

## NOTICE

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of Jain Sons Finlease Limited will be held on Tuesday, 7<sup>th</sup> Day of July, 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. Alteration of the Object Clause of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”) is authorised to accept, as it may deem fit, consent of the Members of the Company be and is hereby accorded to amend the existing main object clause of the Memorandum of Association (“MOA”) of the Company and adoption of new set of MOA in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modifications and amendments in the existing MOA:

- a. The existing Part A of Clause III of the MOA shall now be titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”.
- b. The following new Object Clause as III (A) 5 shall be inserted namely:
  5. *“To carry on the business of acting as agents, brokers, consultants, advisors, partners or in any other intermediary capacity to insurance companies and other corporates in administering the extension of finance to any person and to facilitate the settlement of claims of insured persons and entities.”*
- c. The existing part B of Clause III of MOA shall now be titled as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”
- d. The existing “OTHER OBJECTS” clause of the MOA be deleted completely in line with the requirements of the Companies Act, 2013.
- e. the words “Companies Act, 1956” in the existing MOA shall be replaced with the words “Companies Act, 2013” wherever required under the applicable provisions.

**RESOLVED FURTHER THAT** in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

#### **JAIN SONS FINLEASE LIMITED**

Registered Office & Corporate Office:  
12B, 3<sup>rd</sup> Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062,  
Maharashtra, India  
Telephone: +91-22-6249 2700 ; Fax: +91-22-2649 2789  
CIN No.: U65910MH1998PLC333546 ; RBI Reg. No.: B-09.00441



**RESOLVED FURTHER THAT** Mr. Nikesh Kumar Sinha, Managing Director or Ms. Kiran Agarwal Todi, Chief Financial Officer or Ms. Monika Thadeshwar (Variava), Company Secretary are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

**2. Alteration of the Liability Clause of the Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as "the Board") is authorised to accept, as it may deem fit, consent of the Members of the Company be and is hereby accorded to amend the Liability Clause of the Memorandum of Association of the Company by substituting the existing Clause IV "Liability Clause" with the following:

*IV. The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."*

**3. Appointment of Intellecap Advisory Services Private Limited as an Investment Banker 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 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 Capital Advisory Contract to act as an Investment Banker for raising equity/quasi equity capital for expansion of business of the Company, with Intellecap Advisory Services Private Limited (Intellecap), a Company in which Ms. Matangi Gowrishankar, Independent Director of the Company is interested as the Director and Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Shareholder of the Intellecap on such terms and conditions as may be mutually agreed 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 authorised to finalise the draft agreement, sign and



execute on behalf of the Company 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.”

Place: Mumbai  
Date: 29-Jun-2020

By Order of the Board of Directors

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

**Registered Office:**

12B, 3rd Floor, Techniplex-II IT Park,  
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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/1FcWLWQuf083lqtnA6EH4P5SactLXlwNb?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](mailto: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](mailto: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](mailto: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&2 – Alteration of object Clause and Liability Clause of the Memorandum of Association of the Company:**

Currently, the Company is providing the customised debt financing to small and medium enterprises. It offers loan products, including short-term working capital loans, term loans, supplier loans, receivables loans and other lines of credit. Now, the Company is intending to undertake the cross-selling insurance business along with its existing business and continues to be a Loan Company. Hence, in relation to same, it is necessary to alter the object clause of the Memorandum of Association (MOA) of the Company by inserting an additional clause in the Main Object Clause of the Company as mentioned in the said resolution.

Further the existing Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. In terms of Section 4(1) (c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the company is proposed to be incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors has approved the amendment to the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013 by:

1. The existing Part A of Clause III of the MOA shall now be titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”.
2. Changing the existing part B of Clause III of MOA with “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”.
3. Deleting the existing “OTHER OBJECTS” Clause of the MOA completely in line with the requirement of the Companies Act, 2013.
4. the words “Companies Act, 1956” in the existing MOA shall be replaced with the words “Companies Act, 2013” wherever required under the applicable provisions.

As per Section 13 of the Companies Act, 2013 and the applicable rules made thereunder provides that any alteration of main objects clause of the Memorandum of Association of the Company would require approval of shareholders of the Company by way of passing special resolution. In order to comply with the provisions of Section 4(1)(d), 6(b), 13 and other applicable provisions, if any, of the Companies Act, 2013, The Board has proposed and approved that the whole MOA of the Company is to be altered so as to align the same with the requirement of the Companies Act, 2013 which includes the amendment of the Liability Clause of MOA as mentioned in the said resolution.

The Board at its meeting held on 29<sup>th</sup> June, 2020 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

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A copy of the existing Memorandum of Association together with a copy of the proposed Memorandum of Association as set out in the special resolution of the 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&2 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. 3 – Appointment of Intellecip Advisory Services Private Limited as an Investment Banker of the Company:**

In relation to appointment of Investment Banker for the purpose of raising equity/quasi equity capital to expand business of the Company, it is proposed to enter into Capital Advisory Contract with Intellecip Advisory Services Private Limited (Intellecip), a Company in which Ms. Matangi Gowrishankar, Independent Director of the Company is interested as the Director and Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Shareholder of the Intellecip.

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 of Shareholders is 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 are as under:

Sl. No.	Particulars	Capital Advisory Contract
1	Name of the Related Party and Nature of Relationship	Intellecip Advisory Services Private Limited (Intellecip), a Company in which Ms. Matangi Gowrishankar, Independent Director of the Company is interested as the Director and Mr. Vineet Chandra Rai, Chairman of the Company is interested as a Shareholder of the Intellecip.

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2	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	The Company proposes to enter into Capital Advisory Contract with Intellecap Advisory Services Private Limited to act as Investment Banker for the Company.
3	Material terms of the Contract or Arrangement including the value, if any;	Material terms are as below: <ul style="list-style-type: none"> <li>• Sign-up fee - INR 5 lacs</li> <li>• Success Fee - 2% of the Transaction Value if the P/B multiple agreed at the time signing the term sheet is more than 2.25; 1.5% of the Transaction Value if the P/B multiple agreed at the time signing the term sheet is less than or equal to 2.25;</li> <li>• Out of Pocket - On actuals</li> </ul>
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;	Same as mentioned above.
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 Board of Directors hereby recommends the Special Resolution as set out at item no.3 of the Notice for approval of the Members.

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

Place: Mumbai  
Date: 29-Jun-2020

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By Order of the Board of Directors

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

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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 Tuesday, 7<sup>th</sup> Day of July, 2020 at 5:00 pm through video-conference.

\_\_\_\_\_  
Member's name in Block Letters

\_\_\_\_\_  
Member's Signature

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