

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Friday, the 12th day of January, 2018 at 5.45 PM at the Corporate Office of the Company at 12B, 3rd 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. Increase in Authorised Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the members of the Company be and is hereby accorded to the Company for increase in the Authorized Share Capital of the Company **from** Rs.55,50,00,000/- (Rupees Fifty Five Crore Fifty Lakhs only) divided into 1,75,00,000 (One Crore Seventy-Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakhs) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each and 60,00,000 (Sixty Lakhs) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each **to** Rs.69,60,00,000/- (Rupees Sixty-Nine Crore Sixty Lakhs only) divided into 2,60,00,000 (Two Crore Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakhs) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 60,00,000 (Sixty Lakhs) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each and 56,00,000/- (Rupees Fifty-Six Lakhs only) Series D Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Director or Mr. Nitin Agrawal Dy. CEO & CFO or 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.”

2. Alteration of Memorandum of Association of the company w.r.t increase in Authorised Share Capital:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the members of the company be and is hereby accorded to the company for substituting Clause V of the Memorandum of Association of the Company with the following clause:



- V. The Authorised Share Capital of the Company is Rs.69,60,00,000/- (Rupees Sixty-Nine Crore Sixty Lakhs only) divided into 2,60,00,000 (Two Crore Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakhs) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 60,00,000 (Sixty Lakhs) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each and 56,00,000/- (Rupees Fifty-Six Lakhs only) Series D Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Director or Mr. Nitin Agrawal, Dy. CEO & CFO or 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, 12th January, 2018

Registered Office:

1002, 10th Floor, A Block,
The Platina, Gachibowli,
Hyderabad – 500032

Corporate Office:

12B, 3rd 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 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 2 of the accompanying Notice:

Item No. 1 & 2 - Increase in Authorised Share Capital of the company and Alteration of Memorandum of Association of the Company:

The present authorised share capital of the company is Rs.55,50,00,000/- (Rupees Fifty Five Crore Fifty Lakhs only) divided into 1,75,00,000 (One Crore Seventy-Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakhs) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and 60,00,000 (Sixty Lakhs) Series C Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only).

The company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities and given that the issue of new shares, as contemplated in Item No. 3, it is desirable to increase the authorised share capital of the company to Rs.69,60,00,000/- (Rupees Sixty-Nine Crore Sixty Lakhs only) divided into 2,60,00,000 (Two Crore Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakhs) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakhs) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each and 25,00,000 (Twenty-Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 60,00,000 (Sixty Lakhs) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each and 56,00,000/- (Rupees Fifty Six Lakhs only) Series D Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

Consequently, it is proposed to make appropriate alterations in the Capital Clause i.e. Clause V of the Memorandum of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company and your Directors recommends Ordinary Resolutions at item nos. 1 & 2 for your approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolutions at Item No. 1 & 2 of the accompanying Notice.

By Order of the Board of Directors


Chirag Desai
Company Secretary

Mumbai, 12th January, 2018

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The Platina, Gachibowli,
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