

**NOTICE**

**NOTICE** is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Tuesday, the 30<sup>th</sup> day of October, 2018 at 05:55 PM at the Corporate Office of the Company 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. 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 increase the Authorized Share Capital of the Company **from 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 (Fifty-Six Lakhs) Series D Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) **to Rs.85,00,00,000/-** (Rupees Eighty Five Crore only) divided into 4,14,00,000 (Four Crore and Fourteen Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakh) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakh) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakh) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 60,00,000 (Sixty Lakh) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each and 56,00,000 (Fifty-Six Lakh) Series D Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** any of the Directors 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.85,00,00,000/-** (Rupees Eighty Five Crore only) divided into 4,14,00,000 (Four Crore and Fourteen Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakh) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakh) Series B2





Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakh) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 60,00,000 (Sixty Lakh) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each and 56,00,000 (Fifty-Six Lakh) Series D Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** any of the Directors 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.”

**3. Approval for offer and for issue of shares to Aavishkaar Venture Management Services Private Limited on 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), 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 1,14,70,521 Equity Shares of Rs.10/- each (Rupees Ten only) at a premium of Rs. 77.18/- (Rupees Seventy-Seven and paise Eighteen only) amounting to Rs. 100,00,00,020.78/- (Rupees One Hundred Crore Twenty and paise Seventy-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 person (hereinafter referred as “the proposed allottee”):

Sl. No.	Details of the proposed allottee (Name, Address, Occupation)	Maximum No. of Equity Shares to be allotted
1.	Aavishkaar Venture Management Services Private Limited 13B III 6th Floor, Techniplex-II IT Park, Off Veer Savarkar Flyover, Goregaon (W), Mumbai 400062 Occupation: Business	1,14,70,521
<b>TOTAL</b>		<b>1,14,70,521</b>

**RESOLVED FURTHER THAT** the Board of Directors and Mr. Chirag Desai, Company Secretary of the Company be and are hereby severally authorized to issue a private placement offer-cum-application in Form PAS-4 to the said allottee 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.”



**4. To approve Intellegrow-Employees Stock Option Plan 2018:**

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 (1) (b) of the Companies Act, 2013(“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is made applicable to the Company including any modifications thereof or supplements thereto (“the **SEBI ESOS Regulations**”), and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the **Board**”) or the Nomination and Remuneration Committee of the Board, consent of the Shareholders be and is hereby accorded to introduce and implement the Intellegrow Employees Stock Option Plan 2018 (“**ESOP - 2018**”) the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and Independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “**Employees**”) selected on the basis of criteria decided by the Board or the Nomination and Remuneration Committee of the Board under the ESOP - 2018, such number of stock options convertible into Equity Shares of the Company (“**Options**”), in one or more tranches, not exceeding 7,27,068 Equity Shares of face value of Rs. 10 each, at such price and on such terms and conditions as may be fixed or determined by the Board or by the Nomination and Remuneration Committee of the Board in accordance with the ESOP - 2018, and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the Scheme may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/Regulations as applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP - 2018 and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP - 2018 and the exercise price of Options granted under the ESOP - 2018 shall automatically stand augmented or reduced, as the case may be, in the same



proportion as the present face value of Rs. 10 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP - 2018.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board or the Nomination and Remuneration Committee of the Board is authorised to formulate, evolve, decide upon and implement the ESOP - 2018, determine the detailed terms and conditions of the aforementioned ESOP - 2018 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP - 2018 and as the Board or the Nomination and Remuneration Committee of the Board may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Board or Nomination and Remuneration Committee of the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP - 2018 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP - 2018 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or Nomination and Remuneration Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP - 2018 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to the Nomination and Remuneration Committee of the Board, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

**5. To extend approval of Intellegrow - Employees Stock Option Plan 2018 to the employees of Subsidiary Company (ies), if any:**

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 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is made applicable to the Company including any modifications thereof or supplements thereto ("the **SEBI ESOS Regulations**"), and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of



Directors of the Company (hereinafter referred to as “the Board”) or Nomination and Remuneration Committee of the Board, consent of the Shareholders be and is hereby accorded to extend the benefits of Intellegrow - Employees Stock Option Plan 2018 (ESOP – 2018) to such persons who are in the permanent employment of the subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as “Subsidiary Companies”), whether working in India or out of India and to the Directors of the Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, (hereinafter referred to as “Subsidiary Companies Employees”) at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP – 2018.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing and allotting of the Securities, the Board or the Nomination and Remuneration Committee of the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP - 2018 from time to time or to suspend, withdraw, or revive ESOP - 2018 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or Nomination and Remuneration Committee of the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

**6. Grant of Options to issue securities equal to or exceeding One percent but not exceeding Five percent of the issued Equity Share Capital (on fully diluted basis) of the Company during any one financial year to identified employees under Intellegrow- Employees Stock Option Plan 2018:**

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (which deems to include the provisions the Companies Act, 2013 applicable, if any, for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is made applicable to the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and notwithstanding ceiling limit for Grant of Option during any one Financial Year to any employee or director of the Company not exceeding One percent of the issued Capital of the Company, consent of the Shareholders be and is hereby accorded for Grant of option to identified employees under ‘Intellegrow - Employees Stock Option Plan 2018 (ESOP – 2018) during any one year, equal to or exceeding One percent but not exceeding Five percent of the issued Equity Share capital (on fully diluted basis) (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one



or more tranches, on such terms and in such manner as stated in 'IntelleGrow - Employees Stock Option Plan 2018'

**7. Approval for the appointment of Mr. Nikesh Kumar Sinha, Chief Executive Officer (CEO) as an Additional (Executive) Director & CEO 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 152, 161, 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Nikesh Kumar Sinha, as an Additional (Executive) Director & CEO of the Company for a period of 3 years w.e.f. 30-Oct-2018 on such terms and conditions as mentioned in below table be and is hereby approved:

Sl.	Particulars	Composition
1	Fixed Salary	Rs.1,00,00,000/-
2	Performance linked variable pay	50% of Fixed Pay
3	Medicclaim 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	Gratuity	As per rules of the Company's scheme
7	Other perquisites	As per rules of the Company's scheme

**RESOLVED FURTHER THAT** Mr. Nikesh Kumar Sinha shall also be entitled to 2,50,000 equity shares of Rs.10/- each, out of the ESOP Pool, in the following manner:

- 50% of equity shares i.e. 1,25,000 equity shares shall be purchased / acquired at the face value of Rs.10/- each;
- Balance 50% of equity shares i.e. 1,25,000 equity shares shall be purchased / acquired at Rs.87.50/- per share.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Nikesh Kumar Sinha, as an Additional (Executive) Director & CEO of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** Mr. Vineet Chandra Rai, Chairman or Mr. John Arunkumar Diaz, Managing Director or Mr. Anurag Agrawal, Director of the Company be and are hereby severally authorised to enter into an agreement /issue a letter for appointment and increase in remuneration 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."

**8. Availment of Working Capital Loan of Rs.50,00,00,000/- from Aavishkaar Venture Management 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 the provisions of Section 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 Directors of the Company to enter into Loan Agreement for availing of the Working Capital Loan of Rs.50,00,00,000/- (Rupees Fifty Crore only) from Aavishkaar Venture Management Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman and Mr. Anurag Agrawal, Director and Mr. Pradeep Pursnani, Nominee Director are interested as Director and/or Member in the said Aavishkaar Venture Management Services Limited on such terms and conditions as may be mutually agreed between the Company and Aavishkaar Venture Management Services Private Limited.

**RESOLVED FURTHER THAT** the draft “Loan Agreement”, as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved.

**RESOLVED FURTHER THAT** any Director or Mr. Anirudh Ramakuru, AVP – Finance or Mr. Chirag Desai, 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 execution of loan agreement for availing the Working Capital Loan from Aavishkaar Venture Management Services Private Limited.”

**9. Approval for entering into Addendum No.1 to Sourcing and Servicing Agreement dated 08-May-2018 with Tribetech Private Limited:**

**“RESOLVED THAT** pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Addendum No.1 to the Sourcing and Servicing Agreement dated 08-May-2018 for modification of certain existing terms and conditions as mentioned in the said draft agreement with TribeTech Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman of the Company is interested as Director, Mr. John Arunkumar Diaz, Managing Director of the Company is interested as Director and member and Mr. Anurag Agrawal, Director is interested as member in the said TribeTech Private Limited.

**RESOLVED FURTHER THAT** the draft Addendum No.1 to Sourcing and Servicing Agreement dated 08-May-2018, as placed before the meeting and duly initialled by the Chairman for the purpose of identification be and is hereby approved.

**RESOLVED FURTHER THAT** any one of the Directors or Mr. Vijay Haswani, Sr. VP-Credit or Mr. Chirag Desai, Company Secretary of the Company, be and are hereby severally authorized to finalise, amend, sign and execute the said Addendum Agreement and all other agreements, papers, writings, documents 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.”





By Order of the Board of Directors

  
**Chirag Desai**  
Company Secretary



Mumbai, 30<sup>th</sup> October, 2018

**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 9 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 9 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.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 (Fifty-Six Lakhs) Series D 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, it is desirable to increase the authorised share capital of the Company to Rs.85,00,00,000/- (Rupees Eighty Five Crore only) divided into 4,14,00,000 (Four Crore and Fourteen Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each; 20,00,000 (Twenty Lakh) Compulsorily Convertible Preference Shares of Rs.20/- (Rupees Twenty Only) each; 3,00,000 (Three Lakh) Series B2 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 25,00,000 (Twenty-Five Lakh) Series B1 Compulsorily Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each; 60,00,000 (Sixty Lakh) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each and 56,00,000 (Fifty-Six Lakh) 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.

**Item No. 3 – Approval for offer and for issue of shares to Aavishkaar Venture Management Services Private Limited on 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 30-Oct-2018, 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 allottee (Name, Address, Occupation)	Maximum No. of Equity Shares to be allotted
1.	Aavishkaar Venture Management Services Private Limited 13B III 6th Floor, Techniplex-II IT Park, Off Veer Savarkar Flyover, Goregaon (W), Mumbai 400062 Occupation: Business	1,14,70,521
<b>TOTAL</b>		<b>1,14,70,521</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:

i	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.	
ii	the total number of equity shares or to be issued	1,14,70,521 Equity Shares of Rs.10/- each (Rupees Ten only) at a premium of Rs. 77.18/- (Rupees Seventy-Seven and paise Eighteen only) amounting to Rs. 100,00,00,020.78/- (Rupees One Hundred Crore Twenty and paise Seventy-Eight only)	
iii	the price or price band at/within which the allotment is proposed;	Rs. 87.18/- per share (including premium of Rs. 77.18/-)	
iv	basis on which the price has been arrived at along with report of the registered valuer;	Valuation Report issued by SEBI Registered Category-I Merchant Banker	
v	relevant date with reference to which the price has been arrived at;	30-Sep-2018	
vi	the class or classes of persons to whom the allotment is proposed to be made	Company	
vii	intention of promoters, directors or key managerial personnel to subscribe to the offer	Aavishkaar Venture Management Services Private Limited 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 Aavishkaar Venture Management Services Private Limited.	
viii	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 60 days from the date of receipt of the share application money received from the applicants.	
ix	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;		
	Name of the Proposed Allottee	Pre-issue	Post-issue



Sl. No.		Pre-issue Shares held	% of total holding	Post-issue Shares held	% of total holding
1	Aavishkaar Venture Management Services Pvt. Ltd.	20,27,645	7.92%	1,34,98,166	36.41
x	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 change in the shareholding pattern as well as voting rights.			
xi	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 150 Non-Convertible Debentures (NCDs) of Face Value of Rs.10,00,000/- each to Aditya Birla Finance Limited.			
xii	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable			
xiii	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	-	-	-	-
	Bodies Corporate	81,54,340	31.85	1,96,24,861	52.93
	<b>Sub-Total</b>	<b>81,54,340</b>	<b>31.85</b>	<b>1,96,24,861</b>	<b>52.93</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>81,54,340</b>	<b>31.85</b>	<b>1,96,24,861</b>	<b>52.93</b>
<b>B</b>	<b>Non-Promoter's holding:</b>				
1	Institutional Investors:	-	-	-	-
2	Non-institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	35,790	0.14	35,790	0.10
	Indian Public	78,601	0.31	78,601	0.21
	Others: Foreign Bodies	1,66,10,147	64.87	1,66,10,147	44.80
	Stock Unit*	7,27,068	2.84	7,27,068	1.96



	<b>Sub Total (B)</b>	<b>1,74,51,606</b>	<b>68.16</b>	<b>1,74,51,606</b>	<b>47.07</b>
	<b>Grand Total</b>	<b>2,56,05,946</b>	<b>100</b>	<b>3,70,76,467</b>	<b>100</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. 3.

Except Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Mr. Pradeep Pursnani, Directors/Members of Aavishkaar Venture Management Services Private Limited, 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. 3 of the accompanying Notice.

**Item No. 4 & 5- To approve Intellegrow-Employees Stock Option Plan 2018 and to extend approval of Intellegrow - Employees Stock Option Plan 2018 to the employees of Subsidiary Company (ies), if any:**

Stock Options represent a reward system based on performance. They help companies attract retain and motivate the best available talent. Stock Options also provide a Company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the Subsidiary Company(ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Subsidiary Company (ies) on the growth path.

Keeping in line with the above, "Intellegrow - Employees Stock Option Plan 2018" ('ESOP-2018/ the Scheme') is hereby attached as Annexure-1 has been formulated by the Company and to be implemented by the Board or Nomination and Remuneration Committee of the Board in accordance with the requirements of Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations") issued by SEBI, as and when they become applicable to the Company, and other laws as and when applicable. The Scheme has been approved by the Board of Directors at their Meeting held on 30-Oct-2018, subject to the approval of the members.

The Scheme will be operated and administered under the superintendence of the Board or the Nomination and Remuneration Committee of the Board & has formulated the detailed terms and conditions of the Scheme including:

- Number of options to be granted to any Employee, and in the aggregate;
- Terms on which the options will vest;
- The conditions under which options vested in Employees may lapse in case of termination of Employees for misconduct;



- The exercise period within which an Employee should exercise the options, and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP-2018;
- The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;
- The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- The grant, vesting and exercise of options in case of Employees who are on long leave; and
- Any other related or incidental matters.

Brief Description of the Scheme is given as under:

*a) The total number of options to be granted*

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches upto 7,27,068 Equity shares of Rs. 10 each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP -2018.

*b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme*

All permanent employees of the Company working in India or out of India and Directors (whether Managing/Whole time Director or not) and its Subsidiary Company(ies), (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Board or the Nomination and Remuneration Committee of the Board.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Board or the Nomination and Remuneration Committee of the Board.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.



c) *Terms of the scheme:*

- (1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees: Provided that the Company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the Company may by a resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.
- (3) The notice for passing a resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.

d) *Transferability of Employee Stock Options:*

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- (2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to the subsidiary Company, if any, prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

e) *Requirements of vesting and period of vesting*

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP - 2018.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee <b>on or before his last working day</b> with the Company.	All Unvested Options on the date of submission of resignation shall stand <b>cancelled</b> with effect from that date.
2	Termination (With cause)	All Vested Options which were not allotted at the time of such termination shall stand <b>cancelled</b> with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand <b>cancelled</b> with effect from the termination date.





3	<b>Termination (without cause)</b>	All Vested Options as on the date of termination may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of such termination shall stand <b>cancelled</b> with effect from the termination date.
4	<b>Retirement or early Retirement approved by the Company</b>	All Vested Options as on date of retirement may be exercised by the Option Grantee <b>within 6 months from his / her last day in the Company.</b>	All Unvested Options shall vest immediately on the last date of working or <b>12 months</b> from the date of grant, whichever is later and may be exercised by the Option Grantee <b>within 6 months from his / her last day in the Company.</b>
5	<b>Death</b>	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than <b>6 months</b> from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s <b>within 6 months</b> from the date of Death.
6	<b>Permanent Disability</b>	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than <b>6 months</b> from the date of such disability.	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or the nominee or legal heir appointed by him within <b>6 months</b> from the date of such disability.
7	<b>Abandonment*</b>	All the Vested Options shall stand <b>cancelled.</b>	All the Unvested Options shall stand <b>cancelled.</b>
8	<b>Other reasons apart from those mentioned above</b>	The Board / Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	The Board / Committee shall decide whether the unvested Options can be vested immediately or as per the original vesting schedule to the Option Grantee or not, and such decision shall be final.



\*The Board or Nomination and Remuneration Committee of the Board, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

f) *Maximum period within which the options shall be vested*

The maximum vesting period may extend up to 7 (Seven) years from the date of grant of options, unless otherwise decided by the Board or the Committee authorised by the Board.

g) *Exercise price or pricing formula*

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price shall be equal to Rs.10/- (Rupees Ten only) per option or any other price as may be decided by the Board or Nomination and Remuneration Committee of the Board. In any case, the Exercise Price per Option shall not be less than the prevailing face value of shares on the date of respective grant, and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP – 2018.

h) *Exercise period and process of exercise*

The exercise period may commence from the date of vesting and it shall not be more than 5 (Five) years from the date of respective vesting of Options.

The options will be exercisable by the Option Grantee by a written application to the Company or any other entity which may be set up for this purpose to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the Board or Nomination and Remuneration Committee of the Board from time to time.

The options will lapse, if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

i) *Lock-in*

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise.

j) *Appraisal Process for determining the eligibility of Employees to the Scheme.*

The appraisal process for determining the eligibility of the Employee will be specified by the Board or Nomination and Remuneration Committee of the Board and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Board or the Committee authorised by the Board.

k) *Maximum number of options to be issued per Employee and in the aggregate*

The number of Options that may be granted to any specific employee under ESOP-2018 shall not exceed the number of Shares equivalent to 1% of the Issued Equity Share Capital (on fully diluted basis) of the Company and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.



- l) *Whether the scheme is to be implemented and administered directly by the Company or through a trust*

The Scheme will be implemented directly by the Company under the guidance of the Board or the Nomination and Remuneration Committee of the Board.

- m) *Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust*

The Scheme will involve only new issue of shares by the Company.

- n) *Disclosure and accounting policies*

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

- o) *Method of Valuation*

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The Company will follow IFRS/ IND AS/ any other statutory requirements on the same.

- p) *Rights of the option holder*

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

- q) *Consequence of failure to exercise option*

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, -

- (a) may be forfeited by the Company if the option is not exercised by the employee within the exercise period; or
- (b) may be refunded to the employee if the options are not vested due to non-fulfilment of conditions relating to vesting of option as per the Scheme.

- r) *Other terms*

The Board or the Nomination and Remuneration Committee of the Board shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time as and when application, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or the Nomination and Remuneration Committee of the Board, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP - 2018, subject to compliance with the Applicable Laws and Regulations.



The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations as and when they become applicable to the Company.

The proposed resolutions are in the interest of the Company and your Directors recommends Ordinary Resolutions at item nos. 4 & 5 for your approval.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 4 & 5 except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

**Item No. 6- Grant of Options to issue securities equal to or exceeding One percent but not exceeding Five percent of the issued Equity Share Capital (on fully diluted basis) of the Company during any one financial year to identified employees under Intellegrow- Employees Stock Option Plan 2018:**

The resolution set out at Item No.4 and Item No. 5 provides that a Company may grant option to an employee and to a director of the Company and its Subsidiary Company (ies) not exceeding one percent of the issued Equity Share Capital (on fully diluted basis) of the Company in one year. However, the Company may identify certain employee/s to whom it may be necessary to grant option exceeding one percent but not exceeding five percent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 6 provides that the Company may grant option equal to or exceeding One percent but not exceeding five percent in One year to identified employee/s or director/s of the Company.

The proposed resolution is in the interest of the Company and your Directors recommends Ordinary Resolution at item no. 6 for your approval.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 6, except to the extent of their entitlements, if any, under the ESOP Scheme.

**Item No. 7 Appointment of Mr. Nikesh Kumar Sinha, Chief Executive Officer (CEO) as an Additional (Executive) Director & CEO of the Company:**

In the Board Meeting held on 18-Jul-2018, the Company has appointed Mr. Nikesh Kumar Sinha as a Chief Executive Officer (CEO) of the Company, considering his rich experience of 24 years of global banking experience across business-branch banking and prior to joining the Company he was positioned as the Head of Medium Enterprises Group (MEG) since 2014. He was one of the key personnel that made the SME pitch to Bain Capital during their diligence process for their investment process. He has pursued his post-graduation diploma in Forestry Management from Indian Institute of Forest Management, Bhopal.'

Based on the recommendation of the members of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends to appoint Mr. Nikesh Kumar Sinha, CEO as an Additional (Executive) Director & CEO of the Company for a period of 3 years w.e.f. 30-Oct-2018 subject to approval of the members of the Company on such terms and conditions as mentioned below:



Sl.	Particulars	Composition
1	Fixed Salary	Rs.1,00,00,000/-
2	Performance linked variable pay	50% of Fixed Pay
3	Medicclaim 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	Gratuity	As per rules of the Company's scheme
7	Other perquisites	As per rules of the Company's scheme

The above remuneration is to be paid as minimum remuneration in the absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

As per the Companies Act, 2013 when the Company has no profit or its profit are inadequate, the Company may pay remuneration to the managerial person not exceeding the limits as defined in the Schedule V – Part A & B of the Act which is based on the effective capital of the Company. However, remuneration in excess of the limits may be paid, if the special resolution is passed by the Company in the shareholders meeting. In consideration of that, the effective capital of the Company is app. Rs.212cr and so limit of yearly remuneration payable shall not exceed Rs.1.20cr. However, by passing special resolution of the Shareholders in this general meeting of the Company, the Company may pay remuneration upto Rs.2.40cr. Hence, considering the contracted remuneration as mentioned in the resolution no. 7, it is proposed to pass special resolution in this general meeting of the Company.

Further, pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Nikesh Kumar Sinha holds office as Additional (Executive) Director of the Company up to the date of ensuing Annual General Meeting of the Company.

Mr. Nikesh Kumar Sinha is not holding any Directorship in other listed Company and any shares in this Company or any other Company.

The details as required under Schedule V of the Companies Act, 2013, are given below:

#### I. General Information:

1	Nature of Industry	The Company is engaged in the business of lending or advancing money either with or without security and to arrange and negotiate loan.
2	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1998
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As on 31-Mar-2018: EPS (basic): Rs. (18.12) per share EPS (diluted): Rs. (18.12) per share Total Revenues: Rs.54,63,80,872/- Profit After Tax: Rs. (19,95,83,313)
5	Foreign investments or collaborations, if any	Rs 10,00,00,000/- by Michael and Susan Dell Foundation; Rs 40,00,00,015.04/- by ON Mauritius



		Rs 24,45,42,515.40/- by DWM (International) Mauritius Ltd Rs. 12,22,71,257.70/- Triodos SICAV II Triodos Microfinance Fund Rs. 12,22,71,257.70/- Triodos Custody B.V. INZ. Triodos Fair Share Fund
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## II. Information about the appointee:

1	Background details	Mr. Nikesh Kumar Sinha has a rich experience of 24 years of global banking experience across business-branch banking and prior to joining the Company he was positioned as the Head of Medium Enterprises Group (MEG) since 2014. He was one of the key personnel that made the SME pitch to Bain Capital during their diligence process for their investment process.  He has pursued his post-graduation diploma in Forestry Management from Indian Institute of Forest Management, Bhopal.'
2	Past Remuneration	Rs.1,77,50,095 (inclusive of perquisites)
3	Recognition or awards	Mr. Nikesh Kumar Sinha is having good experience in the industry in which the Company operates.
4	Job profile and his suitability	He is actively involved in the business of the Company and manages day to day business activities. He is also responsible for new business development of the Company. Taking into consideration his expertise, he is well suited for the responsibilities currently assigned to him by the Board of Directors of the Company.
5	Remuneration proposed	Fixed Salary: Rs. 1,00,00,000/- per annum Performance linked variable pay: upto 50% of the fixed amount
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	At par with the industry standards in which the Company operates
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	No relationship with any promoter, directors or other managerial personnel.

## III. Other Information:

1	Reasons of loss or inadequate profits	During the FY 2017-18, our several clients were impacted due to lag impact of demonetization and GST implementation resulting in stretch in working capital cycle.
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2	Steps taken or proposed to be taken for improvement	The focus for FY2018-19 will be to increase SME client acquisition and disbursement growth.
3	Expected increase in productivity and profits in measurable	We are expecting to grow our Company's revenue by 29% and operating profit is projected at Rs.15cr.

The Board of Directors recommends the Special Resolution respectively as set out at item no. 7 of the notice for approval of the Members.

Except, Mr. Nikesh Kumar Sinha, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**Item No. 8: Availment of Working Capital Loan of Rs.50,00,00,000/- from Aavishkaar Venture Management 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 the provisions of the Companies Act, 2013, the Board of Directors of your Company in their meeting held on 30-Oct-2018, had approved the Loan Agreement, to be entered into with Aavishkaar Venture Management Services Private Limited.

The particulars of the transaction pursuant to the provisions of Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sl. No.	Particulars	Loan Agreement
1	Name of the Related Party	Aavishkaar Venture Management Services Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Mr. Pradeep Pursnani
3	Nature of Relationship	Mr. Vineet Chandra Rai, Mr. Anurag Agrawal and Mr. Pradeep Pursnani are interested as Director/Shareholder in Aavishkaar Venture Management Services Private Limited
4	Nature, Material Terms, Monetary value and	Term Loan of Rs.50,00,00,000/- (Rupees Fifty Crore only) with a tenor of 6 months along with Rate of Interest of 12.15% p.a. to be paid monthly.



	particulars of the contract or arrangement	
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	As mentioned in the Loan Agreement.

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

The Board of Directors recommends the resolution set forth in item No. 8 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. 9: APPROVAL FOR ENTERING INTO ADDENDUM NO.1 TO SOURCING AND SERVICING AGREEMENT DATED 08-MAY-2018 WITH TRIBETECH 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 the above provisions of the Companies Act, 2013 and after obtaining requisite approval from the Board of Directors and shareholders of your Company in their meeting held on 24-Apr-2018 and 25-Apr-2018 respectively, had approved and entered into the Sourcing and Servicing Agreement with TribeTech Private Limited on 08-May-2018.

Now, upon recommendation of the members of the Audit and Compliance Committee, the Board of Directors in their meeting held on 30-Oct-2018 had approved certain modifications to the existing terms as defined in the Sourcing and Servicing Agreement executed on 08-May-2018 with subject to the approval of the shareholders in this general meeting. The modified terms are as below:

Particulars	Current Terms	Modified Terms
FLDG	10%	7.5% in the form of Corporate Guarantee
Income sharing	PF – 100% to TribeTech Interest – Upto 21% to IntelleGrow	PF – 100% to TribeTech





	From 21% to 35% to TribeTech Beyond 35% - Equal Sharing	Interest – Upto 21% of net yield (net of GST impact) to Intellegrow
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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	Sourcing and Servicing Agreement
1	Name of the Related Party	TribeTech Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vineet Chandra Rai, Mr. John Arunkumar Diaz and Mr. Anurag Agrawal
3	Nature of Relationship	<ul style="list-style-type: none"> <li>Mr. Vineet Chandra Rai is interested as Director in TribeTech Private Limited;</li> <li>Mr. John Arunkumar Diaz is interested as Director and Member in TribeTech Private Limited; and</li> <li>Mr. Anurag Agrawal is interested as member in TribeTech Private Limited</li> </ul>
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	<p>The Company is proposing to enter into the said agreement with TribeTech Private Limited for modification of certain terms to the existing Sourcing and Servicing Agreement dated 08-May-2018 for sourcing, servicing and collections (upto 90DPD) of clients.</p> <p>The Material Terms and Monetary Value of the Agreement is mentioned herein below:</p> <p><u>Processing Fee Share:</u> 100% to TribeTech Private Limited</p> <p><u>Interest on Loans:</u> Interest – Upto 21% of net yield (net of GST impact) to Intellegrow</p> <p><u>First Loss Default Guarantee:</u> Cap of 7.5% of total loan disbursed which is currently envisaged to be Rs.20Cr (Program Limit) in the form of Corporate Guarantee.</p> <p>This Agreement is an Addendum to the Sourcing and Servicing Agreement dated 08-May-2018 and will be valid for a period upto which the Sourcing and Servicing Agreement dated 08-May-2018 will remain valid.</p>
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	As mentioned in the Sourcing and Servicing Agreement dated 08-May-2018 and Addendum to the Sourcing and Servicing Agreement dated 08-May-2018.

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

The Board of Directors hereby recommends the Special Resolution as set forth in item No. 9 for approval of the Members.

Except Mr. Vineet Chandra Rai, Mr. John Arunkumar Diaz and Mr. Anurag Agrawal, no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

By Order of the Board of Directors

  
Chirag Desai  
Company Secretary

Mumbai, 30<sup>th</sup> October, 2018

**Registered Office:**

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