

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of Jain Sons Finlease Limited will be held on Friday, 22nd Day of May, 2020 at IST 05:00 PM through video-conference, as provided under the General Circular No. 20/2020 issued by the Ministry of Corporate Affairs on 05-May-2020 to transact the following business:

ORDINARY BUSINESS:

- 1. Adoption of Audited Financial Accounts for the financial year ended 31-Mar-2020:**
To receive, consider and adopt the Audited Financial Accounts of the Company for the financial year ended 31-Mar-2020 together with the reports of the Directors' and Auditors' thereon.
- 2. 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.
- 3. Re-appointment of Mr. Sarunas Kubilickas, Nominee Director of the Company, who retires by rotation:**
To appoint a Director, in place of Mr. Sarunas Kubilickas (DIN: 07979896), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

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

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

6. Approval to contribute to bona fide and charitable funds in terms of section 181 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 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, circulars, notifications, if any, made thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or committee thereof) to contribute to bonafide and charitable funds, including any contribution towards Corporate Social Responsibility (CSR) activities of upto 5% of profit of FY2020, not exceeding Rs.10,00,000/- (Rupees Ten Lakhs Only) which exceeds the limit of five percent of the average net profits for the three immediately preceding financial years of the Company for making a contribution in the financial year 2020-21:

- towards projects pertaining to Covid-19 Pandemic by way of entering into Agreement with RightWalk Foundation, an organisation that drives Equity, Inclusion and Social Justice at scale by unlocking the potential of social policies through Advocacy, Governance, Capacity building & Distributed delivery and/or towards key areas/projects pertaining to Covid-19 Pandemic as below:
 - a. Equip Government Doctors of the Poorest Districts with Personal Protective Equipment (PPE);
 - b. Partner with Local Institutions in Low Income States for food delivery to fight hunger;

- c. Support the extremely vulnerable and poor, such as rag pickers, microfinance borrowers, low income farmers, Employees of MSME, and those who are employed in the supply chain companies;
- d. Align & Cooperate with other Facilities & fund raised to promote all-round fight with Covid19;
- e. Align with Government initiatives

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

7. Approval for entering into Debt Syndicate Agreement with Intellectap 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 the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Debt Syndicate Agreement in order to raise debt through lender(s) or Investor(s) for expansion of business of the Company from Intellectap Capital Advisory Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman is interested as a Shareholder in the said Intellectap Capital Advisory Services Private Limited, on such terms and conditions as may be mutually agreed between the Company and Intellectap Capital Advisory Services Private Limited.

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

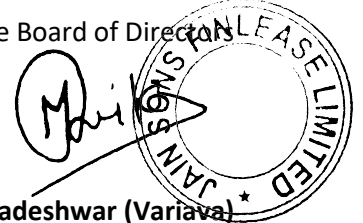
8. Approval for granting of loan(s) to TribeTech Private Limited:

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

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

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

By Order of the Board of Directors



Monika Thadeshwar (Variava)
Company Secretary
(Membership No.: A31722)

Place: Mumbai
Date: 13-May-2020

Registered Office:

12B, 3rd Floor, Techniplex-II IT Park,
Off. Veer Savarkar Flyover, Goregaon (West),
Mumbai – 400 062, Maharashtra, India
CIN: U65910MH1998PLC333546

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of this notice.
2. All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by the Members before and during the Annual General Meeting electronically. Request for inspection of the documents can be made before or during the Annual General Meeting by sending an email at compliance.team@intellegrow.com
3. 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.
4. Members holding shares in physical form are requested to notify immediately any change in their address to the Company.
5. 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 shall be available during the work hours upto the date of Meeting through electronic mode at link https://drive.google.com/drive/folders/1ERAuZi5V2A77spkV6erinV_JU5K14goG?usp=sharing.
6. In case Poll is demanded, Members are requested to convey their vote by sending email at compliance.team@intellegrow.com
7. The Annual General Meeting is being held through video conference (VC) as per General Circular no. 20/2020 dated 05-May-2020 notified by Ministry of Corporate Affairs, in accordance with the Compliance of the said circular as below:
 - a. Physical attendance of Members in any case has been dispensed with. Accordingly, the facility of appointment of proxies by members will not be allowed for this meeting.
 - b. The Members shall be sent Gotomeeting link on their respective email ids to join Annual General Meeting through Audio Video means at the scheduled time. At the scheduled time, the Members shall have to click on the Gotomeeting link. The Members shall keep their video on at all times. The Members may note that the proceedings shall be recorded as required by the Companies Act, 2013 read with rules made and circulars issued thereunder.
 - c. The facility will be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
 - d. Members seeking any information with regard to the accounts and operations, are requested to write to the Company at compliance.team@intellegrow.com at least 5 days before the meeting to enable the Management to keep the information ready at the meeting.
 - e. The Company shall maintain a recorded transcript of the meeting in safe custody, and shall make the same available on the Company's website, as soon as possible.

- f. The video-conferencing shall allow for two way teleconferencing or web-ex for the ease of participation of the members and the participants.
- g. Attendance of members through video-conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- h. Atleast one Independent Director and the Auditor or his authorised representative, who is qualified to be the Auditor shall attend such meeting through Video-conference.
- i. In case of any query or issue with regards to access or participation before or during the meeting, you may contact Mr. Rohit Shetty, Mobile No. +91-7030159333 or at Email ID- rohit.s@intellegrow.com.

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. 4 to 8 of the accompanying Notice:

Item No. 4 – Regularisation of appointment of Ms. Matangi Gowrishankar, Additional Director, Non-Executive & Independent as an Independent Director of the Company:

Based on the recommendation of the Members of Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Matangi Gowrishankar as an Additional Director, Non-Executive & Independent on the Board of the Company w.e.f. 12-Mar-2020.

Brief Profile of Ms. Matangi Gowrishankar is as below:

Ms. Matangi Gowrishankar has extensive senior leadership experience across multiple industries in India and overseas. She is passionate about building high performing teams and is recognised as being an effective coach and mentor across levels. She has over three decades of business and HR experience with leading companies such as Standard Chartered Bank, Reebok India, GE, ICIL and Cummins. She has been a board member of the NHRDN (National HRD Network in India) and one of 20 mentors for the NHRDN Womentoring Initiative. She also has several speaker engagements and business articles to her credit. She has done BA in Sociology with a post-graduation in Personnel Management & Industrial Relations from XLRI, she has attended Strategic Human Resources Programme from Harvard Business School, Senior HR Leadership Programme Cornell. She is a Certified Coach (Neuro-leadership Group), Certified Assessment Centre (Design & Conduct) from SHL, and Certified Facilitator & SATE Practitioner from IBM Skillbase.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, an Additional Director holds office only upto the date of the ensuing Annual General Meeting of the Company and in order to continue the office, a resolution for regularization of the appointment needs to be approved by the Members of the Company. In order to regularize the appointment, the Company has received a notice in writing from a Member as required under Section 160 of the Companies Act, 2013 signifying the intention to propose her candidature for the office of Director of the Company.

Therefore, the Members are hereby requested to consider the regularization of Ms. Matangi Gowrishankar as an Independent Director of the Company for a term of 5 years w.e.f 12-Mar-2020.

Further, Ms. Matangi Gowrishankar is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and has given declaration to the Company that she meets criteria as prescribed under section 149(6) of the Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rule, 2014 and other declarations as required under the Act.

The Board of Directors hereby recommends the Ordinary Resolution as set out at item no. 4 of the notice for approval of the Members.

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

Pursuant to cessation of Mr. Aleem Remtula from the nominee Directorship of the Company and in terms of clause 8.2.1 (iii) of Amended and Restated Shareholders Agreement dated 29-Mar-2016 entered into between DWM (International) Mauritius Ltd., Intellectual Capital Advisory Services Private Limited, Vineet Chandra Rai, Other shareholders and Jain Sons Finlease Limited, the Company needs to appoint one Nominee Director on behalf of DWM (International) Mauritius Ltd.

The Company had received the nomination letter dated 04-May-2020 from DWM (International) Mauritius Ltd. nominating Ms. Suma Swaminathan, as their Nominee Director on the Board, consent letter for giving consent to act as Director, Directors Identification Number (DIN) and other declarations from Ms. Suma Swaminathan. Based on the same, upon recommendation of the Members of Nomination and Remuneration Committee, Ms. Suma Swaminathan was appointed as Additional Director, Nominee of the Company, as a Nominee of DWM (International) Mauritius Ltd. w.e.f. 12-May-2020.

Brief Profile of Ms. Suma Swaminathan is as follows:

Ms. Suma Swaminathan is currently working at DWM Private Equity Team since 2017. She has previously worked at Empire Valuation Consultants, a boutique consulting firm in NYC. She has started her career in data analysis at Infosys Ltd where she worked with clients like Capital One Auto Finance on loss forecasting and data governance. She also has experience working with partner weaver cooperative societies in the handloom industry in India to promote strategies for financial self-sufficiency. She has done MBA from NYU's Stern School of Business, where she was designated a Faculty Scholar for Social Enterprise, and holds a Bachelor's degree in Electrical Engineering from Osmania University in Hyderabad, India.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, an Additional Director holds office only upto the date of the ensuing Annual General Meeting of the Company and in order to continue the office, a resolution for regularization of the appointment needs to be approved by the Members of the Company. In order to regularize the appointment, the Company has received a notice in writing from a Member as required under Section 160 of the Companies Act, 2013 signifying the intention to propose her candidature for the office of Director of the Company.

Further, Ms. Suma Swaminathan is not disqualified from being appointed as Nominee Director in terms of Section 164 of the Act and has given her consent to act as Nominee Director of the company.

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

Except, Ms. Suma Swaminathan, 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 - Approval to contribute to bona fide and charitable funds in terms of section 181 of the Companies Act, 2013:

Due to uncertain and painful times of Covid-19 pandemic, the Company proposed to make a contribution in order to join forces to deal with unfolding humanitarian challenge along with Aavishkaar Group. In relation to the Company proposes to contribute to bonafide and charitable funds, including any contribution towards Corporate Social Responsibility (CSR) activities of upto 5% of profit of FY2020, not exceeding Rs.10,00,000/- (Rupees Ten Lakhs Only) exceeding the limit of five percent of the average net profits for the three immediately preceding financial years of the Company for making a contribution in the financial year 2020-21.

Pursuant to Section 181 of the Companies Act, 2013 read with any rules made thereunder, the Company is required to obtain approval of members before making any contribution to any bonafide and charitable funds for an amount exceeding 5% of the average net profits for the three immediately preceding financial years.

In light of the above, as per the said section, prior permission of the Members of the Company is sought to be obtained to enable the Company to make donations and contributions to various bonafide and charitable funds, including any contribution towards Corporate Social Responsibility (CSR) activities.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives thereof are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7 - Approval for entering into Debt Syndicate Agreement with Intellectap Advisory Services Private Limited:

In order to raise debt through lender(s), Investor(s) for the purpose of expansion of business of the Company, the Board of Directors in their meeting held on 12-May-2020, had approved entering into Debt Syndicate Agreement with Intellectap Advisory Services Private Limited (Intellectap), a Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Shareholder of the Intellectap on such terms and conditions as mutually agreed between the parties.

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

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

Since the above transaction leads to related party transaction and meet the criteria as mentioned in the Companies (Meeting of Board and its Powers) Rules, 2014, the approval Shareholders are sought in this regard.

The particulars of the transaction pursuant to Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014, which are essential for taking decision on the transaction are as under:

Sl. No.	Particulars	Debt Syndication Transaction
1	Name of the Related Party and Nature of Relationship	Intellectap Advisory Services Private Limited, a group Company, in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Shareholder in the said Intellectap.
2	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	Intellectap shall act as fund arranger to the Company by way of entering into Debt Syndication Agreement for period of one (1) year from the date of execution thereof
3	Material terms of the Contract or Arrangement including the value, if any;	Intellectap shall be paid a fee equal to 0.65% (plus applicable taxes) of the amount procured for Fund Raising for the Company. The fees shall be paid proportionately upon disbursements under the transaction. Payment of this fee shall be made within 15 days of respective disbursements under the transaction. Incremental fee at 0.5% will be applicable on any additional limits sanctioned by the same lender within a period of 1 year from the date of execution of this mandate.
4	Any Advance paid or received for the Contract or Arrangement, if any;	Nil
5	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Manner of determining the pricing and other commercial terms are considered in line with same arrangement done with other parties.
6	Whether all factors relevant to the Contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all factors relevant to the contract have been considered.

7	Any other information relevant or important to take a decision on the proposed transaction.	Same as above
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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 No. 7 shall be entitled to vote on this special resolution.

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

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

Item No. 8 – Approval for granting of loan(s) to TribeTech Private Limited:

The Company has received a request from TribeTech Private Limited, for granting of loan to be availed by it, in one or more tranches and on such terms and conditions including the rate of interest as may be mutually agreed, which shall be utilized to meet the day to day working capital requirement of TribeTech till the time of receipt of final order from the NCLT.

Members are being informed that TribeTech Private Limited, hereinafter referred to as “TribeTech” is a group Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as Director and Mr. Anurag Agrawal, Director of the Company is interested as Member of TribeTech.

In terms of Section 185 of the Companies Act, 2013 (“the Act”) (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), granting of loan(s)/advance(s) including any loan represented by way of a Book debt (including any loans or advances provided or to be provided), and to give Guarantee in connection with any Loan(s) or advance(s) take or to be taken, to or in favour of any other person in which Directors are interested requires the approval of the members of the Company by way of a Special Resolution.

The Board at its meeting held on 12-May-2020, subject to approval of the Members, approved the proposal for granting of unsecured loan amounting to Rs. 5,00,00,000 /- (Rupees Five Crore only) in one or more tranches to TribeTech.

Further, as per Section 188 of the Companies Act, 2013 prescribes that before entering into any contract or arrangement, availing or rendering of any service with any related party, the Company needs to obtain prior approval of the Board of Directors the Company. Further, section 2(76) of the Companies Act, 2013 defines related party, as per the said definition, the Companies which has common director or member are deemed to be considered as related parties. Since, the above said transaction leads to related party transaction, the Board is hereby requested to consider the same and recommend to the Shareholders of the Company for their approval.

The particulars of the transaction pursuant to Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014, which are essential for taking decision on the transaction are as under:

Sl. No.	Particulars	Loan Transaction
1	Name of the Related Party and Nature of Relationship	TribeTech Private Limited (TribeTech), a Company in which Mr. Vineet Chandra Rai, Chairman is interested as

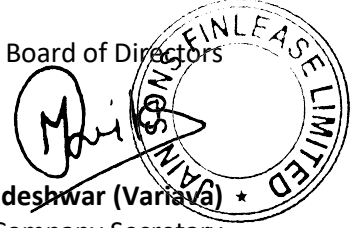
		Director and Mr. Anurag Agrawal, Director is interested as Member in TribeTech.
2	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	Unsecured Loan of upto Rs.5,00,00,000/- (Rupees Five Crore Only) with Rate of Interest of in line with the rate issued to the MFI borrowers of the Company.
3	Material terms of the Contract or Arrangement including the value, if any;	The Company is proposing to grant loan of Rs.5,00,00,000/- (Rupees Five Crore Only) to TribeTech in one or more tranches and on such terms and conditions including the rate of interest as may be mutually agreed, which shall be utilized to meet the day to day working capital requirement of TribeTech till the time of receipt of final order from the NCLT .
4	Any Advance paid or received for the Contract or Arrangement, if any;	Nil
5	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Pricing has been determined based on the rate of interest charged to the MFI borrowers of the Company.
6	Whether all factors relevant to the Contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all factors relevant to the Contract have been considered.
7	Any other information relevant or important to take a decision on the proposed transaction.	Same as above.

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. 8 shall be entitled to vote on this special resolution.

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

Except the said interested Director, none of the Directors, Key Managerial Personnel of the company or their relatives are concerned or interested in the said Resolution.

By Order of the Board of Directors



Monika Thadeshwar (Variava) *

Company Secretary

(Membership No.: A31722)

Place: Mumbai

Date: 13-May-2020

Registered Office:

12B, 3rd Floor, Techniplex-II IT Park,
Off. Veer Savarkar Flyover, Goregaon (West),
Mumbai – 400 062, Maharashtra, India
CIN: U65910MH1998PLC333546

JAIN SONS FINLEASE LIMITED

CIN: U65910MH1998PLC333546

Registered office: 12B, 3rd Floor, Techniplex-II, IT Park, Off. Veer Savarkar Flyover, Goregaon (West)
Mumbai – 400062, Maharashtra, India

Tel: 91-22-6249-2700; Fax: 91-22-2649-2789; Website: www.intellegrow.com

ATTENDANCE SLIP

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: N.A.

I/we hereby certify that I/we am/are a registered shareholder for the registered Shareholder of the Company and hereby record my/our presence at 22nd Annual General Meeting of the Company being held on Friday, 22nd Day of May, 2020 at 5:00 pm through video-conference.

Member's name in Block Letters

Member's Signature