of India, which, in view of the management and based on opinion of an independent counsel, is in accordance with the extant guidelines notified by the RBI.

Note 2.34 Loans sanctioned but not disbursed as at 31 March 2019 amounts to ₹150 (31 March 2018: ₹610)

Note 2.35 Loans to customers

Loan to customers has been classified in accordance with the directives issued by the RBI vide Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ('the 2016 Directions'), read with accounting policy mentioned in note 1.5 above. The necessary provisions as per RBI norms have been made. The details are as follows:

Asset classification	Loan outstanding			Provision	
	As at 31 March 2019	As at 31 March 2018	Upto 31 March 2018	During the year	Upto 31 March 2019
Standard assets	34,731.24	28,021.14	112.08	26.84	138.92
Sub-standard assets	1,461.99	1,249.75	124.97	77.95	202.92
Total	36,193.23	29,270.89	237.05	104.79	341.84

During the year ended 31 March 2019, the Company has identified 5 (31 March 2018: 14) loan accounts with aggregate balance of ₹1,140.27 (31 March 2018: 2,652.89) as loss assets, which has been written-off.



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Jain Sons Finance Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Additional disclosures pursuant to Master Direction – Non Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Note 2.36 Additional disclosures as required by NBFC Master Directions issued by RBI

Liabilities	31 March 2019		31 March 2018	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
1. Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:				
(a) Debentures				
Secured (including interest accrued but not due)	8,782.50	-	9,253.55	-
Unsecured	-	-	-	-
(other than falling within the meaning of public deposits)	-	-	-	-
(b) Deferred Credits				
(c) Term Loans (including interest accrued but not due)	13,994.09	-	15,300.63	-
(d) Inter-corporate loans and borrowing	-	-	-	-
(e) Commercial Paper	-	-	-	-
(f) Others - Short-term borrowings (including interest accrued but not due)	-	-	501.20	-
<hr/>				
Assets			31 March 2019	31 March 2018
2. Break up of loans and advances including bills receivables [other than those included in (a) below]:				
a) Secured, gross			18,390.88	13,828.83
b) Unsecured, gross			17,802.35	15,442.06
3. Break up of leased assets and stock on hire and other assets counting towards AFC activities:				
(i) Lease assets including lease rentals under sundry debtors:				
(a) finance lease			-	-
(b) operating lease			-	-
(ii) Stock on hire including hire charges under sundry debtors:				
(a) assets on hire			-	-
(b) repossessed asset			-	-
(iii) Other loans counting towards AFC activities				
(a) loans where assets have been repossessed			-	-
(b) loans other than (a) above			-	-
4. Breakup of investments				
Current Investments :				
I. Quoted				
(i) Shares :				
(a) Equity			-	-
(b) Preference			-	-
(ii) Debentures and Bonds			-	-
(iii) Units of mutual funds			-	-
(iv) Government Securities			-	-
(v) Others			-	-
2. Unquoted				
(i) Shares :				
(a) Equity			-	-
(b) Preference			-	-
(ii) Debentures and Bonds			-	-
(iii) Units of mutual funds			-	-
(iv) Government Securities			-	-
(v) Others - investment in PTCs			1,716.55	489.60

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Assets	31 March 2019	31 March 2018
Long Term investments :		
1. Quoted		
(i) Shares :		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
2. Unquoted		
(i) Shares:		
(a) Equity		
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others - investment in PTCs	-	1,920.77

5. Borrower group-wise classification of assets financed as in (2) and (3): (Net of Provision)

For 31 March 2018

Category	Secured	Unsecured	Total
1. Related parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	274.65	274.65
(c) other related parties	-	-	-
2. Other than related parties	13,727.15	15,032.03	28,759.18
	13,727.15	15,306.68	29,033.83

For 31 March 2019

Category	Secured	Unsecured	Total
1. Related parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	4.48	4.48
(c) other related parties	-	-	-
2. Other than related parties	18,238.11	17,608.79	35,846.90
	18,238.11	17,613.27	35,851.38

6. Investor group-wise classification of all investments (currents and long term) in shares and securities (both quoted and unquoted)

Category	Market value / Breakup or fair value or NAV		Book value (net of provisions)	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
1. Related parties	-	-	-	-
2. Other than related parties	1,716.55	2,410.38	1,709.68	2,400.74
Total	1,716.55	2,410.38	1,709.68	2,400.74

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

7. Other information

	31 March 2019	31 March 2018
(i) Gross non-performing assets		
(a) Related parties	-	-
(b) Other than related parties	1,461.99	1,249.75
(ii) Net non-performing assets		
(a) Related parties	-	-
(b) Other than related parties	1,259.07	1,124.77

Note 2.37 Additional disclosures pursuant to the other RBI guidelines and notifications:**1. Capital to risk assets ratio ('CRAR')**

	31 March 2019	31 March 2018
i) CRAR (%)	42.07%	27.78%
ii) CRAR - Tier I Capital (%)	41.68%	27.38%
iii) CRAR - Tier II Capital (%)	0.39%	0.40%
iv) Amount of subordinated debt raised as Tier - II capital	-	-
v) Amount of subordinated debt raised as Tier - II capital	-	-

2. Investments

	31 March 2019	31 March 2018
A. Value of investments		
Gross value of investments:		
a) In India	1,716.55	2,410.38
b) Outside India	-	-
Provisions for depreciation:		
a) In India	6.87	9.64
b) Outside India	-	-
Net value of investments		
a) In India	1,709.68	2,400.74
b) Outside India	-	-
B. Movement of provisions held towards depreciation on investments		
Opening Balance	9.64	-
Add: Provisions made during the year	-	9.64
Less: Write-back of excess provisions during the year	(2.77)	-
Closing Balance	6.87	9.64

3. Derivatives

The Company does not have any derivatives exposure in the current and previous year.

4. Disclosures relating to Securitisation

The Company has not done any securitization during the current and previous year.

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Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

5. Exposures

A. The Company does not have any direct exposure to real estate sector in the current and previous year. Details of exposure to capital market are as follows:

	31 March 2019	31 March 2018
i. direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	-	-
ii. advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures and units of equity-oriented mutual funds;	-	-
iii. advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	2,634.68	4,031.53
iv. advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-
v. secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
vi. loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
vii. bridge loans to companies against expected equity flows / issues;	-	-
viii. all exposures to Venture Capital Funds (both registered and unregistered)	-	-
Total exposure to capital market	2,634.68	4,031.53

B. Details of financing of parent company products

The Company has not financed any parent company product.

C. Details of Single Borrower Limit (SBL)/Group Borrower Limit (GBL) exceeded by the NBFC

The exposure to a single borrower and group of borrower does not exceed the limit stipulated under the concentration of credit norms applicable to the Company.

D. Unsecured advances

The details of unsecured advances are provided in Note 2.14 and 2.18 to the financial statements. Further, the Company has not given any loan against intangible assets.

6. Miscellaneous

A. Registration obtained from other financial sector regulators

The Company has not obtained any registration from other financial sector regulators.

B. Disclosure of penalties imposed by RBI and other regulators

No penalties have been imposed by RBI or other financial sector regulators during the current and previous year.

C. Related Party Transactions

Details of all material related party transactions are disclosed in Note 2.38.

D. Ratings assigned by credit rating agencies and migration of ratings during the year

Credit Analysis & Research Limited (CARE) has assigned a rating of 'BBB- Negative' to the facilities in the current year. Subsequent to the year end, CARE has revised the rating to 'BBB - Stable'.

E. Revenue recognition

The Company has not postponed recognition of revenue pending resolution of significant uncertainties.

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

7. Additional Disclosures

A. Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of Profit and Loss

	31 March 2019	31 March 2018
Provisions for depreciation on investment	(2.77)	9.64
Provision towards sub-standard assets	77.95	70.14
Provision made towards income tax	56.08	-
Provision for gratuity	-	12.40
Provision for standard assets	26.84	25.42

B. Draw down from reserves

The Company has not made any drawdown of reserves during the year.

C. Concentration of Advances, Exposures and NPAs

	31 March 2019	31 March 2018
i. Concentration of Advances		
Total advances to twenty largest borrowers	10,298.86	12,030.82
Percentage of advances to twenty largest borrowers to total advances	28.46%	40.91%
ii. Concentration of Exposures		
Total exposure to twenty largest borrowers/customers	10,298.86	12,030.82
Percentage of exposures to twenty largest borrowers / customers to total exposure	28.46%	40.91%
iii. Concentration of NPAs		
Total exposure to top four NPA accounts	700.16	1,249.75

iii. Sector wise NPAs

Percentage of NPAs to total advances in that sector

	31 March 2019	31 March 2018
Agriculture & allied activities	-	-
MSME	-	-
Corporate borrowers	4.04%	4.27%
Services	-	-
Unsecured personal loans	-	-
Auto loans	-	-
Other personal loans	-	-

D. Movement of NPAs

	31 March 2019	31 March 2018
(I) Net NPAs to net advances (%)	3.51%	3.87%
(II) Movement of NPAs (Gross)		
a) Opening balance	1,249.75	528.41
b) Additions during the year	1,992.50	1,249.75
c) Reductions during the year	(1,180.26)	(528.41)
d) Closing balance	1,461.99	1,249.75
(III) Movement of Net NPAs		
a) Opening balance	1,124.77	473.58
b) Additions during the year	1,196.53	1,124.77
c) Reductions during the year	(1,062.23)	(473.58)
d) Closing balance	1,259.07	1,124.77
(IV) Movement of provisions for NPAs (excluding provisions on standard assets)		
a) Opening balance	124.97	54.83
b) Provision made during the year	195.97	124.97
c) Reductions during the year	(118.02)	(54.83)
d) Closing balance	202.92	124.97

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

E. Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

The Company did not have any overseas assets during the current and previous year.

F. Off-balance sheet SPVs sponsored (which are required to be consolidated as per accounting norms)

The Company did not sponsor any SPVs during the current and previous year.

8. Disclosure of customer complaints

- a) No. of complaints pending at the beginning of the year
b) No. of complaints received during the year
c) No. of complaints redressed during the year
d) No. of complaints pending at the end of the year

	31 March 2019	31 March 2018
a)	-	-
b)	-	-
c)	-	-
d)	-	-

9. Asset liability management

Maturity within

- Upto one month
Over 1 month and upto 2 months
Over 2 months and upto 3 months
Over 3 months and upto 6 months
Over 6 months and upto 1 year
Over 1 year and upto 3 years
Over 3 years and upto 5 years
Above 5 years
Total

31 March 2019			
Assets		Liabilities	
Investments	Loans portfolio	Borrowings	
189.51	4,791.05		861.87
289.75	3,869.97		765.60
458.83	3,210.06		529.38
513.76	5,939.26		3,238.36
264.70	9,067.36		3,312.86
-	9,311.09		13,608.29
-	4.43		112.77
-	-		-
1,716.55	36,193.23	22,429.13	

Maturity within

- Upto one month
Over 1 month and upto 2 months
Over 2 months and upto 3 months
Over 3 months and upto 6 months
Over 6 months and upto 1 year
Over 1 year and upto 3 years
Over 3 years and upto 5 years
Above 5 years
Total

31 March 2018			
Assets		Liabilities	
Investments	Loans portfolio	Borrowings	
-	2,060.50		752.39
-	2,596.24		999.67
81.96	2,669.79		793.28
-	6,176.45		3,068.08
407.64	7,716.38		3,685.48
1,920.78	8,028.45		10,228.93
-	23.08		5,133.75
-	-		-
2,410.38	29,270.89	24,661.58	

Notes:

- The above borrowings excludes interest accrued but not due.
- The advances comprise of loan portfolio and does not include interest accrued.
- The above information has been considered as per the Asset Liability Management (ALM) report compiled by the management and reviewed by the ALM committee.

10. Disclosure of restructured accounts

The Company has not restructured any loans in the current as well as previous financial year. Accordingly, the disclosures pertaining to restructured accounts are not presented.

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Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 2.38 Related party disclosures

a) List of related parties:

Individuals / Companies having significant influence	Nature of relationship
Aavishkaar Venture Management Services Private Limited ("AVMS")	Entity which has significant influence on the Company
Arohan Financial Services Limited ("Arohan")	Associate of AVMS
Intellectap Advisory Services Private Limited ("Intellectap")	Subsidiary of AVMS
TribeTech Private Limited ("Tribe")	Subsidiary of AVMS
Intellectual Capital Advisory Services Private Limited ("Intellectual")	Entity which has significant influence on the Company

Key Management Personnel

Mr. Akbar Khan, Executive Director and CEO (till 15 June 2018)

Mr. Nitin Prakash Agarwal, Deputy CEO and CFO (till 24 May 2018)

Mr. John Arunkumar Diaz, Managing Director (from 24 April 2018 till 4 December 2018)

Mr. Nikesh Kumar Sinha, Managing Director (from 22 Jan 2019, Executive Director/ CEO from 16 Oct 2018 to 21 Jan 2019))

Ms. Kiran Agarwal Todi, CFO (from 2 Jan 2019)

b) The following table represents transactions between the Company and its related parties:

Nature of Transaction	Transactions with	31 March 2019	31 March 2018
Reimbursement of expenses incurred on behalf of the Company	Intellectual	-	0.39
Reimbursement of expenses incurred on behalf of the Company	Intellectap	6.34	8.06
Loans given	Arohan	-	90.00
Interest income	Arohan	18.69	76.92
Processing fees income	Arohan	-	0.90
Assignment of loans, including accrued interest	Arohan	-	12.05
Sale of fixed assets	Arohan	-	41.66
Reimbursement of expenses incurred on behalf of the Company	TribeTech	0.15	-
Sourcing and servicing fees	TribeTech	157.16	-
Syndication fees	TribeTech	0.73	-
Cash collateral received	TribeTech	75.74	-
Cash collateral adjusted	TribeTech	33.33	-
Reimbursement of expenses incurred on behalf of the Company	AVMS	1.27	0.07
Issue of equity shares	AVMS	4,999.99	-
Issue of preference shares	AVMS	999.99	-
Loan taken	AVMS	5,500.00	-
Interest paid	AVMS	176.60	-
Remuneration	Akbar Khan	15.00	72.00
Issue of equity shares	Akbar Khan	-	14.99
Professional fees	John Arunkumar Diaz	30.24	-
Remuneration	Nitin Prakash Agarwal	9.76	66.00
Issue of equity shares	Nitin Prakash Agarwal	-	9.13
Remuneration	Nikesh Kumar Sinha	43.33	-
Remuneration	Kiran Agarwal Todi	13.41	-

The KMPs are covered under the Company's gratuity policy and ESOP scheme along with other employees of the Company. Proportionate amount of gratuity and stock compensation expense is not included in the aforementioned disclosures as it cannot be separately ascertained.

c) Balances at the year end:

Balances with	Nature of balances	31 March 2019	31 March 2018
Intellectap	Other payable	0.64	-
Arohan	Loans given	4.50	275.75
TribeTech	Other payable	67.44	-

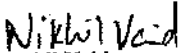


Jain Sons Finlease Limited
Summary of significant accounting policies and other explanatory information
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

Note 3 : Previous year's figures have been regrouped/rearranged to conform to those of the current year.


This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.


For Walker Chandniok & Co LLP
Chartered Accountants
Firm registration no.: 001076N/N500013

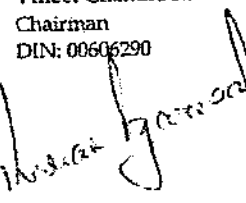

Nikhil Vaid
Partner
Membership No.: 213356

Place: Hyderabad
Date: 8 May 2019

For and on behalf of the Board of Directors
Jain Sons Finlease Limited


Vineet Chandra Rai
Chairman
DIN: 00606290


Nikesh Kumar Sinha
Managing Director
DIN: 08268336


Kiran Agarwal Todi
Chief Financial Officer
Place: Mumbai
Date: 8 May 2019


Chirag Desai
Company Secretary

