

**NOTICE**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of Jain Sons Finlease Limited will be held on Tuesday, the 22<sup>nd</sup> day of August, 2017 at 12.30 PM at the Corporate Office of the Company situated at 12B, 3<sup>rd</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. Offer and Issue of 17,200 Equity 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** pursuant to 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 and Rule 13 of Companies (Share Capital and Debentures) 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 create, offer, issue and allot upto 17,200 Equity Shares of Rs.10/- (Rupees Ten only) each at a premium of Rs. 77.18/- per share to Mr. Akbar Khan, 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.

**RESOLVED FURTHER THAT** the Board of Directors and Mr. Nitin Agrawal, Dy. CEO & CFO and Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorized to issue private placement offer letter in Form PAS-4 to Mr. Akbar Khan alongwith the application form and to do all such acts, deeds, things and sign and execute all such documents, undertaking, writings as may be necessary for giving effect to the above resolution.”

**2. 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 and the Companies (Share Capital and Debentures) 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. Nitin Agrawal, Dy. CEO & CFO and Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally 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.”

By Order of the Board of Directors



  
**Chirag Desai**  
Company Secretary

Mumbai, 22<sup>nd</sup> August, 2017

**Registered Office:**

1002, 10<sup>th</sup> Floor, A Block,  
The Platina, Gachibowli,  
Hyderabad – 500 032

**Corporate Office:**

12B, 3<sup>rd</sup> Floor, Techniplex-II IT Park,  
Off. Veer Savarkar Flyover, Goregaon (West),  
Mumbai - 400062, Maharashtra

**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&2 of the Notice, is annexed hereto.
2. 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 – Offer and Issue of 17,200 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 shareholders 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 22-Aug-2017, subject to approval of the shareholders of the company, has approved the following proposal for issue of Equity Shares of the Company on preferential basis.

Sl. No.	Details of the proposed allottees (Name, Address, Occupation)	Maximum No. of 17,200 Equity Shares to be allotted
1	Mr. Akbar Khan Address: 2 <sup>nd</sup> Floor, Anand Building, 17 Carmichael Road, Mumbai - 400026. Occupation: Service	17,200
<b>TOTAL</b>		<b>17,200</b>

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

(a)	the objectives of the issue	To offer to selected employee an opportunity to own shares in the company as a reward for extraordinary commitment shown by them.
(b)	the size of the issue and number of equity shares to be issued and nominal value of each share	17,200 Equity Shares of Rs.10/- each (Rupees Ten only) at a premium of Rs. 77.18/- amounting to Rs. 14,99,496/- (Rupees Fourteen Lakh Ninety Nine Thousand Four Hundred and Ninety Sixty only)
(c)	the price at which such shares are proposed to be issued	Rs. 87.18/- per share (including premium of Rs. 77.18/-)
(d)	the basis on which the price has been arrived at along with report of registered valuer	Valuation Report
(e)	relevant date with reference to which the price has been arrived at	22-Aug-2017
(f)	the class or classes of persons to whom the allotment is proposed to be made	Resident Individual



(g)	intention of promoters, directors or key managerial personnel to subscribe to the offer	Mr. Akbar Khan, Executive Director & CEO of the Company is intending to subscribe the offer. None of the Promoters, Directors and Key Managerial Personnel of the Company are intending to participate/subscribe to the present offer, except Mr. Akbar Khan, Executive Director & CEO.							
(h)	the proposed time within which the allotment shall be completed	The Company will complete the issue and allotment of Equity Shares within a period of 90 days from the date of receipt of the share application money received from the applicants.							
(i)	the names of the proposed allottee and the percentage of post preferential offer capital that may be held by them	Sl. No.		Name of the Proposed Allottee		Pre issue		Post issue	
						Pre-issue Shares held	% of total holding	Post-issue Shares held	% of total holding
		1		Akbar Khan		0	0.00%	17,200	0.08
(j)	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.							
(k)	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 55,889 equity shares of Rs. 10/- each at a premium of Rs. 19.86/- per share.							
(l)	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable							
(m)	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
		<b>A</b>		<b>Promoter's holding:</b>					
		1		Indian					
				Individual		0	0.00	0	0
				Bodies Corporate		59,99,995	26.90	59,99,995	26.90
				<b>Sub-Total</b>		<b>59,99,995</b>	<b>26.90</b>	<b>59,99,995</b>	<b>26.90</b>
		2		Foreign Promoters		0	0.00	0	0.00
				<b>Sub-Total (A)</b>		<b>59,99,995</b>	<b>26.90</b>	<b>59,99,995</b>	<b>26.90</b>
		<b>B</b>		<b>Non-Promoter's holding:</b>					
		1		Institutional Investors:		8,80,593	3.95	8,80,593	3.95

2	Non-institution:				
	Private Corporate Bodies	0	0.00	0	0.00
	Directors and Relatives	0	0.00	17,200	0.08
	Indian Public	2,23,891	1.00	2,23,891	1.00
	Others: Foreign Bodies	1,51,29,475	67.82	1,51,29,475	67.82
	Stock Unit*	75,000	0.34	57,800	0.26
	<b>Sub Total (B)</b>	<b>1,63,08,959</b>	<b>73.10</b>	<b>1,63,08,959</b>	<b>73.10</b>
	<b>Grand Total</b>	<b>2,23,08,954</b>	<b>100.00</b>	<b>2,23,08,954</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. 1.

Except Mr. Akbar Khan, Executive Director & CEO, 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 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 20-Sep-2016 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, the said offer or invitation for subscription to the Non-Convertible Debentures is valid upto 19-Sep-2017.

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. 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.

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.

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  
Company Secretary

Mumbai, 22<sup>nd</sup> August, 2017

**Registered Office:**

1002, 10<sup>th</sup> Floor, A Block,  
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