

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of Jain Sons Finance Limited will be held on Monday, the 29th day of September, 2014 at 10.00 a.m. at the Registered Office of the Company at 4th Floor, Building 8-2-682/1, Banjara Hills Road no. 12, Hyderabad - 500034, Andhra Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Annual Accounts for the year ended as on 31st March, 2014

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mr. Anurag Agrawal as Director, who retires by rotation

To appoint a Director in place of Mr. Anurag Agrawal (DIN 02385780), who retires by rotation and, being eligible, offers himself for re-appointment.

3. Appointment of and fixing of remuneration of Auditors

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Eighteenth AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT a certified true copy of the resolution shall be submitted to such authority as may be required from time to time."

SPECIAL BUSINESS:

4. Appointment of Mr. Rakesh Rewari as an Independent Director of the Company

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Rakesh Rewari (DIN 00286853), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independent as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September, 2014 up to 28th September, 2019.

RESOLVED FURTHER THAT a certified true copy of the resolution shall be submitted to such authority as may be required from time to time.”

5. Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc.

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 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 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore only) at any time.

RESOLVED FURTHER THAT the Board of Directors 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.”

6. 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 consent of the members be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, 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 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore Only) at any time.

RESOLVED FURTHER THAT the Board of Directors 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.”

7. Offer or invitation for subscription for Non-Convertible Debentures (NCD) aggregating to INR 80 Crore on private placement.

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

“**RESOLVED THAT** subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members be and is hereby accorded to the Board of Directors of the Company to raise funds for its general corporate purposes by way of issuance of non-convertible debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors provided that the aggregate amount of non-convertible debentures offered/proposed to be offered shall not exceed INR 80,00,00,000/- (Indian Rupees Eighty Crore Only) for the period of one year from the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

8. Approval of entering into a Capital Advisory Contract with Intellectual Capital 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 of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a ‘Capital Advisory Contract’ for raising equity / quasi equity capital or debt through Investor(s) to expand business and / or provide exit to the existing investor of the company with Intellectual Capital Advisory Services Private Limited, a company in which Mr. Vineet Rai and Mr. Anurag Agrawal, Directors of the Company are interested as director and shareholder and Mr. Sanjib Kumar Jha, Director of the Company is interested as shareholder in the said Intellectual Capital Advisory Services Private Limited, for a period of one year commencing from 1st day of October, 2014 to 30th September, 2015 on such terms and conditions as mentioned in the said draft contract.

RESOLVED FURTHER THAT the draft ‘Capital Advisory Contract’, as placed before the meeting and initialled by the Chairman for the purpose of identifications be and is hereby approved and same be signed on behalf of the Company either by Mr. Sanjib Kumar Jha, CEO & Director or by Mr. Rajan Juneja, Head - Risk & Credit of the of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the said contract in presence of Mr. Sanjib Kumar Jha, CEO & Director and Mr. Rajan Juneja, Authorized Signatory of the Company, who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution.”

9. **Approval of entering into a Consultancy Agreement with Intellectual Capital 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 of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a ‘Consultancy Agreement’ for positioning the company in Intellectap’s network through Intellectap’s initiative “Sankalp” with Intellectual Capital Advisory Services Private Limited (Intellectap), a company in which Mr. Vineet Rai and Mr. Anurag Agrawal, Directors of the Company are interested as director and shareholder and Mr. Sanjib Kumar Jha, Director of the Company is interested as shareholder in the said Intellectual Capital Advisory Services Private Limited, for a period of six months commencing from 1st day of October, 2014 to 31st March, 2015 on such terms and conditions as mentioned in the said draft agreement.

RESOLVED FURTHER THAT the draft ‘Consultancy Agreement’, as placed before the meeting and initialled by the Chairman for the purpose of identifications be and is hereby approved and same be signed on behalf of the Company either by Mr. Sanjib Kumar Jha, CEO & Director or by Mr. Rajan Juneja, Head - Risk & Credit of the of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the said Agreement in presence of Mr. Sanjib Kumar Jha, CEO & Director and Mr. Rajan Juneja, Authorized Signatory of the Company, who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution.”

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 3 to 9 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. The Register of Members and Transfer Books of the Company will be closed from Thursday the 25th day of September, 2014 to Monday, the 29th day of September, 2014, both days inclusive.

4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

By Order of the Board of Directors



Sanjib Kumar Jha
CEO & Director
(DIN: 03409208)

Mumbai, 25th August, 2014
Corporate Identification Number (CIN) : U65910APPLC088941

Registered Office:

4th Floor, Building 8-2-682/1,
Banjara Hills Road no. 12,
Hyderabad - 500034,
Andhra Pradesh.

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. 3 to 9 of the accompanying Notice:

Item No. 3:

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s. Walker Chandiook & Co LLP have been the Auditors of the Company since 2012 and have completed a term of 3 years. As per the provisions of section 139 of the Companies Act 2013 (Act), no unlisted public company having paid up share capital of Rs. Ten Cores or more can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. Walker Chandiook & Co LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 25th August, 2014, proposed the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as the statutory auditors of the Company for the period of two years to hold office from the conclusion of this AGM till the conclusion of the Eighteenth AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 4:

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every unlisted public company having paid up share capital of Rs. Ten Core or more is required to have independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of director as an Independent Director from 29th September, 2014 up to 28th September, 2019.

Mr. Rakesh Rewari, non-executive director of the Company, has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these director as an Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of the Independent Director to be appointed is given below:

Mr. Rakesh Rewari is B. Tech in Mechanical Engineering from the Indian Institute of Technology and an MBA from FMS, University of Delhi. He has held numerous senior positions as Director (Non-Executive) on the Board of National Small Industries Corporation Limited and also having more than 30 years of experience in financial institutions, including technology financing SME and micro credit, credit rating, risk management, and venture capital among others. He was a member of the Board of Directors of SIDBI from October, 2006 to August, 2011.

The Board recommends the Resolution at Item No. 4 for approval by the Members

None of the Directors, except Mr. Rakesh Rewari or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5:

As per section 180(1)(a) of the Companies Act, 2013 which has become effective from 1st April, 2014, consent of the members of the company is required by way of passing of special resolution for authorising the Board of Directors of the Company to mortgage and/or to create charge on all or any of the assets and properties immovable and movable, including undertaking(s) of the Company and further to issue covenants for negative pledges/ negative liens in respect of the said assets and properties and for the purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including powers of attorney in favour of all the lenders as and by way of security for the due repayment of sums of money together with interest or other money(ies) due thereon, if any, such borrowings within the overall limits of the borrowing powers of the Board of Directors of the Company as determined from time to time by the shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013.

Considering the substantial growth in business and operations of the company, present and future requirements your Directors therefore, recommends the passing of the resolution at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6:

Section 180 of the Companies Act, 2013 (the Act) (corresponding to Section 293 of the Companies Act, 1956) has been notified by Ministry of Corporate Affairs (MCA) with effect from September 12, 2013. In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves, require the approval of the Members of the company by way of passing special resolution.

The Members at the Extra-ordinary General Meeting of the Members of the company held on 17th

December, 2013 the members had authorised the Board of Directors of the company to borrow the sums not exceeding Rs. 70,00,00,000/- (Rupees Seventy Crore only) under Section 180(1)(c) of the Companies Act, 2013.

Considering the substantial growth in business and operations of the company, present and future requirements, the members approval is being sought to increase the borrowing limits from INR 70,00,00,000/- (Indian Rupees Seventy Crore only) to Rs. 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore only). The outstanding borrowings as on March 31, 2014 for the purpose of section 180(1)(c) of the Act stood at around INR 20,00,00,000/- (Indian Rupees Twenty Crore only).

Your Directors therefore, recommends the passing of the resolution at Item No. 6 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Item No. 7:

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 a Company may, subject to the provisions of that Section, make an offer or invitation for subscription for securities including Non-Convertible Debentures (NCDs) by way of private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Keeping in view the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, your Company intends to issue Non-Convertible Debentures (NCDs) for an amount aggregating to INR 80,00,00,000/- (Indian Rupees Eighty Crore only), on private placement basis for a period of one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting depending upon the requirement of funds from time to time.

Further, subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription for Non-Convertible Debentures (NCDs) upto an amount of INR 80,00,00,000/- (Indian Rupees Eighty Crore only) on private placement basis for a period of one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures (NCDs) together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of "the Act".

The terms of issue of the above Non-Convertible Debentures (NCDs) would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided in consultation with the merchant bankers to be appointed by the Company for the purpose. All the required details/disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures (NCDs) by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of "the Act" and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

Your Directors therefore, recommends the passing of the resolution at Item No. 7 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Item No. 8 & 9:

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, that governs the Related Party Transactions, 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 of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Special 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 has approved the Capital Advisory Contract and Consultancy Agreement, to be enter into with Intellectual Capital Advisory Services Private Limited.

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

SR No	Particulars	Capital Advisory Contract	Consultancy Agreement
1	Name of the Related Party	Intellectual Capital Advisory Services Private Limited	Intellectual Capital Advisory Services Private Limited
2	Name of the Director or Key Managerial	Mr. Vineet Rai, Mr. Anurag Agrawal and Mr. Sanjib Kumar Jha	Mr. Vineet Rai, Mr. Anurag Agrawal and Mr. Sanjib Kumar Jha

	Personnel who is related, if any		
3	Nature of Relationship	Mr. Vineet Rai and Mr. Anurag Agrawal are the common directors and Mr. Sanjib Kumar Jha is the shareholder in Intellectual Capital Advisory Services Private Limited	Mr. Vineet Rai and Mr. Anurag Agrawal are the common directors and Mr. Sanjib Kumar Jha is the shareholder in Intellectual Capital Advisory Services Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	<p>Scope of Services: Intellectap Investment Advisory offering for Client would consist of two phases:</p> <p>Phase I – Preparation of Investor Kit:</p> <ol style="list-style-type: none"> Refining of the existing business plan/financial model and preparatory work required to present Client to prospective investors; Compilation of Information Kit for investors that might include all or some of the them are as: Information Memorandum, Introductory Flyer, Financial Model and any other supporting documents and or presentations as required for raising funds for Client. <p>Phase II – Capital Advisory Services:</p> <ol style="list-style-type: none"> Identification of suitable investors, creating a long list of investors and short list of investors; Managing communication with all the investors that would include the Investment Pitch, Deal structuring and Negotiation support to the company; Assistance in due diligence by potential investors; Advice and execution of appropriate deal structuring as per the needs and expectations of the company and accounting for investor feedback; Assistance in drafting the term sheet and subscription agreement. <p>Remuneration and Payment Modalities: Success Fee: Intellectap shall charge success fee as follows:</p>	<p>Objectives to be met through this Consultancy Agreement: The company will get exclusive visibility and positioning to meet the following objectives:</p> <ol style="list-style-type: none"> Visibility: Widespread branding and visibility for company among relevant audience; Identifying viable deal flow pipeline: Opportunity to showcase company funding options to sustainable social enterprises working across 5 high impact sectors: Agriculture, Food and Rural Business Clean Energy & Clean Technology Education & Vocational Training Health, Water and Sanitation Technology for Development; Create sustained impact on development of early stage enterprises through capacity building opportunities. <p>Compensation: The Company shall pay to Intellectap INR 12,00,000/- (Indian Rupees Twelve lakhs Only), exclusive of all applicable taxes.</p> <p>Duration of the Agreement: The duration of the agreement shall be for the period of six months commencing from 1st day of October, 2014 to 31st March, 2015.</p>

		<p>i. Book value multiple less than or equal to 3.0x - The Success Fee shall be 1.5% of the Equity Investment Amount committed by the Investor towards primary issue of shares as well as secondary sale of shares by existing shareholders if any, (exclusive of Service Tax);</p> <p>ii. Book value multiple more than 3.0x - the Success Fee shall be 2.0% of the Equity Investment Amount committed by the Investor towards primary issue of shares as well as secondary sale of shares by existing shareholders if any (exclusive of Service Tax);</p> <p>iii. Book Value here is defined as the book value calculated based on the audited financials of March 31, 2014;</p> <p>iv. The Equity Investment Amount here is defined as the sum of the total primary issue as well as a secondary sale of Client shares (if any) by existing shareholders either upfront or as per a deferred payout schedule agreed on between the Investor and Client;</p> <p>v. For any debt capital raising services, Intellectap will work on a success fee basis linked to the amount of debt capital raised. The quantum of success fees for any debt raised will be 0.5% of the debt investment amount;</p> <p>vi. The Debt Investment amount is defined as the total amount of debt being raised as part of the overall capital raise.</p> <p><u>Duration of the Contract:</u> The duration of the contract shall be for the period of one year commencing from 1st day of October, 2014 to 30th September, 2015.</p>	
5	Any other Information relevant or important for the	The availing of such capital advisory services from Intellectual Capital Advisory Services Private Limited is in relation to business enhancement and are towards the benefit of the	The availing of such consultancy services from Intellectual Capital Advisory Services Private Limited is in relation to business enhancement and are towards the benefit of the


	members to take a decision on the proposed resolution	Company. The respective contract is entered on arm's length basis and all factors relevant to the respective contract have been considered by the Board. The Copy of the above mentioned contract shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (10 am to 6 pm) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.	Company. The respective Agreement is entered on arm's length basis and all factors relevant to the respective Agreement have been considered by the Board. The Copy of the above mentioned Agreement shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (10 am to 6 pm) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.
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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 Nos. 8 & 9 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item Nos. 8 & 9 for approval of the Members.

Except the said interested Directors, 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


Sanjib Kumar Jha
 CEO & Director
 (DIN: 03409208)

Mumbai, 25th August, 2014
 Corporate Identification Number (CIN) : U65910APPLC088941

Registered Office:
 4th Floor, Building 8-2-682/1,
 Banjara Hills Road no. 12,
 Hyderabad - 500034,
 Andhra Pradesh.

ATTENDANCE SLIP

I hereby record my presence at the Sixteenth Annual General Meeting held on Monday, the 29th day of September, 2014 at 10.00 a.m. at the Registered Office of the Company at 4th Floor, Building 8-2-682/1, Banjara Hills Road no. 12, Hyderabad - 500034, Andhra Pradesh.

Name of the Shareholder(s).....
(In Capital Letters)

Name of the Proxy or Company's Representative.....
(in Capital Letters)

**Signature of Shareholder(s) or
Proxy or Company's Representative.....**

Note:

1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.
2. Members are requested to bring their copy of the Annual Report to the Meeting as additional Copies of the same will not be made available at the Meeting.

Reg. Folio No.....

No. of shares held.....

PROXY FORM

[Form No. MGT-II]

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

CIN: U65910APPLC088941

Name of the Company: JAIN SONS FINLEASE LIMITED

Registered Office: 4th Floor, Building 8-2-682/1, Banjara Hills Road No. 12, Hyderabad – 500034.

Tel: 040-40300200:

E-mail: chirag.desai@intellegrow.com; Website: www.intellegrow.com

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No. :

I/We, being the member(s) of _____ equity shares of the above named Company, hereby appoint:

1. Name:..... E-mail ID:
Address:

Signature:_____

Or failing him/her

2. Name:..... E-mail ID:
Address:

Signature:_____

Or failing him/her

3. Name:..... E-mail ID:
Address:

Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the Monday the 29th day of September, 2014 at the Registered Office of the company at 4th Floor, Building 8-2-682/1, Banjara Hills Road no. 12, Hyderabad

- 500034, Andhra Pradesh at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolut ion No.	Subject	Votes	
		For	Against
	Ordinary Resolutions:		
1	Consideration and adoption of audited financial statements for the year ended March 31, 2014 together with the Reports of Directors and Auditors.		
2	Re-appointment of Mr. Anurag Agrawal, Director retiring by rotation.		
3	Appointment of statutory auditors to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Eighteenth AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at every AGM) at such remuneration as may be fixed by the Board of Directors.		
4	Appointment of Mr. Rakesh Rewari as an Independent Director		
	Special Resolutions:		
5	Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue of covenants etc.		
6	Consent to the Board of Directors of the Company to borrow money(ies) as they deem requisite for the purpose of business of the Company, provided that the total amount upto which money(ies) borrowed by the Board of Directors shall not exceed INR 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore only) at any one time.		
7	Approval for Offer or invitation/issue for subscription for Non-Convertible Debentures (NCDs) aggregating to INR 80,00,00,000/- (Indian Rupees eighty Crore only) on private placement.		
8.	Approval of entering into a Capital Advisory Contract with Intellectual Capital Advisory Services Private Limited		
9.	Approval of entering into a Consultancy Agreement with Intellectual Capital Advisory Services Private Limited		

Signed this _____ day of _____, 2014

Signature of shareholder

Signature of Proxy holder(s)

Notes:

- (a) A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy
- (b) A proxy can vote on behalf of the member only on a poll but shall not have the right to speak.
- (c) A proxy need not be a member of the Company.
- (d) A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
- (e) A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (f) **Proxies in order to be valid must be deposited at the Company's registered office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given.**

DIRECTORS REPORT

To the Members,

The directors submit annual report of Jain Sons Finlease Limited (the Company) for the financial year ended as on 31st March, 2014:

1. Financial Results:

Particulars	(In Indian Rupees)	
	2013-14	2012-13
Total Revenue	8,01,85,697.00	2,96,78,015.00
Less: Total Expenses	5,89,95,307.00	1,88,91,958.00
Profit before Tax	2,11,90,390.00	1,07,86,057.00
Less: Tax Expense		
Current Tax	1,03,77,546.00	39,32,499.00
Deferred Tax Benefit	(10,82,110.00)	(3,91,737.00)
Taxes of earlier years	4,07,537.00	-
Profit for the year	1,14,87,417.00	72,45,295.00

2. Review of Operations:

Please refer to the Presentation, which is attached to this Directors Report.

3. Increase in Authorised Share Capital:

During the year under review:

- On **27th February, 2014**, the Company has increased its Authorised Share Capital **from** INR 14,00,00,000/- (Indian Rupees Fourteen Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each and 20,00,000 (Twenty Lakhs) Compulsory Convertible Preference Shares of INR 20/- (Indian Rupees Twenty each) each **to** INR 44,00,00,000/- (Indian Rupees Forty Four Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each, 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of INR 20/- (Indian Rupees Twenty Only) each and 28,00,000 (Twenty Eight Lakhs) Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each.
- On **6th March, 2014**, the Company has increased and reclassified its Authorised Share Capital **from** INR 44,00,00,000/- (Indian Rupees Forty Four Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each, 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of INR 20/- (Indian Rupees Twenty Only) each and 28,00,000 (Twenty Eight Lakhs) Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each **to** INR 49,50,00,000/- (Indian Rupees Forty Nine Crore Fifty Lakhs Only) divided into 1,75,00,000 (One Crore Seventy Five Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each, 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of INR 20/- (Indian Rupees Twenty Only) each, 3,00,000 (Three Lakhs) Series B2 Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each and 25,00,000 (Twenty Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each.

4. Increase in Issued and Paid up Share Capital:

During the year under review:

- On **26th September, 2013**, 20,00,000 (Twenty Lakhs) Compulsory Convertible Preference Shares (CCPS) of INR 20/- (Indian Rupees Twenty only) each has been issued and allotted to M/s. Michael & Susan Dell Foundation at par.
- On **17th December, 2013**, 5,60,000 (Five Lakhs Sixty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each has been issued and allotted to Mr. Sanjib Kumar Jha.
- On **13th March, 2014** the company has issued and allotted:
 - a. 3,00,000 Series B2 Compulsory Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred only) each to M/s. Michael & Susan Dell Foundation at par.
 - b. 24,99,948 Series B1 Compulsory Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred only) each to M/s. ON Mauritius at par.
 - c. 99 Equity Shares of INR 10/- (Indian Rupees Ten only) each to M/s. ON Mauritius at a premium of INR 42.25/- per share.

After considering all the above issue and allotments of shares the issued and paid up share capital of the company has been increase from INR 9,28,97,230/- (Indian Rupees Nine Crores Twenty Eight Lakhs Ninety Seven Thousand Two Hundred and Thirty only) to INR 38,81,88,270/- (Indian Rupees Thirty Eight Crores Eighty One Lakhs Eighty Eight Thousand Two Hundred and Seventy only).

5. Dividend:

In order to conserve the resources for the future growth and expansion of the company, your Directors do not recommend any dividend for the year ended as on 31st March, 2014.

6. Company's performance:

Please refer to the Presentation, which is attached to this Directors Report.

7. Directors Responsibility Statement:

Pursuant to the requirement of section 217(2AA) of the Companies Act, 1956, and based on the representations received from the operating management, the directors hereby confirm that:

- (i) in the preparation of the annual accounts for the financial year 2013-14, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have 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 of the Company for the financial year;

(iii) . they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the annual accounts on a going concern basis.

8. Disclosures under section 217(1)(d) of the Companies Act, 1956

Except as disclosed elsewhere in this report, there have been no material changes and commitments, which can affect the financial position of the company, occurred between the end of the financial year of the company and date of this report.

9. Fixed Deposits:

Your Company has not accepted any deposits, during the year under review.

10. Directors:

During the year under review, Ms. Dimple Sanghi was appointed as Director of the company as on 13th March, 2014.

Mr. Rakesh Rewari was appointed as an Additional Director on 26th September, 2013. As his candidature is fulfilling the criteria's (mentioned in section 149 of the Companies Act, 2013) for his appointment as an Independent Director of the company, it is therefore proposed to appoint him as an Independent Director of the Company to hold office as per his tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting of the company.

Mr. Anurag Agrawal, Director of the Company, retires by rotation and being eligible has offered himself for re-appointment.

11. Auditors:

M/s. Walker Chandiok & Co LLP, Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. Walker Chandiok & Co LLP as statutory auditors of the Company from the conclusion of the forthcoming Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting to be held in the year 2016, subject to ratification of their appointment at every Annual General Meeting.

12. Auditors Report:

The observations of the Auditors in their report are self-explanatory and therefore, in opinion of your Directors, do not call for further comments.

13. Transfer of Statutory Reserve:

During the year under review, as per section 45-IC of the Reserve Bank of India Act, 1934, the company has transferred 20% of its net profit before declaration of dividend, i.e. an amount of INR 22,97,483.00/- (Indian Rupees Twenty two Lakhs Ninety Seven Thousand Four Hundred and Eighty Three only) to the Statutory Reserve Fund.

14. Particulars of Employees:

During the year under review, there was no employee in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011.

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

Energy Conservation & Technology Absorption:

The information as required under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption are not applicable as the company is not carrying on any manufacturing activity during the year.

Foreign Exchange Earnings & Outgo:

Particulars	(In Indian Rupees)	
	2013-14	2012-13
Total Expenditure in Foreign Currency	5,01,467.00	2,80,250.00
Total Earnings in Foreign Currency	3,16,27,042.00	2,09,39,880.00

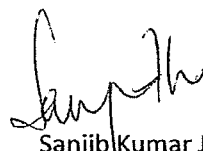
16. Acknowledgement:

The directors thank the Company's employees, customers, vendors, investors and academic institutions for their support.

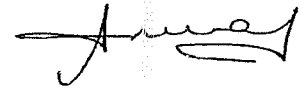
The directors also thank the Government of India, State Governments in India and concerned government departments/agencies for their co-operation.

The directors appreciate and value the contributions made every member of the Company.

For and on behalf of the Board of Directors



Sanjib Kumar Jha
CEO & Director
(DIN: 03409208)



Anurag Agrawal
Director
(DIN: 02385780)

Place: Mumbai

Date: 25th August, 2014

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
7th Floor, Block III, White House
Kundan Bagh, Begumpet
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Independent Auditor's Report

To the Members of Jain Sons Finlease Limited

Report on the Financial Statements

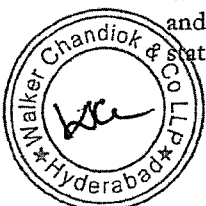
1. We have audited the accompanying financial statements of Jain Sons Finlease Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for 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 notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India as applicable to a Non-Banking Financial Company. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



Chartered Accountants

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

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4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

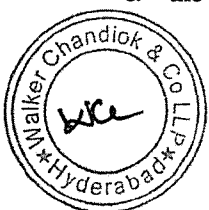
6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, in the case of:
 - i) the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
 - ii) the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - iii) the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

7. We draw attention to note 23 to the financial statements, regarding transactions with related parties, covered under Section 295 and 297 of the Act, which require prior approval of the Central Government. In this regard, the Company has filed application to the Central Government for regularization of these transactions which is pending as on date. Pending final outcome of the said matter, the financial impact, if any, of such non-compliance is presently not ascertainable. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
9. As required by sub-section (3) of Section 227 of the Act, we report that:
 - a. we have 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 appears from our examination of those books;
 - c. the financial statements dealt with by this report are in agreement with the books of account;



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- d. in our opinion, the financial statements comply with the Accounting Standards notified under the Act, read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
- e. on the basis of written representations received from the directors, as on 31 March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sanjay Kumar Jain

per Sanjay Kumar Jain
Partner
Membership No.: 207660



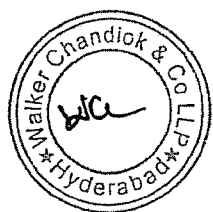
Place: Hyderabad
Date: 25 August 2014

Walker Chandiook & Co LLP

Annexure 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 2014

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, we report that:

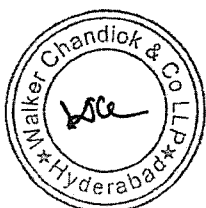
- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) In our opinion, a substantial part of fixed assets has not been disposed off during the year.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 4(ii) of the Order are not applicable.
- (iii) (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(b) to 4(iii)(d) of the Order are not applicable.
- (e) The Company has taken unsecured loan from one party covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year is ₹5,000,000 and the year-end balance is ₹5,000,000.
- (f) In our opinion, the rate of interest and other terms and conditions of loan taken by the Company are not, *prima facie*, prejudicial to the interest of the Company.
- (g) In respect of loan taken, repayment of the principal amount and the interest is regular.
- (iv) Owing to the nature of its business, the Company does not maintain any physical inventories or sell any goods. Accordingly, clause 4(iv) of the Order with respect to purchase of inventories and sale of goods is not applicable. In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under Section 301 of the Act have been so entered.
- (b) In our opinion, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time except for certain transactions where owing to the unique and specialized nature of the items involved and in the absence of any comparable prices, we are unable to comment as to whether the transactions made in pursuance of such contracts or arrangements have been made at the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.



Walker Chandiook & Co LLP

Annexure 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 2014

- (viii) To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act, in respect of services rendered by the Company. Accordingly, the provisions of clause 4(viii) of the Order are not applicable.
- (ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable, *have not been regularly deposited with the appropriate authorities and there have been significant delays in few cases.* 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.
- (b) There are no dues in respect of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (x) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of dues to any financial institution or a bank during the year. The Company did not have any outstanding debentures during the year.
- (xii) In our opinion, the Company has maintained adequate documents and records in respect of loans and advances granted on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 4(xv) of the Order are not applicable.
- (xvi) In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.
- (xvii) In our opinion, no funds raised on a short-term basis have been used for long-term investment by the Company.
- (xviii) During the year, the Company has made preferential allotment of shares to a party covered in the register maintained under Section 301 of the Act. In our opinion, the price at which shares have been issued is not, *prima facie*, prejudicial to the interest of the Company.
- (xix) The Company has neither issued nor had any outstanding debentures during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable.



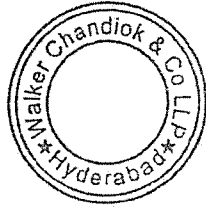
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Annexure to the Independent Auditor's Report of even date to the members of Jain Sons Finlease Limited, on the financial statements for the year ended 31 March 2014

- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm registration No.: 001076N/N500013

Sanjay
per Sanjay Kumar Jain
Partner
Membership No.: 207660



Place: Hyderabad
Date: 25 August 2014

Walker Chandiook & Co LLP

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India

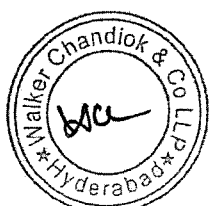
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F +91 40 6630 8230

Auditor's Report

[Pursuant to the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2008]

To
The Board of Directors
Jain Sons Finlease Limited
8-2-682/1, 5th floor
Road no 12, Banjara Hills
Hyderabad - 500034

1. We have audited the financial statements of Jain Sons Finlease Limited (the "Company"), which comprise the Balance sheet as at 31 March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information and have issued a unqualified opinion vide our report dated 25 August 2014.
2. As required by the paragraphs 3 and 4 of Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India ("the RBI") vide Notification No. DNBS. 201/DG(VL)-2008 dated 18 September 2008 (amended from time to time) and based on our audit, we report on the matters as specified in paragraphs 3 and 4 of the said directions:
 - a. The Company is engaged in the business of Non-Banking Financial Institution (without accepting or holding public deposits) and pursuant to the provisions of Section 45(1A) of the Reserve Bank of India Act, 1934 (as amended) it has obtained a certificate of registration vide certificate no. 14.01458 dated 7 January 1999.
 - b. In our opinion, and in terms of the Company's assets and income pattern for the year ended and as at 31 March 2014, the Company is entitled to continue to hold the certificate of registration issued by the RBI.



Chartered Accountants

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

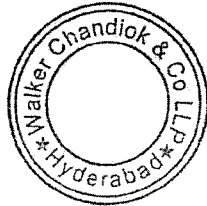
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- c. The Company is not an asset finance company as defined under the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- d. The Company is not a Non-Banking Financial Company – Micro Finance Institution as defined under the Non-Banking Financial Company – Micro Financial Institutions (Reserve Bank) Directions, 2011.
- e. The board of directors of the Company in their meeting held on 11 June 2013 has passed a resolution for non-acceptance of any public deposits during the financial year 1 April 2013 to 31 March 2014.
- f. The Company has not accepted any public deposits during the year ended 31 March 2014.
- g. In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the prudential norms issued by the RBI in relation to recognition of income, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sanjay Kumar Jain
per Sanjay Kumar Jain
Partner
Membership No.: 207660



Place: Hyderabad
Date: 25 August 2014

Jain Sons Finlease Limited
Balance Sheet as at 31 March 2014
 (All amounts in ₹ unless otherwise stated)

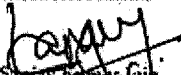
	Notes	31 March 2014	31 March 2013
Equity and liabilities			
Shareholders' funds			
Share capital	3	388,188,270	92,897,230
Reserves and surplus	4	48,176,837	17,350,632
		<u>436,365,107</u>	<u>110,247,862</u>
Non-current liabilities			
Long-term borrowings	5	51,992,766	-
Long-term provisions	6	1,939,280	447,481
		<u>53,932,046</u>	<u>447,481</u>
Current liabilities			
Short-term borrowings	5	121,937,412	-
Short-term provisions	6	7,078,763	3,777,711
Other current liabilities	7	76,870,157	34,490,396
		<u>205,886,332</u>	<u>38,268,107</u>
Total		<u>696,183,485</u>	<u>148,963,450</u>
Assets			
Non-current assets			
Tangible fixed assets	8	1,500,947	302,552
Deferred tax assets (net)	9	1,473,846	391,737
Loan to customers	10	186,671,841	43,091,649
Long-term loans and advances	11	6,290,286	-
		<u>195,936,920</u>	<u>43,785,938</u>
Current assets			
Current investments	12	122,737,933	29,007,716
Cash and bank balances	13	63,592,325	18,310,849
Loan to customers	10	290,439,700	56,035,663
Short-term loans and advances	11	20,205,994	1,494,896
Other current assets	14	3,270,613	328,388
		<u>500,246,565</u>	<u>105,177,512</u>
Total		<u>696,183,485</u>	<u>148,963,450</u>

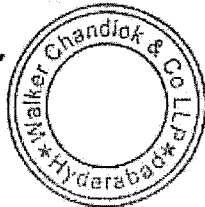
The accompanying notes 1 to 33 form an integral part of these financial statements.

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

Walker Chandiook & Co LLP

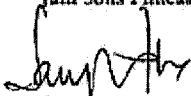
For Walker Chandiook & Co LLP
 (formerly Walker, Chandiook & Co)
 Chartered Accountants

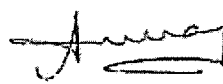

 per Sanjay Kumar Jain
 Partner



Date: 25 August 2014
 Place: Hyderabad

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


 Sanjit Jha
 Director and Chief
 Executive Officer


 Anurag Agrawal
 Director

Date: 25 August 2014
 Place: Mumbai



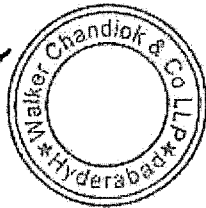
Jain Sons Finlease Limited
Statement of Profit and Loss for the year ended 31 March 2014
(All amounts in ₹ unless otherwise stated)

	Notes	31 March 2014	31 March 2013
Revenue			
Revenue from operations	15	79,298,552	29,609,787
Other income	16	887,145	68,228
Total revenue		80,185,697	29,678,015
Expenses			
Employee benefits expense	17	22,802,743	10,656,303
Finance costs	18	16,108,294	223,998
Depreciation	8	371,815	120,661
Provision for standard assets		3,779,842	909,726
Other expenses	19	15,932,613	6,981,270
Total expenses		58,995,307	18,891,958
Profit before tax		21,190,390	10,786,057
Tax expense			
Current tax		10,377,546	3,932,499
Deferred tax benefit		(1,082,110)	(391,737)
Taxes of earlier years		407,537	-
Profit for the year		11,487,417	7,245,295
Earnings per equity share (EPES)			
	25		
Basic		1.21	1.01
Diluted		1.07	1.00
Nominal value per equity share		10	10

The accompanying notes 1 to 33 form an integral part of these financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

Walker Chandni & Co
For Walker Chandniok & Co LLP
(formerly Walker, Chandniok & Co)
Chartered Accountants

Sanjay
per. Sanjay Kumar Jain
Partner



Date: 25 August 2014
Place: Hyderabad

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

Sanjib Jha
Sanjib Jha
Director and Chief
Executive Officer

Anurag
Anurag Agrawal
Director

Date: 25 August 2014
Place: Mumbai

Jain Sons Finance Limited
Cash Flow Statement for the year ended 31 March 2014
(All amounts in ₹ unless otherwise stated)

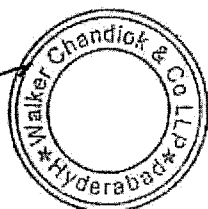
	31 March 2014	31 March 2013
Cash flow from operating activities		
Profit before tax	21,190,390	10,786,057
Adjustments for:		
Depreciation and amortization	371,815	120,661
Provision for standard assets	3,779,842	909,726
Gratuity	56,483	-
Advances written-off	-	2,783,476
Employee stock compensation expense	5,632,044	1,440,756
Operating profit before working capital changes	31,030,574	16,040,676
Increase in loans and advances	(25,001,386)	(696,638)
Increase in loans to customers	(377,984,229)	(66,508,326)
Increase in other current assets	(2,942,225)	(424,653)
Increase in other current liabilities	890,323	34,153,239
Decrease in provisions	-	(68,230)
Cash used in operations	(374,006,943)	(17,503,932)
Income tax paid, net	(9,828,556)	(618,879)
Net cash used in operating activities (A)	(383,835,499)	(18,122,811)
Cash flow from investing activities		
Proceeds from sale of units of mutual fund	336,169,921	96,531,576
Purchase of units of mutual fund	(429,900,138)	(94,478,900)
Purchase of fixed assets	(1,570,210)	(279,582)
Investment in fixed deposit	(29,576,097)	(10,000)
Net cash flow from/(used in) investing activities (B)	(124,876,524)	1,763,094
Cash flow from financing activities		
Proceeds from issue of shares	319,999,973	35,680,000
Share issue expenses	(11,002,189)	(2,432,000)
Proceeds from borrowings	279,500,016	-
Repayment of borrowings	(64,080,398)	-
Net cash flow from financing activities (C)	524,417,402	33,248,000
Net increase in cash and cash equivalents (A+B+C)	15,705,379	16,888,283
Cash and cash equivalents at the beginning of the year	18,300,849	1,412,566
Cash and cash equivalents at the end of the year	34,006,228	18,300,849
Note 1: Interest paid	12,080,660	-
Note 2: Interest received on loans	40,114,623	7,180,323

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

Walker Chandni Group
For Walker Chandni & Co LLP
(formerly Walker, Chandni & Co)
Chartered Accountants

per Sanjay Kumar Jain
Partner

Date: 25 August 2014
Place: Hyderabad



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

Sanjib Jha

Sanjib Jha
Director and Chief Executive Officer

Date: 25 August 2014
Place: Mumbai

Amurag Agrawal

Amurag Agrawal
Director



Jain Sons Finlease Limited
Summary of significant accounting policies and other explanatory information
(All amounts in ₹ unless otherwise stated)

1. Company overview

Jain Sons Finlease Limited ("the Company") is a limited liability company incorporated under the provisions of the Companies Act, 1956 of India ("the Act"). 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"). Effective 23 December 2011, the Company is a subsidiary of Intellectual Capital Advisory Services Private Limited ("ICAP") and is engaged in the business of lending to Small and Medium Enterprises ("SME").

2. Summary of significant accounting policies

a. Basis of preparation of financial statements

The financial statements are prepared under historical cost convention in accordance with the generally accepted accounting principles in India ("Indian GAAP") which includes Accounting Standards ("AS") prescribed in the Companies (Accounting Standard) Rules, 2006 (as amended), the provisions of the Act and the Companies Act, 2013 (to the extent applicable), pronouncements of the Institute of Chartered Accountants of India ("ICAI"), 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 applied by the Company are consistent with those used in the prior period.

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 VI to the Act. Based on the nature of work and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, 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.

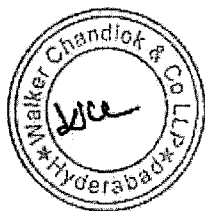
b. Use of estimates

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 advances, 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.

c. Tangible fixed assets

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.



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Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

d. Depreciation

Depreciation on fixed assets is provided on written down value method based on the useful life of the assets as estimated by management which coincides with the rates prescribed under Schedule XIV, to the Act. Depreciation on sale of fixed assets is provided for up to the date of sale. Individual assets costing less than or up to ₹5,000 are depreciated fully in the year of purchase.

Asset category	Depreciation rates
Computer	40.00 %
Office equipment	13.91 %

e. Impairment

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.

f. 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.

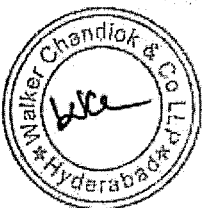
- Interest on loans is recognised on accrual basis, except in the case of non-performing assets, where interest is recognised upon realisation, in accordance with the directives of "Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007" ("Prudential Norms").
- Loan processing fees is accounted for up-front when it becomes due.
- Profit/loss on the sale of investments is computed on the basis of weighted average cost of investments and recognized at the time of actual sale/redemption.
- Dividend is recognized when the right to receive the payment is established.
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

g. Asset classification and provisioning

Loans are classified as follows:

Particulars	Criteria
Standard assets	Overdue < 180 days
Non-performing assets	
- Sub-standard assets	Overdue for 180 days or more to 730 days
- Doubtful assets	Overdue > 730 days
- Loss assets	As identified by the Company/external auditors/RBI

Note: Overdue refers to interest and/or instalment remaining unpaid from the day it became receivable.



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Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

Provision for loan portfolio	
Asset classification	Provision
Standard assets	1 %
Non-performing assets:	
- Sub-standard assets	10 %
- Doubtful assets	100 %
- Loss assets	Write-off

h. 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.

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.

i. Employee benefits

Gratuity

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.

j. Foreign currency transactions and translation

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.

k. Taxes

Tax expense comprises of current and deferred tax.

Current tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.



Jain Sons Finlease Limited
Summary of significant accounting policies and other explanatory information
(All amounts in ₹ unless otherwise stated)

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.

l. Employee share based payments

Measurement and disclosure of the employee share-based payment plans is done in accordance with the guidance note on "Accounting for Employee Share-based Payments", issued by the ICAI. The excess of intrinsic value of the stock on the date of grant over the exercise price of the option is recognized as expense in the statement of profit and loss on straight-line method over the vesting period. The accumulated amortized portion of cost is shown under employee share based payment outstanding account.

m. 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.

n. Grants

Grants from charitable organizations are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Grants are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Other grants with no further costs are recognized in the statement of profit or loss in the period in which they become receivable.

o. Earnings per equity share

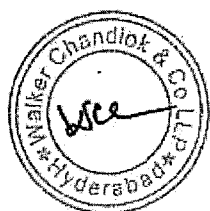
Basic earnings per equity share are calculated by dividing the net profit (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per equity share, the net profit or loss for the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

p. 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.

q. Provisions and contingent liabilities

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.



Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

3. Share capital

	31 March 2014		31 March 2013	
	Number	Amount	Number	Amount
Authorized				
Equity shares of ₹10 each	17,500,000	175,000,000	10,000,000	100,000,000
0.001% Compulsory Convertible Preference Shares ("CCPS") of ₹20 each	2,000,000	40,000,000	2,000,000	40,000,000
0.001% Series B1 Compulsory Convertible Preference Shares ("CCPS") of ₹100 each	2,500,000	250,000,000	-	-
0.001% Series B2 Compulsory Convertible Preference Shares ("CCPS") of ₹100 each	300,000	30,000,000	-	-
	<u>22,300,000</u>	<u>495,000,000</u>	<u>12,000,000</u>	<u>140,000,000</u>
Issued, subscribed and fully paid-up				
Equity shares of ₹10 each	10,819,347	108,193,470	9,289,723	92,897,230
0.001% Series B1 CCPS of ₹100 each	2,499,948	249,994,800	-	-
0.001% Series B2 CCPS of ₹100 each	300,000	30,000,000	-	-
	<u>13,619,295</u>	<u>388,188,270</u>	<u>9,289,723</u>	<u>92,897,230</u>

a) Reconciliation of equity share capital

	31 March 2014		31 March 2013	
	Number	Amount	Number	Amount
Balance at the beginning of the year	9,289,723	92,897,230	7,000,001	70,000,010
Add: Allotted during the year	99	990	2,289,722	22,897,220
Add: Allotment of shares pursuant to ESOP	560,000	5,600,000	-	-
Add: Allotment made on conversion of CCPS into equity during the year	969,525	9,695,250	-	-
Balance at the end of the year	<u>10,819,347</u>	<u>108,193,470</u>	<u>9,289,723</u>	<u>92,897,230</u>

b) Terms and rights attached to equity shares

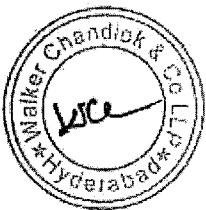
The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders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

c) Reconciliation of CCPS

	31 March 2014		31 March 2013	
	Number	Amount	Number	Amount
0.001% CCPS of ₹20 each				
Balance at the beginning of the year	-	-	-	-
Add: Allotted during the year	2,000,000	40,000,000	-	-
Less: Converted into equity share capital	(2,000,000)	(40,000,000)	-	-
Balance at the end of the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

	31 March 2014		31 March 2013	
	Number	Amount	Number	Amount
0.001% Series B1 CCPS of ₹100 each				
Balance at the beginning of the year	-	-	-	-
Add: Allotted during the year	2,499,948	249,994,800	-	-
Balance at the end of the year	<u>2,499,948</u>	<u>249,994,800</u>	<u>-</u>	<u>-</u>



[Handwritten Signature]

Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

	31 March 2014		31 March 2013	
	Number	Amount	Number	Amount
0.001% Series B2 CCPS of ₹100 each				
Balance at the beginning of the year	-	-	-	-
Add: Allotted during the year	300,000	30,000,000	-	-
Balance at the end of the year	300,000	30,000,000	-	-

d) Terms and rights attached to CCPS of ₹20 each

The Company has allotted non-cumulative 2,000,000 CCPS of face value ₹20 each fully paid-up at par to Michael & Susan Dell Foundation. CCPS carry dividend of 0.001% per annum.

Pursuant to the terms of Shareholders Agreement ("SHA") dated 7 February 2013 between the Company, ICAP ("Promoter"), Mr. Vineet Rai ("Promoter"), Michael & Susan Dell Foundation ("the investors") and Mr. Sanjib Kumar Jha, Chief Executive Officer and Key Person ("CEO"), CCPS shall be compulsorily convertible into equity share of ₹10 each fully paid-up at a price as set out in SHA, at any time within 2 years from the date of issue, at the option of holder. 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. During the year, the Company has converted the CCPS into 969,525 equity shares of ₹10 each fully paid-up at a premium of ₹31.26 each share. Each CCPS holder shall be entitled to participate along with the equity share holders in any dividends declared by the Company on the equity shares, as if such CCPS have been converted to equity shares.

e) Terms and rights attached to CCPS of ₹100 each

The Company has allotted non-cumulative 2,499,948 CCPS and 300,000 CCPS of face value ₹100 each fully paid-up at par to ON Mauritius and Michael & Susan Dell Foundation respectively. 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.

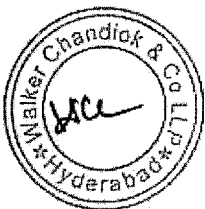
Pursuant to the terms of Shareholders Agreement dated 18 February 2014 between the Company, ICAP, Promoter, investors, ON Mauritius Mauritius ("the investors") and CEO, CCPS shall be compulsorily convertible into equity share of ₹10 each fully paid-up at a premium of ₹42.25 each share. The CCPS shall be mandatorily convertible into equity shares at any time before 22 March 2019 at the option of the CCPS holder. 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. Each CCPS holder shall be entitled to participate along with the equity share holders in any dividends declared by the Company on the equity shares, as if such CCPS have been converted to equity shares.

f) Details of equity shares held by holding company and its subsidiaries

	31 March 2014		31 March 2013	
	Number	Amount	Number	Amount
ICAP	5,999,995	59,999,950	5,999,995	59,999,950
IntelleCash Microfinance Network Company Private Limited, a subsidiary of the holding company ("IntelleCash")	1,000,000	10,000,000	1,000,000	10,000,000

g) Shareholders holding more than five percent of paid-up equity share capital

	31 March 2014		31 March 2013	
	Number	% holding	Number	% holding
ICAP	5,999,995	55.46%	5,999,995	64.59%
IntelleCash	1,000,000	9.24%	1,000,000	10.76%
Michael & Susan Dell Foundation	2,691,247	24.87%	1,721,722	18.53%
Sanjib Kumar Jha	810,001	7.49%	-	-



Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

h) Shareholders holding more than five percent of paid-up 0.001% Series B1 CCPS of ₹100 each fully paid-up

	31 March 2014		31 March 2013	
	Number	% holding	Number	% holding
ON Mauritius	2,499,948	100.00%	-	-

i) Shareholders holding more than five percent of paid-up 0.001% Series B2 CCPS of ₹100 each fully paid-up

	31 March 2014		31 March 2013	
	Number	% holding	Number	% holding
Michael & Susan Dell Foundation	300,000	100.00%	-	-

j) Shares issued for a consideration other than in cash

The issued, subscribed and fully paid-up share capital as at 31 March 2014 includes 560,000 (31 March 2013: Nil) equity shares of ₹10 each fully paid-up, allotted pursuant to contract for consideration other than cash during the period of five years immediately preceding the reporting date.

k) Shares reserved for issue under options

Employee share based payment

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

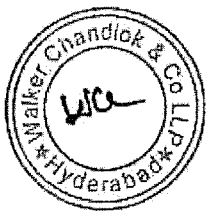
Of these, the Board has identified 560,000 equity shares for allotment to Mr. Sanjib Kumar Jha, Chief Executive Officer ("CEO") of the Company for no consideration. These shares have been vested and allotted by the board in its meeting held on 17 December 2013.

The balance 280,889 equity shares shall be allotted to eligible employees of the Company based on recommendation of CEO and approval of the Board.

The Company has considered ₹12.63 as intrinsic value of each equity share for the purpose of recording share based employee compensation.

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 and also as the cost of share based payment does not form a significant part of the total cost, the pro forma disclosures regarding impact of fair value method on the reported net profit and earnings per equity share is not considered necessary.

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Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
(All amounts in ₹ unless otherwise stated)

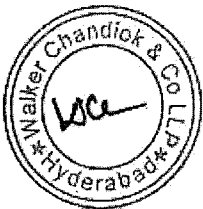
4. Reserves and surplus

	31 March 2014	31 March 2013
Statutory reserve fund		
Balance at the beginning of the year	1,450,481	1,422
Add: Transfer from statement of profit and loss	2,297,483	1,449,059
Balance at the end of the year	<u>3,747,964</u>	<u>1,450,481</u>
Securities premium account		
Balance at the beginning of the year	10,350,780	-
Add: Premium on issue of shares	30,308,933	12,782,780
Add: Premium on ESOPs exercised	1,472,800	-
Less: Share issue expenses	11,002,189	2,432,000
Balance at the end of the year	<u>31,130,324</u>	<u>10,350,780</u>
Employee stock options outstanding account		
Balance at the beginning of the year	1,440,756	-
Less: Shares issued during the year	(1,440,756)	1,440,756
Balance at the end of the year	<u>-</u>	<u>1,440,756</u>
Surplus/(deficit) in the statement of profit and loss		
Balance at the beginning of the year	4,108,615	(1,687,621)
Add: Profit for the year	11,487,417	7,245,295
Less: Transferred to statutory reserve fund	(2,297,483)	(1,449,059)
Balance at the end of the year	<u>13,298,549</u>	<u>4,108,615</u>
	<u><u>48,176,837</u></u>	<u><u>17,350,632</u></u>

In accordance with the provision of Section 45 IC of the Reserve Bank of India Act, 1934 the Company being an NBFC is required to transfer at least 20% of net profit after tax for the year to a statutory reserve fund. Appropriations refers to transfer made during the year.

5. Borrowings

	31 March 2014	31 March 2013
Long-term (Secured)		
Loan from banks	37,092,842	-
Term loan from others	56,389,364	-
Less: Current maturities of long-term borrowings (Refer note 7)	(41,489,440)	-
	<u>51,992,766</u>	<u>-</u>
Short-term		
Loan from others (Secured)	116,937,412	-
Loan from related party (Unsecured)	5,000,000	-
	<u>121,937,412</u>	<u>-</u>
	<u><u>173,930,178</u></u>	<u><u>-</u></u>



Jain Sons Finlease Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

(a) Nature of security and interest rate

Long-term borrowings:

Loan from banks amounting to ₹37,092,842 (31 March 2013: ₹Nil) is secured by way of hypothecation of book debts created out of the loan amount, equitable mortgage on immovable property of ICAP and corporate guarantee of ICAP. The loan carries interest linked to the bank's prime lending rate, which is currently 13.25% per annum. Further, loans from others amounting to ₹56,389,364 (31 March 2013: ₹Nil) is secured by way of hypothecation of book debts created out of the loan amount and cash deposits with respective lenders. The interest on loan ranges from 15% to 16% per annum.

Short-term borrowings:

Loan amounting to ₹116,937,412 (31 March 2013: ₹Nil) is secured by way of hypothecation of book debts created out of the loan amount and cash deposits with the respective lenders. The loan carries interest linked to the lender lending rate, and ranges from 15% to 16% per annum.

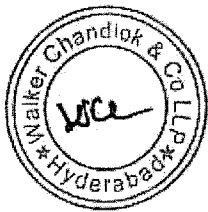
Unsecured loan taken from related party carries an interest rate of 15% per annum.

(b) Repayment schedule

	31 March 2014	31 March 2013
Up to 1 year	163,426,836	-
2 to 5 years	51,992,782	-
	<u>215,419,618</u>	<u>-</u>

6. Provisions

	31 March 2014	31 March 2013
Long-term		
Provision for gratuity	72,562	16,565
Contingent provision against standard assets	1,866,718	430,916
	<u>1,939,280</u>	<u>447,481</u>
Short-term		
Provision for gratuity	486	-
Contingent provision against standard assets	2,904,397	560,357
Provision for tax (net of advance tax)	4,173,880	3,217,354
	<u>7,078,763</u>	<u>3,777,711</u>
Provision against standard assets		
Balance at the beginning of the year	991,273	81,547
Add: Charged during the year	4,364,630	978,775
Less: Reversed during the year	(584,788)	(69,047)
Balance at the end of the year	<u>4,771,115</u>	<u>991,273</u>



Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

The following table set out the status of the gratuity plan as required under AS - 15 - Employee Benefits and the reconciliation of opening and closing balances of the present value and defined benefit obligation.

Expense recognised in the statement of profit and loss

	31 March 2014	31 March 2013
Current service cost	59,882	2,896
Interest cost on benefit obligation	1,408	7,207
Net actuarial (gain) / loss	(4,807)	(78,331)
Net expense	<u>56,483</u>	<u>(68,228)</u>

Actual return on plan assets

Changes in present value of the defined benefit obligation for gratuity

	31 March 2014	31 March 2013
Opening defined benefit obligation	16,565	84,793
Interest cost	1,408	7,207
Current service cost	59,882	2,896
Actuarial (gains)/ losses on obligations	(4,807)	(78,331)
Closing defined benefit obligation	<u>73,048</u>	<u>16,565</u>

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

	31 March 2014	31 March 2013
Discounting rate (per annum)	9.19%	8.50%
Increase in compensation cost	5.00%	5.00%
Attrition rate	20.00%	20.00%
Retirement age (years)	58	58

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors.

7. Other current liabilities

	31 March 2014	31 March 2013
Current maturities of long-term borrowings	41,489,440	-
Interest accrued but not due	2,675,920	-
Statutory liabilities	4,484,559	5,723,614
Other liabilities	4,629,000	3,839,012
Dues to holding company	6,555,856	128,687
Unearned income	17,035,382	24,799,083
	<u>76,870,157</u>	<u>34,490,396</u>

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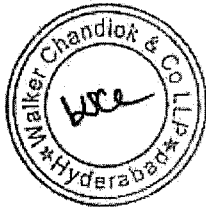
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Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

8. Tangible fixed assets

	Computers	Office equipment	Total
Gross block			
As at 1 April 2012	114,865	40,098	154,963
Additions	268,681	10,900	279,581
As at 31 March 2013	383,546	50,998	434,544
Additions	764,325	805,885	1,570,210
Disposals	-	-	-
As at 31 March 2014	1,147,871	856,883	2,004,754
Depreciation			
Up to 1 April 2012	10,726	605	11,331
Charge for the year	114,890	5,771	120,661
Up to 31 March 2013	125,616	6,376	131,992
Charge for the year	311,077	60,738	371,815
Disposals	-	-	-
Up to 31 March 2014	436,693	67,114	503,807
Net block			
As at 31 March 2014	711,178	789,769	1,500,947
As at 31 March 2013	257,930	44,622	302,552

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Jain Sons Finance Limited
 Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

	31 March 2014	31 March 2013
9. Deferred tax assets (net)		
Deferred tax liability		
On account of		
Fixed assets	97,842	31,043
Deferred tax assets		
On account of		
Provision for loan	1,547,988	321,619
Others	23,700	101,161
Deferred tax assets, net	1,473,846	391,737
10. Loan to customers (Considered good)		
	31 March 2014	31 March 2013
Non-current		
Secured	151,029,969	30,319,318
Unsecured*	35,641,872	12,772,331
	186,671,841	43,091,649
Current		
Secured	199,191,410	15,331,541
Unsecured**	91,248,290	40,704,122
	290,439,700	56,035,663
	477,111,541	99,127,312

Represents standard assets classified in accordance with the RBI Prudential Norms.

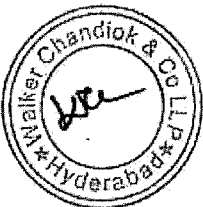
* includes ₹Nil (31 March 2013: ₹5,272,331) due from Electronic Payment and Services Private Limited, in which Mr. Vineet Chandra Rai, director of the Company is a director.

** includes dues from the following companies in which Mr. Vineet Chandra Rai, director of the Company is a director.

Electronic Payment and Services Private Limited	18,464,708	14,454,122
Milk Mantra Dairy Private Limited	15,000,000	10,000,000

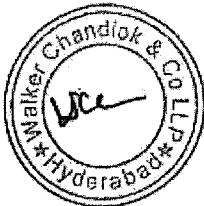
	31 March 2014	31 March 2013
11. Loans and advances (Unsecured, considered good)		
Long-term		
Collateral security given to lenders	5,890,286	-
Deposits	400,000	-
	6,290,286	-
Short-term		
Collateral security given to lenders	14,450,000	-
Advances recoverable in cash or in kind or for value to be received*	3,564,123	1,148,530
CENVAT credit receivable	165,979	-
Prepaid expenses	2,025,892	-
Deposits	-	346,366
	20,205,994	1,494,896

*includes ₹2,816,835 (31 March 2013: ₹1,000,000) due from Mr. Sanjay Kumar Jha, Director of the Company.



Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

	31 March 2014	31 March 2013
12. Current investments		
(Unquoted, non-trade)		
Nil (31 March 2013: 22,517.94) units of Axis Liquid Fund- Institutional Growth		29,007,716
121,328.11 (31 March 2013: Nil) units of Kotak Floater Short Term - Daily dividend	122,737,933	
	<u>122,737,933</u>	<u>29,007,716</u>
Aggregate amount of:		
Unquoted investments	122,737,933	29,007,716
Market value of unquoted investments	<u>122,737,933</u>	<u>29,271,833</u>
13. Cash and bank balances		
	31 March 2014	31 March 2013
Cash and cash equivalents		
Balances with banks in current accounts	33,996,468	18,297,928
Cash on hand	9,760	2,921
	<u>34,006,228</u>	<u>18,300,849</u>
Other bank balances		
Fixed deposits with bank (with maturity of less than 12 months)*	29,586,097	10,000
	<u>63,592,325</u>	<u>18,310,849</u>
* includes ₹9,575,000 (31 March 2013: ₹Nil) held as collateral against the borrowings.		
14. Other current assets (Unsecured, considered good)		
	31 March 2014	31 March 2013
Accrued interest	554,999	28,767
Interest receivable on loans	2,715,614	299,621
	<u>3,270,613</u>	<u>328,388</u>
15. Revenue from operations		
	31 March 2014	31 March 2013
Interest income from loan to customers	42,530,616	7,479,944
Other financial services		
Loan processing fees	5,872,500	950,000
Gain on sale of investments	1,478,241	2,543,424
Dividend income	760,051	-
Interest on cash collaterals	509,189	-
Sale of services		
Grant income	28,147,955	18,636,419
	<u>79,298,552</u>	<u>29,609,787</u>

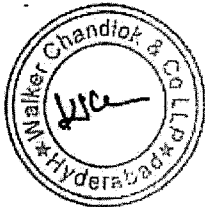


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Jain Sons Finance Limited
 Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

	31 March 2014	31 March 2013
16. Other income		
Interest income on fixed deposits	690,518	-
Miscellaneous income	196,627	68,228
	<u>887,145</u>	<u>68,228</u>
17. Employee benefits expense		
	31 March 2014	31 March 2013
Salaries and wages	15,357,094	8,721,107
Employee share based payment	5,632,044	1,440,756
Gratuity	56,483	-
Staff welfare expenses	1,757,122	494,440
	<u>22,802,743</u>	<u>10,656,303</u>
18. Finance costs		
	31 March 2014	31 March 2013
Interest expense	14,756,580	-
Interest on delayed payment of taxes	342,216	223,998
Other borrowing costs	1,009,498	-
	<u>16,108,294</u>	<u>223,998</u>
19. Other expenses		
	31 March 2014	31 March 2013
Rent	1,866,100	1,394,080
Office expenses	1,798,514	169,305
Legal and professional fees	3,364,018	945,062
Rates and taxes	3,842,121	8,523
Communication expenses	302,188	188,091
Travelling and conveyance	3,230,369	964,287
Printing and stationery	159,688	64,111
Advances written-off	65,933	2,783,476
Directors sitting fees	80,000	-
Payments to the auditor		
- As auditors	670,000	200,000
Miscellaneous expenses	553,682	264,335
	<u>15,932,613</u>	<u>6,981,270</u>

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Jain Sons Finlease Limited
 Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

26. Related party disclosures

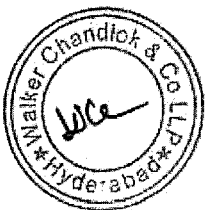
a) Name of the related parties and relationship

Name of the parties	Nature of relationship
ICAP	Holding company
IntelleCash	Fellow subsidiary
Intellectap Software Technologies Private Limited ("ISTPL")	Fellow subsidiary
Michael & Susan Dell Foundation	Entity having significant influence over the Company
Sanjib Kumar Jha	Key management personnel (KMP)

b) Transactions during the year

	31 March 2014	31 March 2013
ICAP		
Support charges	1,860,312	111,960
Advisory services fees	7,471,940	674,160
Reimbursement of expenses incurred on behalf of the Company	1,005,194	535,354
IntelleCash		
Shared service agreement	-	201,886
Reimbursable expenses incurred on behalf of the Company	5,768	175,643
Loan taken	5,000,000	-
Interest expense	499,317	-
Intellectap Software Technologies Private Limited		
Rent	1,392,463	-
Sanjib Kumar Jha		
Remuneration and other employee benefits	4,403,115	1,583,336
Employee stock option	7,072,800	-
Equity investment	-	2,500,000
Salary advance	-	1,000,000
Reimbursable expenses incurred on behalf of the Company	-	49,610
Reimbursable expenses incurred by the Company	2,998,695	21,125
Michael & Susan Dell Foundation		
Investment in share capital	70,000,000	-

Note: ICAP has given corporate guarantee and mortgaged its immovable property for a loan of ₹50,000,000 (31 March 2013: ₹Nil) sanctioned to the Company. The balance payable as at 31 March 2014 is ₹37,092,842 (31 March 2013: ₹Nil).



Jain Sons Finlease Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

c) Balances receivable/(payable)

	31 March 2014	31 March 2013
ICAP	(6,555,856)	(128,687)
Sanjib Kumar Jha	2,846,835	750,000
IntelleCash	(5,109,110)	-

21. The Company has entered into cancellable operating lease arrangements in respect of its office premises. These lease arrangements are for a period of one year and may be extended for such future periods as mutually agreed at the option of the lessee.

The lease expense for cancellable operating leases during the year ended 31 March 2014 is ₹1,866,100 (31 March 2013: ₹1,394,080)

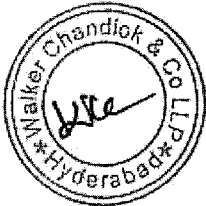
22. Loans sanctioned but not disbursed as at 31 March 2014 amounts to ₹87,000,000 (31 March 2013: 45,000,000).

23. Compliance with Section 295 and Section 297 of the Act

In accordance with Section 295 and Section 297 of the Act, the Company shall obtain prior approval of the Central Government to make any loan or enter into certain transactions with specified related parties. The Company has entered into certain transactions with the related parties and accordingly has made necessary application for compounding of the contravention of not obtaining prior approvals of the Central Government. The loan was granted in the ordinary course of lending activity of the Company and other transactions were entered in the normal course of the business, hence the management is confident of receiving necessary approvals. The ultimate outcome of the matter cannot be presently determined and no provision for any liability that may result has been made in the accompanying financial statements. The details of such loan granted and transactions are as follows:

- (a) Loans aggregating to ₹11,500,000 (31 March 2013: ₹22,000,000) given during the year to Electronic Payment and Services Private Limited covered under Section 295 of the Act. The closing balance as at 31 March 2014 is ₹11,724,293 (31 March 2013: ₹19,726,453) of which ₹11,724,293 (31 March 2013: ₹5,272,331) is included in current and ₹ Nil (31 March 2013: ₹14,454,122) is non-current assets.
- (b) Legal and professional fee of ₹8,146,100 (31 March 2013: ₹674,160) paid to ICAP covered under Section 297 of the Act.
- (c) Shared services of ₹336,886 (31 March 2013: ₹336,886) paid to IntelleCash covered under Section 297 of the Act.

24. The Company has received overseas funding in the form of 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.



Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

25. Earnings per equity share [EPES]

a) Computation of profit for the year

	31 March 2014	31 March 2013
Profit for the year	11,487,417	7,245,295
Less: Dividend on CCPS (including dividend distribution tax)	-	-
Profit attributable to equity shareholders	11,487,417	7,245,295
Profit attributable to equity shareholders for computation of basic and diluted EPES	11,487,417	7,245,295

b) Computation of weighted average number of equity shares in computation of basic and diluted earnings per equity share

	31 March 2014	31 March 2013
Weighted average number of shares considered for computation of basic EPES	9,507,103	7,138,985
Add: Effect of potential dilutive shares	1,228,946	114,074
Weighted average number of shares considered for computation of diluted EPES	10,736,049	7,253,059

c) Earnings per equity share [EPES]

Basic	1.21	1.01
Diluted	1.07	1.00

26. Earnings in foreign currency (accrual basis)

	31 March 2014	31 March 2013
Grant income (including service tax)	31,627,042	20,939,880

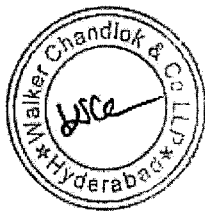
27. Expenditure in foreign currency (accrual basis)

	31 March 2014	31 March 2013
Training and conference fees	501,467	280,250

28. Based on information available with the Company, as at 31 March 2014, there are no suppliers who are registered as micro and small enterprises under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006.

29. Segment reporting

Based on the Company's business model and considering the internal financial reporting to the management, "Lending to SMEs" 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.



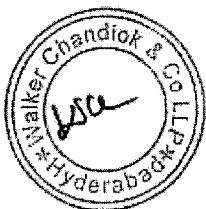
Jain Sons Finlease Limited

Summary of significant accounting policies and other explanatory information
(All amounts in ₹ unless otherwise stated)

30. Additional disclosures pursuant to Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007) issued by RBI

		<u>31 March 2014</u>	
		<u>Amount outstanding</u>	<u>Amount overdue</u>
Liabilities side:			
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:		
	(a) Debentures		
	Secured	-	-
	Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans, including interest accrued but not paid	56,921,486	-
	(d) Inter-corporate loans and borrowing	5,109,110	-
	(e) Commercial Paper	-	-
	(f) Other Loans - from banks and financial institutions	<u>156,064,927</u>	-
			<u>31 March 2014</u>
Assets side:			
(2)	Break up of Loans and advances including receivable:		
	a) Secured, gross		350,221,379
	b) Unsecured, gross		<u>126,890,162</u>
(3)	Break up of Leased Assets		
	(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		<u>-</u>
(4)	Breakup of investments (long-term unquoted equity)		
	Current Investments :		
	1. Quoted		
	(i) Shares :		

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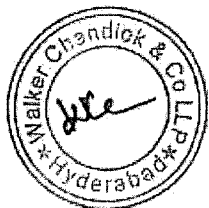


Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

(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	122,737,933
(iv) Government Securities	-
(v) Others	-
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	-

(5) Borrower group-wise classification of assets financed as in (2) and (3)	<u>Net of provision as at 31 March 2014</u>		
	<u>Secured</u>	<u>Unsecured</u>	<u>Total</u>
1. Related parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) other related parties	-	-	-
2. Other than related parties	350,221,379	126,890,162	477,111,541
Total	<u>350,221,379</u>	<u>126,890,162</u>	<u>477,111,541</u>

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Jain Sons Finance Limited
Summary of significant accounting policies and other explanatory information
 (All amounts in ₹ unless otherwise stated)

- (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)
1. Related parties	-	-
2. Other than related parties	<u>122,737,933</u>	<u>122,737,933</u>
Total	<u>122,737,933</u>	<u>122,737,933</u>

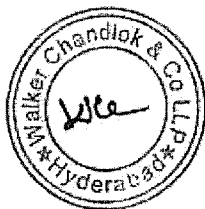
31 March 2014

- (7) Other information
- (i) Gross non-performing assets
 - (a) Related parties
 - (b) Other than related parties
 - (ii) Net non-performing assets
 - (a) Related parties
 - (b) Other than related parties
 - (iii) Assets acquired on satisfaction of debt

31. Additional information as required under paragraph 5 of the part II of the Schedule VI to the Act to the extent either 'Nil' or 'Not Applicable' has not been furnished.

32. Change of name, registered address and status

The Company has submitted applications with registrar of companies for change of name to Intellegrow Finance Company Private Limited and conversion from public company to a private company. The said changes are subject to the approval of the RBI. The Company is in the process of obtaining requisite approval from the RBI.



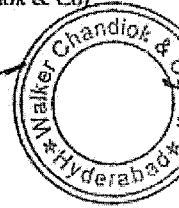
Jain Sons Finlease Limited
Summary of significant accounting policies and other explanatory information
(All amounts in ₹ unless otherwise stated)

33. Previous year's figures have been regrouped/rearranged to confirm 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.

Walker Chandni Resale
For Walker Chandniok & Co LLP
(formerly Walker, Chandniok & Co)
Chartered Accountants

[Signature]
per Sanjay Kumar Jain
Partner



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

[Signature]
Sanjib Jha
Director and Chief
Executive Officer

[Signature]

Anurag Agrawal
Director

Place: Hyderabad
Date: 25 August 2014

Place: Mumbai
Date: 25 August 2014

