

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of Jain Sons Finlease Limited will be held on Friday, 04-Sep-2020 at IST 05:00 PM through video-conference, as provided under the General Circular No.14/2020, 17/2020 and 22/2020 issued on 08-Apr-2020, 13-Apr-2020 and 15-Jun-2020 respectively by the Ministry of Corporate Affairs to transact the following business:

SPECIAL BUSINESS:

1. Change of name of the Company and subsequently amend the Memorandum and Article of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 4(4), 13 and any other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force and as amended from time to time basis) and subject to approval of the Central Government, Registrar of Companies and other necessary approvals, consents, permissions and sanctions required, if any, in this regard from any appropriate authority and any other regulatory authority as may be necessary, the consent of the Members of the Company be and is hereby accorded, to change the name of the Company **from ‘Jain Sons Finlease Limited’ to ‘Ashv Finance Limited’** as approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following Clause:

The Name of the Company is **“Ashv Finance Limited”**.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

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 authorised to prepare, file and submit the necessary e-forms, applications, documents, declaration, undertaking and other documents for change of name and to delegate all or any of the aforesaid powers in favour of any person / official / consultant(s) / Practicing Company Secretary / Law Firm etc. to act, represent and appear before any statutory authority(ies) for and on behalf of the Company and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.”

2. Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company under section 180(1)(a) 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 of the Company be and is hereby accorded pursuant to provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 to the Board of Directors of the company to pledge, mortgage and/or charge in all or any part of the moveable or

JAIN SONS FINLEASE LIMITED

Registered Office & Corporate Office:
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Maharashtra, India
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CIN No.: U65910MH1998PLC333546 ; RBI Reg. No.: B-13.02376

immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed INR 1000,00,00,000/- (Indian Rupees One Thousand Crore Only) at any time.

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

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

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

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

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

By Order of the Board of Directors



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

Place: Mumbai
Date: 28-Aug-2020

Registered Office:
12B, 3rd Floor, Techniplex-II IT Park,
Off. Veer Savarkar Flyover, Goregaon (West),
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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 Extra-Ordinary General Meeting electronically at _____ the _____ link <https://drive.google.com/drive/folders/1R0fLlvcVSiA2Jp-GlByiw901qBz4X42R?usp=sharing>
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 Extra-Ordinary General Meeting of the company.
4. In case Poll is demanded, Members are requested to convey their vote by sending email at compliance.team@intellegrow.com
5. The Extra-Ordinary General Meeting is being held through video conference (VC) General Circular No.14/2020, 17/2020 and 22/2020 issued on 08-Apr-2020, 13-Apr-2020 and 15-Jun-2020 respectively by the 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 Extra-Ordinary 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 said notice 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 other 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.

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- 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.

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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. 1 to 3 of the accompanying Notice:

Item No. 1 – Change of name of the Company and subsequently amend the Memorandum and Article of Association of the Company:

The Company vide circular resolution dated 01-Jun-2020 obtained a Board approval to make an application for reservation of name of the Company from its existing name i.e. 'Jain Sons Finlease Limited' to proposed new names i.e. 'Ashv Finance Limited' or 'Ashv Financial Services Limited' or such other name as may be allowed by the Central Registration Centre (CRC), Ministry of Corporate Affairs. In view of the same, the Company had received No Objection Certificate from Reserve Bank of India on 29-Jul-2020 and on 07-Aug-2020 received no objection for the availability of the name from CRC to change its existing name from 'Jain Sons Finlease Limited' to 'Ashv Finance Limited'.

The main purpose to change the name of the Company is to align the name with Brand name of the Company i.e. "Ashv". This new name "Ashv Finance Limited" will help the Company from brand building point of view and to become more relevant to the end customer.

As per the applicable provisions of the Companies Act, 2013, approval of the shareholders is accorded for changing the name of the Company and consequent alteration in the Memorandum and Article of Association of the Company by way of passing a Special Resolution.

The Board in its meeting held on 28-Aug-2020 has approved the change of name of the Company and the Board now seek Members' approval for the same.

A copy of the proposed Memorandum and Article of Association as set out in the special resolution of this Notice are open for inspection by members during business hours till the date of Extra Ordinary General Meeting.

The Board of Directors hereby recommends the Special Resolutions as set out at item no.1 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.

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Item No. 2 & 3 – Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the company under sections 180(1)(a) and to increase the Borrowing Limits under sections 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/debts 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 by way of passing special resolution for the borrowing in excess of the paid-up capital, free reserves and securities premium amount and authority to create charge / mortgage on the assets of the company to secure the money(ies) borrowed from the financial institutions, banks and other financial entities from time to time.

Considering the substantial growth in business and operations of the Company, present and future requirements, it is proposed to increase the borrowing limits upto INR 1000,00,00,000/- (Indian Rupees One Thousand Crore Only) and inter alia, authorised the Board to secure its borrowing by creating charge/mortgage/hypothecation on all or any of its movable and/or immovable assets, both present and future.

The Board of Directors hereby recommends the Special Resolutions as set out at item no.2 & 3 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.

By Order of the Board of Directors



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

Place: Mumbai
Date: 28-Aug-2020

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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 Extra-Ordinary General Meeting of the Company being held on Friday, 04-Sep-2020 at 05:00 pm through video-conference.

Member's name in Block Letters

Member's Signature

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