

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Thursday, the 18th day of February, 2016 at 1.00 PM at the Corporate Office of the Company at 13C, 6th Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, on a shorter notice consent to transact the following business:

- Approval of Norms (Scheme) for Staff Loans to eligible applicants (including Executive Director):**
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 any other applicable provisions of the Companies Act, 2013 and rules made there under as may be amended, from time to time, consent of the Company be and is hereby accorded to approve Norms (Scheme) for Staff Loans to eligible applicants (including Executive Directors) as set out in the explanatory statement annexed to the notice convening this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT any Director of the company or Mr. Nitin Agrawal, Chief Financial Officer or Mr. Chirag Desai, Company Secretary of the company be and are hereby severally authorised to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

- Offer and Issue of 58,49,966 Series C Compulsory Convertible Preference Shares of the company on a Private Placement basis:**

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

“RESOLVED THAT in accordance with the provisions of Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the provisions of Foreign Exchange Management Act, 1999 (“FEMA”) read with the Foreign Direct Investment Policy of India (“FDI Policy”), RBI guidelines issued from time to time and the Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary, consent of the members of the company be and is hereby accorded to create, offer, issue and allot in one or more tranches upto 58,49,966 Series C Compulsory Convertible Preference Shares of Rs.10/- each (Rupees Ten only) at a premium of Rs. 77.18/- amounting to Rs. 51,00,00,035.88/- (Rupees Fifty One Crore Thirty Five and paisa Eighty Eight only), on Private Placement basis and on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company to the following persons (hereinafter referred as “the proposed allottees”):

Sl. No.	Details of the proposed allottees (Name, Address, Occupation)	Maximum No. of 58,49,966 Series C Compulsory Convertible Preference Shares to be allotted
1.	ON Mauritius Address: IFS Court, Twenty Eight, Cyber City Ebene, Mauritius. Occupation: Business	17,20,578
2.	DWM (International) Mauritius Limited	20,64,694



	Address: Suites 340-345, Barkly Wharf, Le Caudan Waterfront, P. O. Box 1070, Port Louis, Republic of Mauritius, in the office of AAMIL (Mauritius) Ltd Occupation: Business	
3.	Triodos SICAV II-Triodos Microfinance Fund; Address: 11-13 Boulevard De La Foire, L – 1528, Luxembourg Occupation: Business	10,32,347
4.	Triodos Custody B.V Address: Utrechtseweg 60, 3704 HE Zeist, The Netherlands. Occupation: Business	10,32,347
TOTAL		58,49,966

RESOLVED FURTHER THAT any one of the Director of the company and Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally/jointly authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

By Order of the Board of Directors



Chirag Desai
Chirag Desai
Company Secretary

Mumbai, 18th February, 2016

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the special business under Item No. 1 and 2 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**
3. Corporate Members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the Extra-Ordinary General 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. 1 and 2 of the accompanying Notice:

Item No. 1 - Approval of Norms (Scheme) for Staff Loans to eligible applicants (including Executive Director):

It is proposed to introduce Staff Loan Norms to be approved by the shareholders as a 'Scheme' for all employees including Executive/ Whole Time Directors of the company. This is part of the staff welfare efforts being undertaken by the company and an extension of the existing Staff Salary Advance norms. The purpose of such advance/ loan is also laid down with exclusions identified in it. This will thus become a part of condition of service for all employees after its approval by the shareholders in line with the Companies Act, 2013 stipulations.

The Scheme that has been approved by the Board and recommended to the shareholders of the company for their approval is hereby annexed as **Annexure-i**.

The proposed resolution is in the interest of the Company and your Directors recommends Special Resolution at item no. 1 for your approval.

Except, Mr. Sanjib Kumar Jha, Director & CEO; Mr. Nitin Agrawal, COO & CFO and Mr. Chirag Desai, Company Secretary, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 1 of the accompanying Notice.

Item No. 2 – Offer and Issue of 58,49,966 Series C Compulsory Convertible Preference Shares of the company on a Private Placement basis:

Pursuant to section 62 of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons whether or not those persons are shareholders of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per section 42 and 55 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of Special Resolution, for each of the offers and invitations.

The Board of Directors on 18-Feb-2016, subject to approval of the shareholders of the company, has approved the following proposal for issue of Series C Compulsory Convertible Preference Shares of the Company on preferential basis.

Sl. No.	Details of the proposed allottees (Name, Address, Occupation)	Maximum No. of 58,49,966 Series C Compulsory Convertible Preference Shares to be allotted
1	ON Mauritius Address: IFS Court, Twenty Eight, Cyber City Ebene, Mauritius. Occupation: Business	17,20,578



2	DWM (International) Mauritius Limited Address: Suites 340-345, Barkly Wharf, Le Caudan Waterfront, P. O. Box 1070, Port Louis, Republic of Mauritius, in the office of AAMIL (Mauritius) Ltd Occupation: Business	20,64,694
3	Triodos SICAV II-Triodos Microfinance Fund; Address: 11-13 Boulevard De La Foire, L – 1528, Luxembourg Occupation: Business	10,32,347
4	Triodos Custody B.V Address: Utrechtseweg 60, 3704 HE Zeist, The Netherlands. Occupation: Business	10,32,347
TOTAL		58,49,966

A statement of disclosures as required under Rule 9(3) and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCPS, are as under:

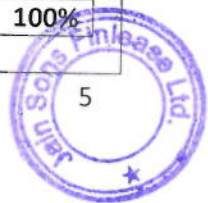
(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	58,49,966 Series C Compulsory Convertible Preference Shares of Rs.10/- each (Rupees Ten only) at a premium of Rs. 77.18/- amounting to Rs. 51,00,00,035.88/- (Rupees Fifty One Crore Thirty Five and paisa Eighty Eight only)
(b)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible	Non-cumulative Compulsory Convertible Preference Shares
(c)	the objectives of the issue	To increase the Company's network to supplement its growth and strengthen its internal competencies, including investments in technology, people, and processes to help it to increase its service delivery to more enterprises in India.
(d)	the manner of issue of shares	Private Placement
(e)	the price at which such shares are proposed to be issued	Rs. 87.18/- per share (including premium of Rs. 77.18/-)
(f)	relevant date with reference to which the price has been arrived at	10-Feb-2016
(g)	the class or classes of persons to whom the allotment is proposed to be made	Foreign Investor
(h)	the basis on which the price has been arrived at	Valuation Report
(i)	the proposed time within which the allotment shall be completed	The Company will complete the issue and allotment of Series C Compulsory Convertible Preference Shares within a period of 90 days from the date of receipt of the share application money received from the applicants.
(j)	the terms of issue, including terms and rate of dividend on each share, etc.	The Securities, which the company intends to raise is Series C Compulsory Convertible Preference Shares (Series C CCPS). The said Series C CCPS shall be entitled to preferred dividend of 0.001% per annum as fixed dividends, which shall not be cumulative.



(k)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>The Series C CCPS shall be convertible into Equity Shares of the Company ("Conversion Shares") at the option of the holders of the Series C CCPS. Any Series C CCPS that have not been converted into Equity Shares of the Company shall compulsorily convert into the Equity Shares of the Company, upon the earlier of:</p> <p>(i) immediately prior to the listing of the Equity Shares pursuant to the IPO, as approved in accordance with the provisions of Shareholders Agreement to be entered with Investor; and</p> <p>(ii) the date which is 8 (eight) years from the date of the issuance of the Series C CCPS (the "Mandatory Conversion Date"), in accordance with the provisions of Shareholders Agreement to be entered with Investor.</p>
(l)	the manner and modes of redemption	Not Applicable since CCPS are not redeemable.
(m)	intention of promoters, directors or key managerial personnel to subscribe to the offer	Ms. Anuradha Ramachandran is the Nominee Director from ON Mauritius and such offer is being made to ON Mauritius also. None of the Promoters, Directors and Key Managerial Personnel of the Company are intending to participate/subscribe to the present offer.

(n) the current/pre shareholding pattern of the company:

Sl. No.	Name of the Shareholder / Particulars	Class	Total Number of equity shares	Total percentage (%) of Shareholding
1	Anurag Agrawal	Individual	25,001	0.23
2	Akshit Gupta	Individual	2,000	0.02
3	Atreya Rayaprolu	Individual	50,001	0.46
4	Intellectual Capital Advisory Services Private Limited	Indian Company	59,99,995	55.20
5	Intellectash Microfinance Network Private Limited	Indian Company	10,00,000	9.20
6	Manoj Nambiar	Individual	75,001	0.69
7	Michael and Susan Dell Foundation	Foreign Investor	26,91,247	24.76
8	ON Mauritius	Foreign Investor	100	0.00
9	Pratik Mandvia	Individual	9,500	0.09
10	Rajan Juneja	Individual	44,001	0.40
11	RS Mani	Individual	1	0.00
12	Ruchir Shah	Individual	12,500	0.12
13	Sanjib Kumar Jha	Individual	8,10,001	7.45
14	Swati Rai	Individual	50,000	0.46
15	Vineet Rai	Individual	1,00,000	0.92
16	Nitin Agrawal	Individual	1,00,000	0.92
Total Equity Shares			1,09,69,348	100%



Sl. No.	Name of the Shareholder / Particulars	Class	Total Number of preference shares	Total percentage (%) of Shareholding
1	Michael and Susan Dell Foundation	Foreign Investor	3,00,000	10.71%
2	ON Mauritius	Foreign Investor	24,99,948	89.29%
Total Compulsory Convertible Preference Shares			27,99,948	100.00%

The current/pre-shareholding pattern of the company on fully diluted basis is as follows:

Sl. No.	Name of the Shareholder / Particulars	Class	Total Number of equity shares	Total percentage (%) of Shareholding
1	Anurag Agrawal	Individual	25,001	0.15
2	Akshit Gupta	Individual	2,000	0.01
3	Atreya Rayaprolu	Individual	50,001	0.30
4	Intellectual Capital Advisory Services Private Limited	Indian Company	59,99,995	36.45
5	Intellectash Microfinance Network Private Limited	Indian Company	10,00,000	6.08
6	Manoj Nambiar	Individual	75,001	0.46
7	Michael and Susan Dell Foundation	Foreign Investor	32,65,409	19.84
8	ON Mauritius	Foreign Investor	47,84,689	29.07
9	Pratik Mandvia	Individual	9,500	0.06
10	Rajan Juneja	Individual	44001	0.27
11	RS Mani	Individual	1	0.00
12	Ruchir Shah	Individual	12,500	0.08
13	Sanjib Kumar Jha	Individual	8,10,001	4.92
14	Swati Rai	Individual	50,000	0.30
15	Vineet Rai	Individual	1,00,000	0.61
16	Nitin Agrawal	Individual	1,00,000	0.61
17	Stock Unit*	-	1,30,889	0.80
Total Equity Shares			1,64,58,988	100.00

*Pending Issuance

(o) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Sl. No.	Name of the Proposed Allottees	Pre issue		Post issue	
		Pre-issue Shares held	% of total holding	Post-issue Shares held	% of total holding
1	ON Mauritius	24,99,948	89.29%	42,20,526	50.55
2	DWM (International) Mauritius Limited	-	-	20,64,694	24.73



3	Triodos SICAV II-Triodos Microfinance Fund;	-	-	10,32,347	12.36
4	Triodos Custody B.V	-	-	10,32,347	12.36

(p) The pre issue and post issue of shareholding pattern of the Company on fully diluted basis is as follows:

Sl. No.	Category	Pre issue		Post issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoter's holding:				
1	Indian				
	Individual	1,00,000	0.61	1,00,000	0.45
	Bodies Corporate	59,99,995	36.45	59,99,995	26.90
	Sub-Total	60,99,995	37.06	60,99,995	27.35
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	60,99,995	37.06	60,99,995	27.35
B	Non-Promoter's holding:				
1	Institutional Investors:	0	-	0	-
2	Non-institution:				
	Private Corporate Bodies	10,00,000	6.07	10,00,000	4.48
	Directors and Relatives	8,85,002	5.38	8,85,002	3.97
	Indian Public	2,93,004	1.78	2,93,004	1.30
	Others: Foreign Bodies	80,50,098	48.91	1,39,00,064	62.31
	Stock Unit*	1,30,889	0.80	1,30,889	0.59
	Sub Total (B)	1,03,58,993	62.94	1,62,08,959	72.65
	Grand Total	1,64,58,988	100.00	2,23,08,954	100.00

*Pending Issuance

(q)	the change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in control of the Company on account of this proposed private placement allotment except minor change in the shareholding pattern as well as voting rights.
(r)	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	During the year, the Company has allotted 1,50,000 equity shares of Rs. 10/- each at a premium of Rs. 33.34/- each.
(s)	the justification for the allotment proposed to be made for consideration other than cash	Not Applicable



	together with valuation report of the registered valuer	
(t)	the expected dilution in equity share capital upon conversion of preference shares	The expected dilution in equity share capital upon conversion of preference shares will be up to 17%.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42, 55 & 62 and all other applicable provisions of the Companies Act, 2013.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution at item no. 2.

Except Ms. Anuradha Ramachandra, Nominee Director from ON Mauritius, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

By Order of the Board of Directors



Chirag Desai
Chirag Desai
 Company Secretary

Mumbai, 18th February, 2016

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