

ANNUAL REPORT OF JAIN SONS FINLEASE LIMITED 2016 - 2017

BOARD OF DIRECTORS:

Vineet Chandra Rai

Rakesh Rewari

Bhama Krishnamurthy

Pradeep Pursnani

Anuradha Ramachandran

Anurag Agrawal

Sanjib Kumar Jha (resigned on 30-Sep-2016)

Akbar Khan

Arvind Kodikal

Aleem Remtula

Chairman

Independent Director

Independent Director

Nominee Director

Nominee Director

Director

Director & CEO

Chief Executive Officer (w.e.f. 07-Nov-2016) &

Additional (Executive) Director (w.e.f. 24-May-2017)

Additional (Nominee) Director (w.e.f. 24-May-2017)

Additional (Nominee) Director (w.e.f. 24-May-2017)

KEY MANAGERIAL PERSONNEL:

Akbar Khan

Nitin Agrawal

Chirag Desai

Chief Executive Officer

Deputy Chief Executive Officer & Chief Financial Officer

Company Secretary

BANKERS:

Kotak Mahindra Bank

DEBENTURE TRUSTEE:

Catalyst Trusteeship Limited

GDA House, Plot No. 85, Bhusari Colony, Paud Road,

Pune – 411 038

REGISTRAR AND SHARE TRANSFER AGENT:

For Debentures:

Satellite Corporate Services Pvt. Ltd.

B-302, Sony Apartment,

Opp. St. Jude High School,

90 Feet Road, Jarimari, Sakinaka,

Mumbai – 400072.

STATUTORY AUDITORS:

Walker Chandiok & Co LLP

Chartered Accountants

7th Floor, Block III, White House,

Kundan Bagh, Begumpet,

Hyderabad – 500016, India

REGISTERED OFFICE:

1002, 10th Floor, A Block,

The Platina, Gachibowli,

Hyderabad – 500034, Telangana

Tel: 91-40-4030 0200; Fax: 91-40-4030 0275

Website: www.intellegrow.com

CIN: U65910AP1998PLC088941

CORPORATE OFFICE:

13C, 6th Floor, Techniplex-II IT Park,

Off. Veer Savarkar Flyover,

Goregaon (West), Mumbai – 400062

Tel: 91-22-6195 2700; Fax: 91-22-6195 2702

19th Annual General Meeting of Jain Sons Finlease Limited will be held on Thursday, the 25-May-2017 at 3:00pm at 1002, 10th Floor, A Block, The Platina, Gachibowli, Hyderabad – 500032, Telangana, India

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NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of Jain Sons Finlease Limited will be held on Thursday, the 25-May-2017 at 3:00pm at the Registered Office of the company at 1002, 10th Floor, A Block, The Platina, Gachibowli, Hyderabad – 500032, Telangana, India, to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Accounts for the financial year ended 31-Mar-2017:**
To receive, consider and adopt the Audited Financial Accounts of the company for the financial year ended 31-Mar-2017 together with the reports of the Directors' and Auditors' thereon.
2. **Declaration of final Dividend:**
To declare final dividend on non-cumulative compulsorily convertible preference shares at the rate of 0.001% per annum for the financial year ended 31-Mar-2017.
3. **Re-appointment of Mr. Anurag Agrawal, Director of the company, 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.
4. **Appointment of Walker Chandiook & Co. LLP (having Firm Registration Number: 001076N), Statutory Auditors and fixing of their remuneration:**
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 any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of Walker Chandiook & CO. LLP, Chartered Accountants (having Firm Registration Number: 001076N) as Statutory Auditors of the company from the conclusion of this Annual General Meeting till the conclusion of next Annual general meeting of the company be and is hereby confirmed by the members of the company 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 Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and Mr. Nitin Agrawal, Dy. CEO & CFO and Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

5. **Regularisation of appointment of Mr. Akbar Khan, Additional (Executive) Director & CEO of the company as an Executive Director & CEO:**

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

"RESOLVED THAT pursuant to Sections 152 and 160 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other

applicable provisions, rules as may be applicable (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Akbar Khan (holding DIN: 07657205), whose term of office as an Additional (Executive) Director, pursuant to erstwhile Section 260 of the Companies Act, 2013, expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Executive Director & CEO, be and is hereby appointed as an Executive Director & CEO of the company.

RESOLVED FURTHER THAT the Board of Directors and Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

6. Revision in Remuneration of Mr. Akbar Khan as an Executive Director & CEO of the company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the revision in remuneration of Mr. Akbar Khan, as an Executive Director & CEO of the company w.e.f. 01-Apr-2017 on such terms and conditions as mentioned in below table be and is hereby approved:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs. 72,00,000/-
2	Performance linked variable pay	upto 50% of fixed salary
3	Mediclaime coverage	As per rules of the Company's scheme
4	Leave Encashment	As per rules of the Company's scheme
5	Provident Fund	As per rules of the Company's scheme
6	Telephone expense reimbursement	As per rules of the Company's scheme

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Akbar Khan, as an Executive Director & CEO of the company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

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

RESOLVED FURTHER THAT the Board of Directors and Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

7. Regularisation of appointment of Mr. Arvind Kodikal, Additional (Nominee) Director of the company as a Nominee Director:

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

“RESOLVED THAT pursuant to Sections 152 and 160 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, rules as may be applicable (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Arvind Kodikal (holding DIN: 07623915), whose term of office as an Additional (Nominee) Director, pursuant to erstwhile Section 260 of the Companies Act, 2013, expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Nominee Director, be and is hereby appointed as a Nominee Director of the company.

RESOLVED FURTHER THAT the Board of Directors and Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

8. Regularisation of appointment of Mr. Aleem Remtula, Additional (Nominee) Director of the company as a Nominee Director:

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

“RESOLVED THAT pursuant to Sections 152 and 160 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, rules as may be applicable (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Aleem Remtula (holding DIN: 02872107), whose term of office as an Additional (Nominee) Director, pursuant to erstwhile Section 260 of the Companies Act, 2013, expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Nominee Director, be and is hereby appointed as a Nominee Director of the company.

RESOLVED FURTHER THAT the Board of Directors and Mr. Chirag Desai, Company Secretary of the company, be and are severally hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

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

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

“RESOLVED THAT consent of the members of the company be and is hereby accorded pursuant to 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 Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) at any time.

RESOLVED FURTHER THAT the Board of Directors and Mr. Nitin Agrawal, Dy. CEO & CFO and Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorised persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the company’s bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors and Mr. Nitin Agrawal, Dy. CEO & CFO and Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

11. Approval of Deed of Assignment for transfer of loans in favour of Intellectash Microfinance Network Company 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, consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to enter into a ‘Deed of Assignment’ for assigning two existing loans (i.e. D.S.K. Mobile and Khyati Pharma) of the Company to Intellectash Microfinance Network Company Private Limited, a Company in which Mr. Anurag Agrawal, Director of the Company is interested as Director in the said Intellectash Microfinance Network Company Private Limited on such terms and conditions as mentioned in the said draft deed of assignment.

RESOLVED FURTHER THAT the draft ‘Deed of Assignment’, as placed before the meeting and initialled by the Chairman for the purpose of identifications be and is hereby approved.

RESOLVED FURTHER THAT Mr. Akbar Khan, Executive Director & CEO and Mr. Nitin Agrawal, Dy. CEO and Mr. Sourabh Mantri, AVP-Accounts & Admin and Mr. Chirag Desai, Company Secretary of the Company, be and are severally hereby authorized to sign and execute the said Deed of Assignment and all such papers, writings, documents and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.

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

By Order of the Board of Directors


Chirag Desai

Company Secretary
(Membership No.: A22880)

Mumbai, 24-May-2017

Registered Office:

1002, 10th Floor, A Block,
The Platina, Gachibowli,
Hyderabad – 500 032

CIN: U65910AP1998PLC088941

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
2. Corporate Members are requested to send duly certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the Annual General Meeting of the company.
3. Relevant documents referred to in the accompanying Notice and the statement are open for inspection by the members at the Registered Office of the company during work hours upto the date of Meeting.
4. Members seeking any information with regard to the accounts and operations, are requested to write to the company to enable the Management to keep the information ready at the meeting.
5. Members holding shares in physical form are requested to notify immediately any change in their address to the company.
6. The Register of Directors' and Key Managerial Personnel's Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Director are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the company during work hours upto the date of Meeting.

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 5 to 12 of the accompanying Notice:

Item No. 5 - Regularisation of Appointment of Mr. Akbar Khan as an Executive Director & CEO of the company:

Mr. Akbar Khan holds a MBA degree from the London Business School. He is a Chartered Accountant, having qualified as a member of the Institute of Chartered Accountants in England and Wales. He also holds a BA with First Class in Economics from the Mumbai University.

Mr. Akbar Khan comes with 22 years of experience in the business management, deal origination, transaction structuring and execution and relationship management and spent most of his career in the financial service sector.

Prior to joining the company, he has worked at General Electric where he was a member of the South Asia Leadership team and he was responsible for driving key strategic initiatives and M&A transactions in South Asia and the Middle East.

Based on the recommendation of the members of the Nomination and Remuneration Committee, the Board of Directors of the company has appointed Mr. Akbar Khan as an Additional (Executive) Director & CEO of the company for a period of 3 years w.e.f. 24-May-2017 subject to approval of the members of the company on such terms and conditions as mentioned below:

Sl.	Particulars	Composition
1	Fixed Salary	Rs. 65,00,000/- per annum with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V of the Companies Act, 2013.
2	Performance linked variable pay	Upto 33% of fixed salary
3	Mediclaime coverage	As per rules of the company's scheme
4	Leave Encashment	As per rules of the company's scheme
5	Provident Fund	As per rules of the company's scheme
6	Telephone expense reimbursement	As per rules of the company's scheme

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

Further, pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Akbar Khan holds office as Additional (Executive) Director of the Company upto the date of this Annual General Meeting. The Company has received a notice along with requisite deposit from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Executive Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to as an Executive Director of the company.

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

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

Item No. 6 – Revision in remuneration of Mr. Akbar Khan as an Executive Director & CEO of the company:

Mr. Akbar Khan was appointed as a Chief Executive Officer of the Company w.e.f. 07-Nov-2016 and thereafter was appointed as an Additional (Executive) Director of the company w.e.f. 24-May-2017. Mr. Akbar Khan holds a MBA degree from the London Business School. He is a Chartered Accountant, having qualified as a member of the institute of Chartered Accountants in England and Wales. He also holds a BA with First Class in Economics from the Mumbai University.

Mr. Akbar Khan comes with 22 years of experience in the business management, deal origination, transaction structuring and execution and relationship management and spent most of his career in the financial service sector.

Prior to joining the company, he has worked at General Electric where he was a member of the South Asia Leadership team and he was responsible for driving key strategic initiatives and M&A transactions in South Asia and the Middle East.

Based on recommendation of the members of the Nomination and Remuneration Committee, the Board of Directors of the company has revised the remuneration of Mr. Akbar Khan, Executive Director & CEO of the company w.e.f. 01-Apr-2017 for the remaining tenure of his appointment, subject to approval of the members of the company, as mentioned herein below:

Sl.	Particulars	Composition
1	Fixed Salary	Rs. 72,00,000/- per annum with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V of the Companies Act, 2013.
2	Performance linked variable pay	Upto 50% of fixed salary
3	Mediclaime coverage	As per rules of the company's scheme
4	Leave Encashment	As per rules of the company's scheme
5	Provident Fund	As per rules of the company's scheme
6	Telephone expense reimbursement	As per rules of the company's scheme

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

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

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

Additional Information for Item Nos. 5&6:

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

I. General Information:

1	Nature of Industry	The company is engaged in the business of lending or advancing money either with or without security and to arrange and negotiate loan.
2	Date or expected date of commencement of commercial production	The company is an existing company and is in operation since 1998
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	<u>As on 31-Mar-2017:</u> EPS (basic): Rs.4.74 per share EPS (diluted): Rs.2.41 per share Total Revenues: Rs.45,30,37,960/- Profit After Tax: Rs.5,20,48,825/-
5	Foreign investments or collaborations, if any	Rs 10,00,00,000/- by Michael and Susan Dell Foundation; Rs 40,00,00,015.04/- by ON Mauritius Rs 18,00,00,022.92/- by DWM (International) Mauritius Ltd Rs. 9,00,00,011.46/- Triodos SICAV II Triodos Microfinance Fund Rs. 9,00,00,011.46/- Triodos Custody B.V. INZ. Triodos Fair Share Fund

II. Information about the appointee:

1	Background details	Mr. Akbar Khan comes with 22 years of experience in the business management, deal origination, transaction structuring and execution and relationship management and spent most of his career in the financial service sector. Prior to joining the company, he has worked at General Electric where he was a member of the South Asia Leadership team and he was responsible for driving key strategic initiatives and M& A transactions in South Asia and the Middle East.
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2	Past Remuneration	Fixed Salary: Rs. 65,00,000/- Performance linked variable pay: upto 33% of the fixed amount
3	Recognition or awards	Mr. Akbar Khan is having good experience in the industry in which the company operates.
4	Job profile and his suitability	He is actively involved in the business of the company and manages day to day business activities. He is also responsible for new business development of the company. Taking into consideration his expertise, he is well suited for the responsibilities currently assigned to him by the Board of Directors of the company.
5	Remuneration proposed	Fixed Salary: Rs. 72,00,000/- Performance linked variable pay: upto 50% of the fixed amount
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	At par with the industry standards in which the company operates
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No relationship with any promoter, directors or other managerial personnel.

III. Other Information:

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

Item No. 7 – Appointment of Mr. Arvind Kodikal as a Nominee Director:

Mr. Arvind Kodikal was appointed as Additional (Nominee) Director of the company, as a nominee of Triodos Custody B.V. INZ, Triodos Fair Share Fund (TFSF) and Triodos SICAV II Triodos Microfinance Fund (TMF) w.e.f. 24-May-2017. Mr. Arvind Kodikal holds Masters in Financial Management from Rotterdam School of Management, Erasmus University.

He is presently the senior investment officer at a leading sustainability development focused bank with responsibilities of sourcing, analysing, executing and monitoring private equity and debt transactions within SME/Microfinance and Non-banking finance entities. He is also a member of the Triodos Asian emerging markets investments committee and hold board positions in investee companies. He is specialized in establishing foreign investor structures, impact investment, relationship management and micro-financing. He is also a member of the investment committee for the Asian region of TIM Emerging Markets. He also worked on creating South Asian strategy for the Microfinance group funds, identifying projects for investments.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Arvind Kodikal holds office as such upto the date of this Annual General Meeting. The company has received a notice along with requisite deposit from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Nominee Director.

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

Except, Mr. Arvind Kodikal, being an appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said resolution.

Item No. 8 – Appointment of Mr. Aleem Remtula as a Nominee Director:

Mr. Aleem Remtula was appointed as Additional (Nominee) Director of the company, as a nominee of DWM (International) Mauritius Ltd. w.e.f. 24-May-2017. Mr. Aleem Remtula holds MBA from the Harvard Business School and an A.B. in economics and finance from Princeton University.

Mr. Aleem Remtula is Managing Director in the Private Equity practice at Developing World Markets, an emerging and frontier markets impact investment manager. He has been actively involved with the firm's investment in SMILE Microfinance Ltd and JSC MFO Crystal. He has also spent 10 years in double bottom line and impact investing with firms like the New York city investment fund, bridges ventures and living cities before joining DWM.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Aleem Remtula holds office as such upto the date of this Annual General Meeting. The company has received a notice along with requisite deposit from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Nominee Director.

The Board of Directors hereby recommends the Ordinary Resolution as set out at item no. 8 of the notice for approval of the Members.

Except, Mr. Aleem Remtula, being an appointee, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said resolution.

Item No. 9 & 10 – Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the company and Borrowing Limits under sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013:

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

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013, the company needs to take approval of members of the company for increasing the borrowing powers and authority to create charge / mortgage on the assets of the company to secure the money(ies) borrowed from the financial institutions, banks and other financial entities from time to time. Hence it is proposed to take your approval for a limit upto Rs. 500,00,00,000/- (Rupees Five Hundred Crore only).

The Board of Directors hereby recommends the Special Resolutions as set out at item nos. 9 & 10 of the notice for approval of the Members.

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

Item No. 11 – Approval of Deed of Assignment for transfer of loans in favour of Intellecash Microfinance Network Company Private Limited:

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

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

In the light of provisions of the Companies Act, 2013 and upon recommendation of the members of Audit & Compliance Committee, the Board of Directors of your Company in their meeting held on 24-May-2017, had approved the Deed of Assignment, to be entered into with Intellecash Microfinance Network Company 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:

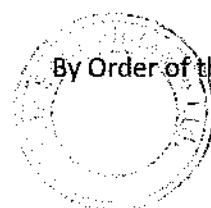
Sl. No.	Particulars	Capital Advisory Contract
1	Name of the Related Party	Intellecash Microfinance Network Company Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Anurag Agrawal
3	Nature of Relationship	Mr. Anurag Agrawal is interested as Director in Intellecash Microfinance Network Company Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Transfer of two existing loans of the Company as mentioned below to Intellecash Microfinance Network Company Private Limited at a consideration of Rs. 12,04,956/- (Rupees Twelve Lakhs Four Thousand Nine Hundred and Fifty-Six only) and on such a terms and conditions as mutually agreed between the parties and as mentioned in Deed of Assignment:

		<p>a. Loan of Rs. 5,00,000/- given to D.S.K. Mobile on such terms & conditions as mentioned and agreed in the Facility Agreement, entered between the Company and D.S.K. Mobile on 31-Mar-2017;</p> <p>b. Loan of Rs. 10,00,000/- given to Khyati Pharma on such terms & conditions as mentioned and agreed in the Facility Agreement, entered between the Company and Khyati Pharma on 31-Mar-2017.</p>
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	The Deed of Assignment is entered on arm's length basis and all factors relevant to the respective deed have been considered by the Board. The Copy of the above-mentioned Deed of Assignment 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.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 11 shall be entitled to vote on this special resolution.

The Board of Directors hereby recommends the Special Resolution as set forth in item No. 11 for approval of the Members.

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



By Order of the Board of Directors


Chirag Desai

Company Secretary
(Membership No.: A22880)

Mumbai, 24-May-2017

Registered Office:
1002, 10th Floor, A Block,
The Platina, Gachibowli,
Hyderabad – 500 032
CIN: U65910AP1998PLC088941