

**NOTICE**

NOTICE is hereby given that the Extra-ordinary General Meeting of Jain Sons Finlease Limited will be held on Friday, the 18th day of September, 2015 at 3.00 PM at the Corporate Office of the Company at 13C, 6th 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 to increase the Authorized Share Capital of the Company from existing Rs. 49,50,00,000/- (Rupees Forty Nine 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 and 25,00,000 (Twenty Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to 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 and 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.

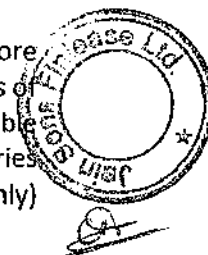
RESOLVED FURTHER THAT any of the Director of the company or Mr. Chirag Desai, Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

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. 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 and 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.

RESOLVED FURTHER THAT any of the Director of the company 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 of Secondary Sale Contract to be entered with Intellecip Advisory Services Private Limited:

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

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into a 'Secondary Sale Contract' for providing exit to the existing investor of the Company i.e. Michael and Susan Dell Foundation with Intellecip Advisory Services Private Limited, a Company in which Ms. Swati Rai, wife of Mr. Vineet Chandra Rai, Chairman of the Company is interested as shareholder and Mr. Anurag Agrawal, Director of the Company is interested as shareholder in the said Intellecip Advisory Services Private Limited, for a period of one year commencing from 18-Sep-2015 on such terms and conditions as mentioned in the said draft contract.

RESOLVED FURTHER THAT the draft 'Secondary Sale Contract', as placed before the meeting and initialled by the Chairman for the purpose of identification be and is hereby approved.

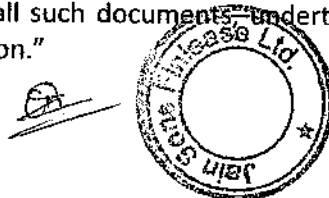
RESOLVED FURTHER THAT the Board or Mr. Chirag Desai, Company Secretary of the company, be and are severally hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

4. 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 (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. 1,50,00,00,000/- (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. Chirag Desai, Company Secretary of the Company be and are hereby severally/jointly authorized to do such acts, deeds, things and execute all such documents/undertaking as may be necessary for giving effect to the above resolution."



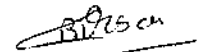
5. **Alteration of Articles of Association of the company w.r.t. alteration of buy-back clause:**
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, consent of the members of the company be and is hereby accorded to the company to replace the existing Article of Association of the Company i.e. Article XIX with new Article XIX as annexed herewith as **Annexure-i**.

RESOLVED FURTHER THAT the Board or Mr. Chirag Desai, Company Secretary of the Company, be and are hereby Severally/jointly 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

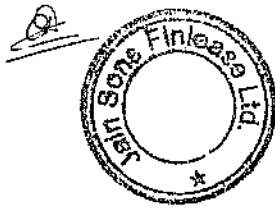
Mumbai, 18th September, 2015

Registered Office:

8-2-682/1, Road No. 12, Banjara Hills,
Hyderabad – 500 034,
Andhra Pradesh

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 5 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 5 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.49,50,00,000/- (Rupees Forty Nine Crore and 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 and 25,00,000 (Twenty Five Lakhs) Series B1 Compulsorily Convertible Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

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. 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 and 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.

Consequently, it is proposed to make appropriate alterations in 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 of a Secondary Sale Contract to be entered with Intellecap Advisory Services Private Limited:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013, which governs the Related Party Transactions, and it requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;



6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company in their meeting held on 18-Sep-2015, had approved the Secondary Sale Contract, to be enter into with Intellecap Advisory Services Private Limited.

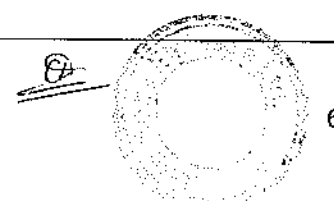
The members of the company are hereby further informed that:

1. The Board of Directors in their meeting, which was held on 25-Aug-2014, had approved the Capital Advisory Contract for raising equity / quasi equity capital or debt through Investor(s) to expand business and / or provide exit to the existing investor of the company with Intellectual Capital Advisory Services Private Limited. The same was duly approved by the shareholders of the company in their meeting held on 29-Sep-2014.
2. Intellectual Capital Advisory Services Private Limited had undergone restructuring and its capital advisory business has been transferred to a newly formed company i.e. Intellecap Advisory Services Private Limited. Hence, now it is proposed to the members of the company that the said contract shall be entered with Intellecap Advisory Services Private Limited by modifying certain terms and conditions as specified below:

Sl. No.	Terms	Old Contract	Proposed Contract
1	Contractee Party	Intellectual Capital Advisory Services Private limited	Intellecap Advisory Services Private Limited
2	Duration of the Contract	The Contract will come into effect on 01-Oct-2014 and will end after the approval of the agreed output as per section 1 of the contract or a period of 365 days from the date of the contract, whichever is earlier.	The Contract will come into effect on 18-Sep-2015 and will end after the approval of the agreed output as per section 1 of the contract or a period of 365 days from the date of the contract, whichever is earlier.

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

Sl. No.	Particulars	Secondary Sale Contract
1	Name of the Related Party	Intellecap Advisory 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. Sanjib Kumar Jha
3	Nature of Relationship	Ms. Swati Rai, wife of Mr. Vineet Chandra Rai is interested as shareholder and Mr. Anurag Agrawal is interested as director in Intellecap Advisory Services Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Scope of Services: <ol style="list-style-type: none"> a. To identify the investors, pitching to the investor the idea of secondary purchase and to negotiate on transaction value for secondary sale of securities in Intellegrow; b. To manage the information flow/co-ordination with the New Investors or other investors for secondary sale of securities;



		<p>c. To negotiate the final terms and price (if required) for the Transaction;</p> <p>d. To facilitate the documentation/other related matters towards closure of the transaction of the Transaction and completion of regulatory requirements, if any.</p> <p>Duration of Contract: The duration of the contract shall be for the period of one year commencing from 18-Sep-2015.</p>
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	The availing of such services from Intellegrow Advisory Services Private Limited is in relation to providing exit to the existing investor of the Company. The respective contract is entered on arm's length basis and all factors relevant to the respective contract have been considered by the Board. The Copy of the above mentioned contract shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (10 am to 6 pm) on all working days (except Saturdays) upto the date of Extra-Ordinary General Meeting of the Company.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 3 shall be entitled to vote on this special resolution.

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

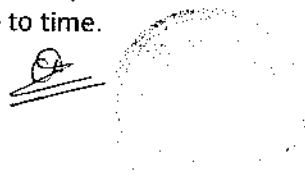
Except the said interested Directors, no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 4 – 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 that 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.

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. 1,50,00,00,000/- (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. Rs. 1,50,00,00,000/- (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 and would be decided in consultation with the merchant bankers to be appointed by the Company for the purpose. 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.

Your Directors therefore, recommends the passing of the resolution at Item No. 4 for approval by the Members.

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. 4 of the accompanying Notice.

Item No. 5 – Alteration of Articles of Association of the Company w.r.t. alteration of buy-back

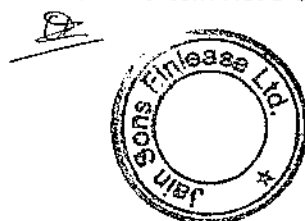
The Company has received a letter from the Reserve Bank of India (RBI) dated 13-Apr-2015 on 17-Apr-2015, stating that in the Articles of Association of the Company, there are inbuilt exit options available to the subscriber of Compulsory Convertible Preference Shares (CCPS). As per RBI/2013-2014/436, A.P. (DIR Series) Circular No. 86, the company cannot provide exit options to the foreign investors with any assured returns. Hence, RBI had asked us to amend certain clauses in the Articles of Association of the company with respect to mandatory buy back of shares clause.

As per provisions of section 14 of the Companies Act, 2013, any amendment in the Articles of Association shall require approval of the shareholders of the company by way of passing special resolution in the General Meeting of the Company.

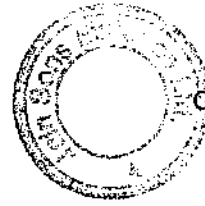
In view of the above, it is proposed to amend the AOA with respect mandatory buy back of shares clause by way of passing special resolution in the General Meeting of the company. The clause no. 19 of existing AOA of the company is proposed to be replaced by new clause and the same is hereby annexed herewith as **Annexure-i**.

Your Directors therefore, recommends the passing of the resolution at Item No. 5 for approval by the Members.

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. 5 of the accompanying Notice.



By Order of the Board of Directors




Chirag Desai
Company Secretary

Mumbai, 18th September, 2015

Registered Office:
8-2-682/1, Road No. 12, Banjara Hills,
Hyderabad – 500 034,
Andhra Pradesh