

**NOTICE**

**NOTICE** is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Thursday, the 15<sup>th</sup> day of December, 2016 at 12:30 PM at the Corporate Office of the Company at 13C, 6<sup>th</sup> 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. Approval for increase in an amount of Term Loan upto Rs. 10,00,00,000/- to Intellectash Microfinance Network Company 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, 186 and 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 the company for sanctioning an increase in a term loan amount upto Rs. 10,00,00,000/- (Rupees Ten Crore only) to Intellectash Microfinance Network Company Private Limited on such terms and conditions as may be mutually agreed between the Company and Intellectash Microfinance Network Company Private Limited.

**RESOLVED FURTHER THAT** any Director or Mr. Nitin Agrawal, Dy. CEO & CFO or Mr. Chirag Desai, Company Secretary or Ms. Monika Thadeshwar, Dy. Company Secretary of the Company be and are hereby severally authorized to take all actions in respect of the aforesaid matters and to execute all agreements, deeds, documents, undertakings and other writings as may be necessary or required for the purposes aforesaid and to accept and execute any amendments or modifications to any agreements, deed, documents, undertakings and other writings, and to sign and issue all correspondence, approvals, incidental to or required in respect of the sanctioning of the Term Loan to Intellectash Microfinance Network Company Private Limited.

**RESOLVED FURTHER THAT** a Certified True Copy of the resolution signed by any Director of the Company be furnished to the said lender for their record.”

**2. Approval of Capital Advisory Contract 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 Section 188 and any other applicable provisions 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 enter into a ‘Capital Advisory Contract’ for raising equity / quasi equity capital or debt through Investor(s) to expand business and / or provide exit to the existing investor of the Company with Intellectap Advisory Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as shareholder in the said Intellectap Advisory Services Private Limited, for a period of one year, on such terms and conditions as mentioned in the said draft contract.

**RESOLVED FURTHER THAT** the draft ‘Capital Advisory Contract’, as placed before the meeting and initialled by the Chairman for the purpose of identifications be and is hereby approved.

**RESOLVED FURTHER THAT** the Board or Mr. Akbar Khan, CEO or Mr. Nitin Agrawal, Dy. CEO or Mr. Chirag Desai, Company Secretary of the company, be and are severally hereby



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.”

**3. Approval for transferring assets to Intellectash Microfinance Network Company Private Limited at WDV:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the members of the company be and is hereby accorded to Board of the company to transfer all furniture, fixtures and office equipment of the company at Rs.45lac to Rs.50lac depending on written down value of all assets, being transferred as on the transfer date to Intellectash Microfinance Network Company Private Limited on such terms and conditions as mentioned in the draft copy of asset transfer agreement.

**RESOLVED FURTHER THAT** the draft copy of asset transfer agreement, as placed before the meeting and initialled by the Chairman for the purpose of identifications be and is hereby approved.

**RESOLVED FURTHER THAT** any member of the Board or Mr. Akbar Khan, CEO or Mr. Nitin Agrawal, Dy. CEO or Mr. Chirag Desai, Company Secretary of the company, be and are severally hereby authorized to sign and execute the asset transfer agreement, other documents, deeds, papers, writings 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.

**RESOLVED FURTHER THAT** the certified true copy of resolution shall be furnished to such authority as may be required from time to time.”

**4. Issue and offer of equity shares to employees on a Private Placement basis:**

“**RESOLVED THAT** in accordance with the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) 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), and the 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 issue and allot upto 55,889 Equity Shares of Rs 10/- (Rupees Ten only) each at premium of Rs. 19.86 per share, on a private placement basis, on such terms and conditions as may be decided and deemed appropriate by the Board of the Company to the following employees:

Sl.	Allottees Name & Father's/ Spouse's Name	Address	Occupation	No. of Shares to be offered
1	Mr. Nitin Agrawal Mr. Tej Pal Agarwal	A-1701, Swapnalok Towers, Pimpripada Road, Malad (E), Mumbai – 400 097.	Service	30,589
2	Mr. Rajn Juneja Mr. Om Prakash Juneja	203, Golden Rays Apartments, Shahstri Nagar, Andheri (W), Mumbai -400053.	Service	6,700
3	Mr. Vijay Kumar Haswani Mr. Ghanshyam Das Haswani	H No. 892/42, Ward No. 42, Street No.7, Near Shiv Mandir, Subhash Nagar, Durg – 491001.	Service	3,700



4	Mr. Anirudh Ramakuru Mr. R.V.G.K. Murthy	5/58, Ramkrishna Nagar, S.V. Road, Khar West, Mumbai – 400052.	Service	3,200
5	Mr. Pratik Mandvia Mr. Bharat Mandvia	B-302, Kuber Apartment, Kamla Vihar Sports Club Lane, Mahavir Nagar, Kandivali (W), Mumbai – 400067.	Service	3,200
6	Mr. Ruchir Shah Mr. Shirish Shah	133, Sakti Apartments, M. G. Road, Kandivali (W), Mumbai – 400 067.	Service	3,200
7	Mr. Chirag Desai Mr. Bhupendra Desai	106, Happy Home Complex T-1, Ltd., Link Road, Chikwadi, Borivali (W), Mumbai – 400092.	Service	2,100
8	Mrs. Swapna Nair Mr. Anish Nair	H-5 Flat 104, Lakeview CHSL, Airoli Sector-14, Navi Mumbai- 400708.	Service	3,200
			<b>Total</b>	<b>55,889</b>

**RESOLVED FURTHER THAT** the Board of Directors and Mr. Chirag Desai, 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.”

By Order of the Board of Directors



**Chirag Desai**  
Company Secretary

Mumbai, 15<sup>th</sup> December, 2016

**Registered Office:**

1002, 10<sup>th</sup> Floor, A Block,  
The Platina, Gachibowli,  
Hyderabad – 500 032, Telangana, India  
CIN: U65910AP1998PLC088941

**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 to 3 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 to 3 of the accompanying Notice:

**Item No. 1 - Approval for increase in an amount of Term Loan upto Rs. 10,00,00,000/- to Intellectash Microfinance Network Company Private Limited:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of 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 of 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.

Further, as per provisions of section 185 of the Companies Act, 2013 no Company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its director or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

The members of the Company had already approved a term loan of Rs. 8,00,00,000/- to Intellectash Microfinance Network Company Private Limited for their onlending to MSME clients requirements in the Annual General meeting of the Company held on 26-May-2016. Intellectash Microfinance Network Company Private Limited has further approached the Company for increasing the sanction limit upto Rs. 10,00,00,000/- and the Board of Directors of the Company in their meeting held on 15-Dec-2016 had approved the same subject to approval of the shareholders.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sl. No.	Particulars	Secondary Sale Contract
1	Name of the Related Party	Intellectash Microfinance Network Company Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Anurag Agrawal
3	Nature of Relationship	Mr. Anurag Agrawal is interested as Director/Shareholder in Intellectash Microfinance Network Company Private Limited



4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Term Loan of Rs.10,00,00,000/- (Rupees Ten Crore only) with a tenor of 12 to 40 months along with Rate of Interest of 19% p.a. to be paid monthly along with 1% plus applicable service tax as processing fees and transaction security provided is Four Un-dated security cheques.
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	Sanctioning of the term loan facility to Intellecash Microfinance Network Company Private Limited is for the purpose on onlending to their MSME clients

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

The Board of Directors recommends the resolution set forth in item No. 1 for approval of the Members.

Except the said interested Director, no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

**Item No.2 - Approval of Capital Advisory Contract with Intellecap Advisory Services Private Limited:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of 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 of 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.

In the light of provisions of the Companies Act, 2013, upon recommendation of the members of Audit & Compliance Committee, the Board of Directors of your Company in their meeting held on 15-Dec-2016, had approved the Capital Advisory Contract, to be entered into with Intellecap Advisory Services Private Limited.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sl. No.	Particulars	Capital Advisory Contract
1	Name of the Related Party	Intellecap Advisory Services Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vineet Chandra Rai



3	Nature of Relationship	Mr. Vineet Chandra Rai is interested as shareholder in Intellectap Advisory Services Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	<p><b>Scope of Services:</b></p> <ul style="list-style-type: none"> <li>➤ Phase I - Preparation of Investor Kit: <ul style="list-style-type: none"> <li>a. Refining of the existing business plan/financial model and preparatory work required to present Client to prospective investors;</li> <li>b. Compilation of Information Kit for investors that might include all or some of the following: Information Memorandum, Introductory Flyer, Financial Model and any other supporting documents and or presentations as required for raising funds for Client.</li> </ul> </li> <li>➤ Phase II - Capital Advisory Services: <ul style="list-style-type: none"> <li>a. Identification of suitable investors, creating a long list of investors and short list of investors;</li> <li>b. Managing communication with all the investors that would include the Investment Pitch, Deal structuring and Negotiation support to the client;</li> <li>c. Assistance in due diligence by potential investors;</li> <li>d. Advice and execution of appropriate deal structuring as per the needs and expectations of the client and accounting for investor feedback;</li> <li>e. Assistance in drafting the term sheet and subscription agreement.</li> </ul> </li> </ul> <p><b>Remuneration and Payment Modalities:</b></p> <p>Success Fee: Intellectap shall charge success fee as follows:</p> <ul style="list-style-type: none"> <li>a. Book value multiple less than or equal to 2.5x - The Success Fee shall be 1.5% of the Equity Investment Amount committed by the Investor towards primary issue of shares as well secondary sale of shares by existing shareholders if any, (exclusive of Service Tax);</li> <li>b. Book value multiple more than 2.5x - the Success Fee shall be 2.0% of the Equity Investment Amount committed by the Investor towards primary issue of shares as well as secondary sale of shares by existing shareholders if any (exclusive of Service Tax);</li> <li>c. Book Value here is defined as the book value calculated based on the audited financials of 30-Sep-2016;</li> <li>d. The Equity Investment Amount here is defined as the sum of the total primary issue by new investors and existing shareholders either upfront or as per a deferred payout schedule agreed on between the Investor and Client.</li> </ul> <p><b>Duration of Contract:</b></p> <p>The duration of the contract shall be for the period of one year commencing from such date, as may be decided by the management of the company.</p>
5	Any other Information relevant or important for the	The availing of such Capital Advisory services from Intellectap Advisory Services Private Limited is in relation to

	members to take a decision on the proposed resolution	business enhancement and are towards the benefit of the Company. The respective contract is entered on arm's length basis and all factors relevant to the respective contract have been considered by the Board. The Copy of the above mentioned contract shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (10 am to 6 pm) on all working days (except Saturdays) upto the date of Extra-Ordinary General Meeting of the Company.
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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. 2 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 2 for approval of the Members.

Except the said interested Director, no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

**Item No.3 – Approval for transferring assets to Intellecash Microfinance Network Company Private Limited at WDV:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of 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 of 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.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company in their meeting held on 15-Dec-2016, had approved for transferring assets to Intellecash Microfinance Network Company Private Limited (Intellecash) at written down value.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sl. No.	Particulars	
1	Name of the Related Party	Intellecash Microfinance Network Company Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Anurag Agrawal



3	Nature of Relationship	Mr. Anurag Agrawal is interested as Director/Shareholder in Intellecash Microfinance Network Company Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Transfer of assets of the Company viz. furniture, fixtures and office equipment of the company at Rs.45lac to Rs.50lac depending on WDV of all assets to be transferred on the transfer date on such terms and conditions as mentioned in the draft copy of asset transfer agreement.
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	In order to meet the future requirements, w.r.t. office space, the Company has proposed to take on lease, a new premises. Further, the current office space, occupied by the Company is proposed to be used by one of our group company i.e. (IntelleCash).

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

The Board of Directors recommends the resolution set forth in item No. 3 for approval of the Members.

Except the said interested Director, no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

**Item No.4 - Issue and Offer of Equity 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 holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per section 42 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 15-Dec-2016, subject to approval of the shareholders of the company, has approved the following proposal for issue of equity shares on preferential basis.

Sl. No.	Name of employee	No of shares approved	Key Managerial Personnel
1	Mr. Nitin Agrawal A-1701, Swapnalok Towers, Pimripada Road, Malad (East), Mumbai – 400 097.	30,589	Yes, as CFO
2	Mr. Rajan Juneja 203, Golden Rays Apartments, Shahstri Nagar, Andheri (W), Mumbai -400053.	6,700	No





3	Mr. Vijay Kumar Haswani H No. 892/42, Ward No. 42, Street No.7, Near Shiv Mandir, Subhash Nagar, Durg – 491001.	3,700	No
4	Mr. Anirudh Ramakuru 5/58, Ramkrishna Nagar, S.V. Road, Khar West, Mumbai – 400052.	3,200	No
5	Mr. Pratik Mandvia B-302, Kuber Apartment, Kamla Vihar Sports Club Lane, Mahavir Nagar, Kandivali (West), Mumbai – 400067.	3,200	No
6	Mr. Ruchir Shah 133, Sakti Apartments, M. G. Road, Kandivali (West), Mumbai – 400 067.	3,200	No
7	Mr. Chirag Desai 106, Happy Home Complex T-1, Ltd., Link Road, Chikuwadi, Borivali (West), Mumbai – 400092.	2,100	Yes, as Company Secretary
8	Mrs. Swapna Nair H-5 Flat 104, Lakeview CHSL, Airoli Sector-14, Navi Mumbai- 400708.	3,200	No
<b>Total</b>		<b>55,889</b>	--

The information, required to be mentioned in the explanatory statement as per the Companies Act, 2013 are as follows:-

1. Object of the issue: To offer selected employees opportunity to own shares in the company as a reward for extraordinary commitment shown by them.
2. Total Number of shares to be issued: 55,889 Equity Shares of Rs.10/- (Rupees Ten only) each.
3. The price or price band at/within which allotment is proposed: Rs.29.86/- per share
4. Basis on which the price has been arrived at along with the report of the registered valuer: The shares are being issued with a view that some part of consideration should come from the employee instead of issuing them without any consideration. This issuance is part of the pool of 840,889 shares approved to be allotted under Employees Stock Grant Plan. Of those, 7,10,000 shares was already allotted to certain employees of the Company. The balance 1,30,889 equity shares shall be allotted to employees based on recommendation of the CEO and approval of the Board. The Company has proposed to allot 55,889 equity shares of Rs.10/- each at a premium of Rs.19.86/- per share.
5. Relevant date with reference to which the price has been arrived at: 09-Dec-2016.
6. The class or classes of persons to whom the allotment is proposed to be made: Employees and Key Managerial Personnel
7. Intention of promoters, directors or key managerial personnel to subscribe to the offer: Promoters / Directors of the Company are not intending to participate/subscribe to the present



offer. Mr. Nitin Agrawal and Mr. Chirag Desai, Key Managerial Personnel are intending to participate/subscribe to the present offer.

8. The proposed time within which the allotment shall be completed: The Company will complete the issue & allotment of Equity Shares within a period of 60 days from the date of receipt of the share application money received from the applicant.
9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them: The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them are as follows:-

Sl. No.	Name of the Proposed Allottees	Pre-issue		Post-issue	
		Pre-issue Shares Held	% to Total Holding	Post-issue Shares Held	% to Total Holding
1	Mr. Nitin Agrawal	1,00,000	0.45	130,589	0.59
2	Mr. Rajan Juneja	44,001	0.20	50,701	0.23
3	Mr. Vijay Kumar Haswani	NIL	NIL	3,700	0.02
4	Mr. Anirudh Ramakuru	NIL	NIL	3,200	0.01
5	Mr. Pratik Mandvia	9500	0.04	12,700	0.06
6	Mr. Ruchir Shah	12500	0.06	15,700	0.07
7	Mr. Chirag Desai	NIL	NIL	2,100	0.01
8	Mrs. Swapna Nair	NIL	NIL	3,200	0.01

10. The change in control, if any, in the company that would occur consequent to the private placement offer: NONE (There will not be any change in the management control of the Company on account of this proposed private placement allotment except minor change in the shareholding pattern as well as voting rights).
11. 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 Series C Compulsorily Convertible Preference Shares of Rs. 10/- each at issue price of Rs. 87.18/- on preferential basis to following allottees:

Sl. No.	Name & Occupation of Allottees	Address of the Allottees	Number of shares allotted	Total amount paid (including premium) (in Rs.)
1.	ON Mauritius Occupation: Business	C/o. International Financial Services Limited, IFS Court, Twenty Eight, Cybercity, Ebene – 72201, Mauritius	17,20,578	14,99,99,990.04
2.	DWM (International) Mauritius Limited Occupation: Business	Suites 340-345 Barkly Wharf, Le Caudan Waterfront, P.O. Box 1070, Port Louis, Republic of Mauritius	20,64,694	18,00,00,022.92

3.	Triodos SICAV II Triodos Microfinance Fund  Occupation: Business	11-13, Boulevard De La Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg	10,32,347	9,00,00,011.46
4.	Triodos Custody B.V. INZ. Triodos Fair Share Fund  Occupation: Business	Utrechtseweg 60, 3704, HE Zeist, The Netherlands	10,32,347	9,00,00,011.46
<b>Total</b>			<b>58,49,966</b>	<b>51,00,00,035.88</b>

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

13. The pre issue and post issue shareholding pattern of the company are as follows:

Category Code	Category of Shareholder	Pre-issue		Post-issue	
		Pre-issue Shares Held	% to Total Holding	Post-issue Shares Held	% to Total Holding
<b>A</b>	<b>Promoter's holding:</b>				
1	Indian:				
	Individual	0	0	0	0
	Bodies Corporate	59,99,995	26.90	59,99,995	26.89
	<b>Sub Total</b>	<b>59,99,995</b>	<b>26.90</b>	<b>59,99,995</b>	<b>26.89</b>
2	Foreign Promoters	0	0	0	0
	<b>Sub Total (A)</b>	<b>59,99,995</b>	<b>26.90</b>	<b>59,99,995</b>	<b>26.89</b>
<b>B</b>	<b>Non-Promoter's Holding:</b>				
1	Institutional Investors	0	0	0	0
2	Non-Institution:				
	Private Corporate Bodies	8,80,593	3.95	8,80,593	3.95
	Directors and Relatives	0	0	0	0
	Indian Public	1,68,002	0.75	2,23,891	1.00
	Others: Foreign Bodies Corporate	1,51,29,475	67.81	1,51,29,475	67.82
	<b>Sub Total (B)</b>	<b>1,61,78,070</b>	<b>72.51</b>	<b>1,63,08,959</b>	<b>73.11</b>
<b>C</b>	<b>Stock Unit*</b>	<b>1,30,889</b>	<b>0.59</b>	<b>75000</b>	<b>0.34</b>
	<b>Grand Total (A+B+C)</b>	<b>2,23,08,954</b>	<b>100.00</b>	<b>22308954</b>	<b>100.00</b>

\*pending issuance

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 & 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. 4.

Except, Mr. Nitin Agrawal and Mr. Chirag Desai none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

By Order of the Board of Directors



*Chirag Desai*  
**Chirag Desai**  
Company Secretary

Mumbai, 15<sup>th</sup> December, 2016

**Registered Office:**

1002, 10<sup>th</sup> Floor, A Block,  
The Platina, Gachibowli,  
Hyderabad – 500 032, Telangana, India  
CIN: U65910AP1998PLC088941