

**NOTICE**

**NOTICE** is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Friday, the 22<sup>nd</sup> day of March, 2019 at 04:00 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. Availment of Loan of upto Rs.15,00,00,000/- 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 Loan of upto Rs.15,00,00,000/- (Rupees Fifteen Crore only) in one or more tranches 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** Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi, Chief Financial Officer 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 Loan from Aavishkaar Venture Management Services Private Limited."

**2. Availment of Loan of upto Rs.15,00,00,000/- from Intellectual Capital 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 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 Loan of upto Rs.15,00,00,000/- (Rupees Fifteen Crore only) in one or more tranches from Intellectual Capital Advisory Services Private Limited, a Company in which Mr. Vineet Chandra Rai, Chairman and Mr. Anurag Agrawal, Director are interested as Directors and/or Members in the said Intellectual Capital Advisory Services Limited on such terms and conditions as may be mutually agreed between the Company and Intellectual Capital Advisory Services 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** Mr. Nikesh Kumar Sinha, Managing Director or Mrs. Kiran Agarwal Todi, Chief Financial Officer 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 Loan from Intellectual Capital Advisory Services Limited.”

By Order of the Board of Directors



**Chirag Desai**  
Company Secretary

Mumbai, 22<sup>nd</sup> March, 2019

**Registered Office:**

Babukhan's Millenium Centre,  
04th Floor, Block-B,  
Premises No. 403 - 404 (6-3-1099/1100)  
Somajiguda, Hyderabad-500082, Telangana  
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 & 2 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**
3. Corporate Members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the Extra-Ordinary General Meeting.

**Explanatory Statement**  
(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 & 2 of the accompanying Notice:

**Item No. 1: Availment of Loan of upto Rs.15,00,00,000/- 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 22-Mar-2019, 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 particulars of the contract or arrangement	Unsecured Loan of upto Rs.15,00,00,000/- (Rupees Fifteen Crore Only) with a tenor of maximum 12 months along with Rate of Interest of 12.44% p.a. (which is based on last 12 months weighted average cost of borrowing) to be paid monthly.
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. 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 Directors, 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: Availment of Loan of upto Rs.15,00,00,000/- from Intellectual Capital 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 the provisions of the Companies Act, 2013, the Board of Directors of your Company in their meeting held on 22-Mar-2019, had approved the Loan Agreement, to be entered into with Intellectual Capital Advisory 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	Intellectual Capital Advisory Services Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vineet Chandra Rai and Mr. Anurag Agrawal
3	Nature of Relationship	Mr. Vineet Chandra Rai and Mr. Anurag Agrawal are interested as Directors/Shareholders in Intellectual Capital Advisory Services Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Unsecured Loan of upto Rs.15,00,00,000/- (Rupees Fifteen Crore Only) with a tenor of maximum 12 months along with Rate of Interest of 12.44% p.a. (which is based on last 12 months weighted average cost of borrowing) to be paid monthly.
5	Any other Information relevant or important for the	As mentioned in the Loan Agreement.

*B. D. Rai*  


	members to take a decision on the proposed resolution	
--	--	--

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 Directors, 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

Mumbai, 22<sup>nd</sup> March, 2019

**Registered Office:**

Babukhan's Millenium Centre,  
04th Floor, Block-B,  
Premises No. 403 - 404 (6-3-1099/1100)  
Somajiguda, Hyderabad-500082, Telangana  
CIN: U65910AP1998PLC088941

  
**Chirag Desai**  
Company Secretary  
