

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the members of Jain Sons Finlease Limited will be held on Friday, the 06th day of May, 2016 at 11.00 AM 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. Adoption of revised set of Articles of Association 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 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 adopt the revised set of Article of Association of the Company in place of existing set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board 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.”

Mumbai, 06-May-2016

Registered Office:
1002, 10th Floor, A Block,
The Platina, Gachibowli,
Hyderabad – 500 032

By Order of the Board of Directors

Chirag Desai
Company Secretary



Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the special business under Item No. 1 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 No. 1 of the accompanying Notice:

Item No. 1 – Adoption of revised set of Articles of Association of the Company

Pursuant to the Amended and Restated Shareholders Agreement entered on 29-Mar-2016 by and amongst Michael and Susan Dell Foundation, ON Mauritius, DWM (International) Mauritius Limited, Triodos Sicav II – Triodos Microfinance Fund, Triodos Custody B.V. in its capacity as Custodian of Triodos Fair Share Fund, Intellectual Capital Advisory Services Private Limited, Mr. Vineet Rai, Mr. Sanjib Kumar Jha, other shareholders of the Company and the Company, it is proposed to adopt the revised set of Articles of Association (AOA) of the Company to reflect the terms of the said agreement.

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 adopt the revised set of AOA by way of passing special resolution in the General Meeting of the company. The revised set of AOA of the company is hereby annexed herewith as **Annexure-i**.

Your Directors therefore, recommends the passing of the resolution at Item No. 1 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. 1 of the accompanying Notice.

By Order of the Board of Directors



Chirag Desai
*Company Secretary

Mumbai, 06-May-2016

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