

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Tuesday, the 20th day of September, 2016 at 2:00 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:

1. Offer and Issue of Non-Convertible Debentures 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 subject to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to the company to raise funds for its general corporate purposes by way of issuance of non-convertible debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors provided that the aggregate amount of non-convertible debentures offered/proposed to be offered shall not exceed Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore Only) for the period of one year from the date of this resolution.

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, undertakings, writings as may be necessary for giving effect to the above resolution.”

2. Appointment of Chief Executive Officer (CEO), Key Managerial Personnel (KMP) Designate 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 2(18) and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including an statutory modification(s) and re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of the company for appointment of Mr. Akbar Khan as Chief Executive Officer (CEO) of the Company w.e.f. 07-Nov-2016 within the meaning of Section 2(51) of the Companies Act, 2013 on the terms and conditions as mentioned below:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs. 65,00,000/-
2	Performance linked variable pay	upto 33% of fixed salary
3	Mediclaim 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	Other perquisites	As per rules of the Company’s scheme



RESOLVED FURTHER THAT Mr. Akbar Khan be and is hereby entitled to subscribe 75,000 equity shares of the company at Rs.87.18/- per share at any point of time before 31st March, 2017.

RESOLVED FURTHER THAT any Director or Chirag Desai, Company Secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies and to do all 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


Chirag Desai
Chirag Desai
Company Secretary

Mumbai, 20th September, 2016

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the special business under Item Nos. 1 & 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 Nos. 1 & 2 of the accompanying Notice:

Item No. 1 – Offer and Issue of Non-Convertible Debentures of the company:

In terms of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 a Company may, subject to the provisions of said Section, make an offer or invitation for subscription for securities including Non-Convertible Debentures (NCDs) by way of private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

The Company had obtained approval from the members of the Company in their Extra-Ordinary General Meeting held on 18-Sep-2015 for issuance of Non-Convertible Debentures (NCDs) upto an amount of Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore Only) on private placement basis. However, as mentioned above, it was valid upto 17-Sep-2016.

Keeping in view the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, your Company intends to issue Non-Convertible Debentures (NCDs) for an amount aggregating to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore Only), on private placement basis for a period of one year from the conclusion of this Meeting depending upon the requirement of funds from time to time.

Further, subject to the provisions of Section 42 and 71 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription for Non-Convertible Debentures (NCDs) upto an amount of Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore Only) on private placement basis for a period of one year from the conclusion of this Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures (NCDs) together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of “the Act”.

The terms of issue of the above Non-Convertible Debentures (NCDs) would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided in consultation with the merchant bankers to be appointed by the Company for the purpose. All the required details/disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures (NCDs) by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of “the Act” and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.



Your Directors therefore, recommends the passing of the resolution at Item No. 1 for approval by the Members.

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 – Appointment of Chief Executive Officer (CEO), Key Managerial Personnel (KMP) Designate of The Company:

With the resignation of Mr. Sanjib Kumar Jha as Chief Executive Officer (CEO) of the company and on the recommendation by the Nomination and Remuneration Committee of the Board and Board of Directors in their meetings held on 20-Sep-2016, Mr. Akbar Khan is propose to be appointed as Chief Executive Officer of the company. The brief profile of Akbar be and is hereby mentioned below:

- He holds over 22 years of experience in business management, deal origination, transaction structuring and execution, and relationship management and has spent most of his career in the financial services sector.
- He started his career in financial services with Bank of America Merrill Lynch in London and worked extensively on capital raising and M&A transaction in Europe, Africa and the Middle East.
- He relocated to India with BAML in 2008 to head the financial sponsors coverage team. He also led the financial institutions group where he was involved in several capital raising transactions in the sector. More recently, he worked at General Electric where he was a member of the South Asia leadership team. He was responsible for driving key strategic initiatives and M&A transactions in South Asia and the Middle East.
- He holds an 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.

Pursuant to the sub-clause 14.14.5 of the clause 14.14 of the Articles of Association of the company, consent from MSDF, ON, Triodos and DWM, being shareholders of the company, are required for appointing Chief Executive Officer (CEO) of the company. Hence the Board of Directors recommends the resolution set forth in item No. 2 for approval of the Members.

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, 20th September, 2016

Registered Office:

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