

JAIN SONS FINLEASE LIMITED

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of Jain Sons Finlease Limited will be held on Wednesday, the 27th day of May, 2015 at 3.00 pm at the Registered Office of the Company at 4th Floor, Building 8-2-682/1, Banjara Hills Road no. 12, Hyderabad - 500034, Andhra Pradesh, to transact the following business:

ORDINARY BUSINESS:

- 1. Adoption of Audited Annual Accounts for the year ended as on 31-Mar-2015:**
To receive, consider and adopt the Audited Balance Sheet as at 31-Mar-2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
- 2. Re-appointment of Mr. Vineet Chandra Rai, Chairman of the company, who retires by rotation:**
To appoint a Director in place of Mr. Vineet Chandra Rai (DIN: 00606290), Chairman of the company, who retires by rotation and being eligible, offers himself for re-appointment.
- 3. Re-appointment of Mr. Pradeep Pursnani, Nominee Director of the company, who retires by rotation:**
To appoint a Director in place of Mr. Pradeep Pursnani (DIN: 06563785), Nominee Director of the company, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. Noting of Interim Dividend:**
To take note of Interim Dividend declared and paid at the rate of 0.001% per annum for the financial year 31-Mar-2015 to all Non-Cumulative Compulsorily Convertible Preference Shareholders of the company.
- 5. Confirmation and ratification of the re-appointment of M/s. Walker Chandiok & Co LLP (having Firm Registration Number: 001076N), Statutory Auditors and fixing of their remuneration:**
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 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the re-appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (having Firm Registration Number: 001076N) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual general meeting of the company be and is hereby confirmed and ratified by the members of the company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

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."



Regd. Office : 4th Floor, Building 8-2-682/1, Banjara Hills Road No: 12, Hyderabad - 500034, India
Tel: +91-40-4030 0200, Fax: +91-40-4030 0275

Mumbai Office: 13C, Techniplex-II IT Park, 6th Floor, Off Veer Savarkar Flyover, Goregaon (W), Mumbai - 400 062, India
Tel: -91-22-6195 2700, Fax: +91-22-6195 2702, CIN : U65910AP1998PLC088941, www.intellegrow.com

SPECIAL BUSINESS:

6. Appointment of Ms. Bhama Krishnamurthy as an Independent Director 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") read with Schedule IV to Act and other applicable provisions of Act and Rules and other rules made pursuant to Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Bhama Krishnamurthy (holding DIN: 02196839), Additional (Independent) director of the Company, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent director of the Company with effect from 27-May-2015 to hold office for five consecutive years for a term up to 26-May-2020.

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."

7. Regularization of appointment of Ms. Anuradha Ramachandran, Additional (Nominee) Director of the company as a Nominee Director:

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

"RESOLVED THAT pursuant to Sections 152 and 160 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, rules as may be applicable (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Anuradha Ramachandran (holding DIN: 01983108), whose term of office as an additional (nominee) director, pursuant to erstwhile Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a nominee director, be and is hereby appointed as a nominee director of the Company.

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."

8. Issue and Offer of Equity Shares of the company on a Private Placement basis:

This is part of existing employee compensation plan. 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, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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), and the 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 and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to create, offer, issue and allot upto 1,50,000 Equity Shares of Rs 10/- (Rupees Ten only) each at par, on a private placement basis, to such person or persons and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Act, the Equity shares to be issued and allotted shall rank pari-passu with the existing Equity Shares of the company in all respects.

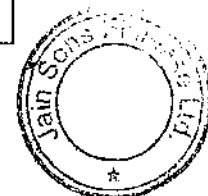
RESOLVED FURTHER THAT the Board or Mr. Chirag Desai, Company Secretary of the company, be and are severally hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

9. Re-Appointment of Sanjib Kumar Jha as a 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 Sections 196, 197, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of Mr. Sanjib Kumar Jha as a Director & CEO of the Company for a period of 3 (three) years w.e.f. 26-Mar-2015 be and is approved on the following terms and conditions:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.50,00,000/- per annum with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V of the Companies Act, 2013.
2	Performance linked variable pay	Upto 50% of fixed amount
3	Accommodation	Free Furnished Accommodation
4	Mediclaime coverage	As per rules of the Company's scheme
5	Leave Encashment	As per rules of the Company's scheme
6	Provident Fund	As per rules of the Company's scheme
7	Telephone expense reimbursement	As per rules of the Company's scheme



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. Sanjib Kumar Jha, as a 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 of the Company be and is hereby 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.

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.”

10. Revision in remuneration payable to Mr. Sanjib Kumar Jha, 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 Sections 196, 197, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the revision in remuneration payable to Mr. Sanjib Kumar Jha, Director & CEO of the Company for the remaining period of his tenure w.e.f 01-Dec-2014 as detailed below be and is hereby approved:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.55,00,000/- per annum with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V of the Companies Act, 2013.
2	Performance linked variable pay	Upto 50% of fixed amount
3	Accommodation	Free Furnished Accommodation
4	Mediclaim coverage	As per rules of the Company's scheme
5	Leave Encashment	As per rules of the Company's scheme
6	Provident Fund	As per rules of the Company's scheme
7	Telephone expense reimbursement	As per rules of the Company's scheme

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. Sanjib Kumar Jha, as 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 of the Company be and is hereby 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.



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.”

11. Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company:

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

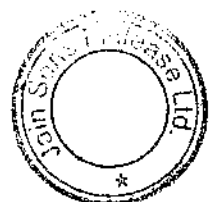
“**RESOLVED THAT** consent of the members of the company be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs.300,00,00,000/- (Rupees Three Hundred Crore only) at any time.

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.”

12. Borrowing Limits under section 180(1) (c) of the Companies Act, 2013:

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorised persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company’s bankers in the ordinary



course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs.300,00,00,000/- (Rupees Three Hundred Crore only).

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."

13. Approval of Capital Advisory Contract to be entered with Intelicap 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 '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 Intelicap Advisory Services Private Limited, a Company in which Ms. Swati Raj, 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 Intelicap Advisory Services Private Limited, for a period of one year commencing from 27-May-2015 on such terms and conditions as mentioned in the said draft contract.

RESOLVED FURTHER THAT the draft 'Capital Advisory Contract', as placed before the meeting and initialled by the Chairman for the purpose of identifications 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."

By Order of the Board of Directors



Chirag Desai
Company Secretary
(Membership No.: A22880)



Hyderabad, 27th May, 2015

Registered Office:

4th Floor, Building 8-2-682/1,
Banjara Hills Road no. 12,
Hyderabad - 500034, Andhra Pradesh.
CIN: U65910AP1998PLC088941

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 13 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

By Order of the Board of Directors


Chirag Desai
Company Secretary
(Membership No.: A22880)



Hyderabad, 27th May, 2015

Registered Office:

4th Floor, Building 8-2-682/1,
Banjara Hills Road no. 12,
Hyderabad - 500034, Andhra Pradesh.
CIN: U65910AP1998PLC088941

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. 5 to 13 of the accompanying Notice:

Item No. 5 – Ratification of re-appointment of Statutory Auditors:

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number 001076N) has been appointed as Statutory Auditors of the Company in the Annual General Meeting held on 29-Sep-2014 for the period of two years to hold office from the conclusion of Sixteenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting to be held in the year 2016 (subject to the ratification of their appointment at Annual General Meeting).

In view of the above, M/s. Walker Chandiook & Co LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 27-May-2015, proposed the ratification of re-appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number 001076N) as the statutory auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting of the Company to be held in the year 2016.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

Item No. 6 - Appointment of Ms. Bhama Krishnamurthy as an independent director:

Ms. Bhama Krishnamurthy was appointed as an Additional (Independent) Director of the company on 27-May-2015.

The Nomination and Remuneration Committee has recommended the appointment of Ms. Bhama Krishnamurthy, as an Independent Director from 27-May-2015 upto 26-May-2020.

Ms. Bhama Krishnamurthy was Country Head and Chief General Manager of SIDBI (retired on 31-Dec-2014). She is M. Sc. From Mumbai University. She has over 35 years of experience in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for MSMEs in India covering almost all areas of development banking operations viz., Resource Raising and Management, (Rupee and Forex), Integrated Treasury operations, Credit Dispensation and Management, Risk management, Management of Associates and Subsidiaries, etc. not only from policy perspectives but implementation aspects, besides direct credit functions including as Head of Branch operations and member of various credit committees. She had also handled Human Resources Development division covering recruitment, training and promotion aspects. Over the years, she was associated with not only framing policy documents for the Bank, viz. Investment Policy, ALM Policy, Loan Policy, and Internal Control Guidelines for Derivatives etc., but also piloting such policy papers in the Board for adoption through articulation of subtle changes brought in. Closely dealt with Multilateral and Bilateral International Agencies in close coordination with Govt of India.



She had served as Nominee Director on the Boards of State Financial Corporations, viz: Karnataka State Financial Corporation (KSFC), The Tamilnadu Industrial Investment Corporation (TIIC) and Andhra Pradesh State Financial Corporation (APSFC) and was instrumental in bringing in several policy changes.

Presently, Ms. Bhama Krishnamurthy is associated with the following companies/funds:

Sl. No.	Name of the Companies	Designation
1	Ujjivan Financial Services Private Limited	Nominee Director
2	SIDBI Venture Capital Limited	Additional Director
3	Ladderup Finance Limited	Additional Director
4	IDBI Capital Market Services Limited	Additional Director
5	Reliance Industrial Infrastructure Limited	Additional Director
6	Amttek India Limited	Additional Director
7	JMT Auto Limited	Additional Director

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Bhama Krishnamurthy being eligible and offering himself for appointment is proposed to be appointed as an independent director for five consecutive years for a term upto 26-May-2020. A notice has been received from a member proposing Ms. Bhama Krishnamurthy as a candidate for the office of director of the Company.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an independent director of the Company and that she is independent of the management. Copy of the draft letter of appointment of Ms. Bhama Krishnamurthy as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would benefit the Company and it is therefore desirable to avail services of Ms. Bhama Krishnamurthy as an independent director. The Board recommends the resolution in relation to appointment of Ms. Bhama Krishnamurthy as an independent director as set out at Item No. 6, for the approval by the shareholders of the Company.

Except, Ms. Bhama Krishnamurthy, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

Item No. 7 – Appointment of Ms. Anuradha Ramachandran as a nominee director:

Ms. Anuradha Ramachandran was appointed as Additional (Nominee) Director of the company, as a nominee of M/s. Omidyar Network w.e.f. 26-Mar-2015. Ms. Anuradha Ramachandran received an MBA in finance and a BS in physics from Madurai Kamaraj University. She brings extensive experience in early-stage venture capital to her role at Omidyar Network. She leads investments in medical technology and healthcare initiatives that bring critical services to millions of Indians who lack access to reliable, quality care. She also invests in education sector opportunities with a focus on organizations working to foster a better education ecosystem in India.

Prior to joining Omidyar Network in early 2012, she spent seven years at Venture East, an early-stage venture capital fund. While there, she made many successful investments across sectors spanning clean tech, enterprise software, IT services, financial inclusion, supply chain, and group buying. Previously she was an investment banker at Lazard India where she focused on the life sciences and



consumer products sector. She also served in various M&A, business development, and corporate strategy roles at UTV Interactive and Cadila Pharmaceuticals. She began her career as a principal correspondent on the corporate reporting and equity analysis team for one of India's leading business dailies, The Financial Express

Pursuant to the provisions of section 161 of the Companies Act, 2013, Ms. Anuradha Ramachandran hold office as such upto the date of this Annual General Meeting. The Company has received a notice along with requisite deposit from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Nominee Director.

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

Except, Ms. Anuradha Ramachandran, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

Item No. 8 - Issue and Offer of Equity Shares on a 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 holders of the equity shares 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 26-Mar-2015, subject to approval of the shareholders of the company, has approved the following proposal for issue of equity shares on preferential basis.

Sl. No.	Name of employee	No of shares approved	Key Managerial Personnel
1	Nitin Agrawal	1,00,000	Yes, as CFO
2	Rajan Juneja	35,000	Not Applicable
3	Pratik Mandvia	7,500	Not Applicable
4	Ruchir Shah	7,500	Not Applicable
	TOTAL	1,50,000	

The information, required to be mentioned in the explanatory statement as per the companies act, 2013 are as follows:-

1. Object of the issue: To offer selected employees opportunity to own shares in the company as a reward for extraordinary commitment shown by them.
2. Total Number of shares to be issued: 1,50,000 Equity Shares of Rs 10/- (Rupees Ten only) each.
3. The price or price band at/within which allotment is proposed: at par (Rs.10 per share)
4. Basis on which the price has been arrived at along with the report of the registered valuer: The shares are being issued at par with a view that some part of consideration should come from the employee instead of issuing them without any consideration. This issuance is part of the pool of 840,889 shares approved to be allotted under the share based employee compensation



plan. Of those, 5,60,000 shares are already allotted to the CEO, Mr Sanjib Jha at NIL consideration. The balance 280,889 was to be allotted to employees based on recommendation of the CEO and approval of the Board. The same is being proposed to be allotted at par now.

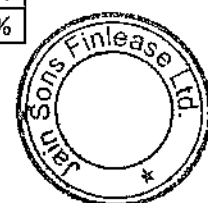
5. Relevant date with reference to which the price has been arrived at: 10-Mar-2015
6. The class or classes of persons to whom the allotment is proposed to be made: Employees and Key Managerial Personnel
7. Intention of promoters, directors or key managerial personnel to subscribe to the offer: Promoters / Directors of the Company are not intending to participate/subscribe to the present offer. Mr. Nitin Agrawal, a Key Managerial Personnel is intending to participate/subscribe to the present offer.
8. The proposed time within which the allotment shall be completed: The Company will complete the issue & allotment of Equity Shares within a period of 60 days from the date of receipt of the share application money received from the applicant.
9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them: The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them are as follows:-

Sl. No.	Name of the Proposed Allottees	Pre-issue		Post-issue	
		Pre-issue Shares Held	% to Total Holding	Post-issue Shares Held	% to Total Holding
1	Mr. Nitin Agrawal	0	0.00%	1,00,000	0.91%
2	Mr. Rajan Juneja	9,001	0.08%	44,001	0.40%
3	Mr. Pratik Mandvia	2,000	0.02%	9,500	0.09%
4	Mr. Ruchir Shah	5,000	0.05%	12,500	0.11%

10. The change in control, if any, in the company that would occur consequent to the private placement offer: NONE (There will not be any change in the management control of the Company on account of this proposed private placement allotment except minor change in the shareholding pattern as well as voting rights).
11. 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, no shares has been allotted on preferential basis.
12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

13. The pre issue and post issue shareholding pattern of the company are as follows:

Category Code	Category of Shareholder	Pre-issue		Post-issue	
		Pre-issue Shares Held	% to Total Holding	Post-issue Shares Held	% to Total Holding
A	Promoter's holding:				
1	Indian:				
	Individual	9,10,001	8.41%	910,001	8.30%
	Bodies Corporate	59,99,995	55.47%	59,99,995	54.70%



	Sub Total	69,09,996	63.88%	69,09,996	62.99%
2	Foreign Promoters	0	0.00%	-	0.00%
	Sub Total (A)	69,09,996	63.88%	69,09,996	62.99%
B	Non-Promoter's Holding:				
1	Institutional Investors	0	0.00%	-	0.00%
2	Non-Institution:				
	Private Corporate Bodies	10,00,000	9.24%	10,00,000	9.12%
	Directors and Relatives	75,001	0.69%	75,001	0.68%
	Indian Public	1,43,004	1.31%	2,93,004	2.67%
	Others: Foreign Bodies Corporate	26,91,347	24.88%	26,91,347	24.54%
	Sub Total (B)	39,09,352	36.12%	40,59,352	37.01%
	Grand Total (A + B)	1,08,19,348	100.00%	1,09,69,348	100.00%

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. 8.

Except, Mr. Nitin Agrawal, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

Item No. 9 - Reappointment of Mr. Sanjib Kumar Jha, as a Director & CEO of the company:

Mr. Sanjib Kumar Jha, Director & CEO of the Company has been associated with the Company since last 4 years. He is Company Secretary and has knowledge and experience in the field of Finance, Treasury and Business Administration.

Considering his experience, knowledge and contributions made in growth of the Company and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company has re-appointed Mr. Sanjib Kumar Jha as a Director & CEO of the company for the period of 3 (three) years w.e.f. 26-Mar-2015 on such terms and conditions as mentioned below:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.50,00,000/- per annum with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V of the Companies Act, 2013.
2	Performance linked variable pay	Upto 50% of fixed amount
3	Accommodation	Free Furnished Accommodation
4	Mediclaime coverage	As per rules of the Company's scheme
5	Leave Encashment	As per rules of the Company's scheme
6	Provident Fund	As per rules of the Company's scheme
7	Telephone expense reimbursement	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.



The Board recommends the Special Resolution as set out at item no. 9 of the notice for approval of the Members.

Except, Mr. Sanjib Kumar Jha, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

Item No. 10 - Revision in remuneration payable to Mr. Sanjib Kumar Jha, Director & CEO of the company:

Mr. Sanjib Kumar Jha, Director & CEO of the Company has been associated with the Company since last 4 years. He is Company Secretary and has knowledge and experience in the field of Finance, Treasury and Business Administration. Mr. Sanjib Kumar Jha is re-appointed as a Director & CEO of the Company for the period of 3 (three) years w.e.f. 26-Mar-2015.

Considering his experience, knowledge and contributions made in growth of the Company and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company has revised the remuneration payable to him for the period of his tenure, w.e.f. 01-Dec-2014 as follows:

Sl. No.	Particulars	Composition
1	Fixed Salary	Rs.55,00,000/- per annum with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V of the Companies Act, 2013.
2	Performance linked variable pay	Upto 50% of fixed amount
3	Accommodation	Free Furnished Accommodation
4	Mediclaim coverage	As per rules of the Company's scheme
5	Leave Encashment	As per rules of the Company's scheme
6	Provident Fund	As per rules of the Company's scheme
7	Telephone expense reimbursement	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.

The Board recommends the Special Resolution as set out at item no. 10 of the notice for approval of the Members.

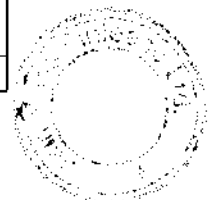
Except, Mr. Sanjib Kumar Jha, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

Additional Information for Item Nos. 9 and 10:

The details as required 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	Not Applicable



	of commencement of activities as per project approved by financial institutions appearing in the prospectus	
4	Financial performance based on given indicators	As on 31-Mar-2015: EPS: Rs.3.56 per share Total Revenues: Rs.20,94,79,362/- Profit After Tax: Rs.3,84,66,395/-
5	Foreign investments or collaborations, if any.	Rs 10,00,00,000/- by Michael and Susan Dell Foundation; Rs 25,00,00,025/- by Omidyar Network

II. Information about the appointee:

1	Background details	<p>Mr. Sanjib Kumar Jha, aged 39 years had led the corporate affairs and finance functions for Intellectap and its group companies. He worked closely with the Managing Director, Chief Operating Officer, and the Boards of Intellectap and its group companies strategizing and executing the next steps in the growth of Intellectap. He also served as an internal advisor to Intellectap's subsidiary companies.</p> <p>Mr. Sanjib Kumar Jha has over 14 years of experience in business planning, mergers and acquisitions, transaction structuring, negotiation, execution, deal closure and portfolio management, management information systems, financial accounting, relationship management with institutional investors, venture capital funds, and key partners.</p> <p>In the past, Mr. Sanjib Kumar Jha was among the initial founding team member at ATS Services, a domestic BPO, and later joined Actis, where he concentrated on transactions and facilitated exits through public markets in the financial services, FMCG, pharmaceutical and automotive sectors. After Actis, Mr. Sanjib Kumar Jha played a role in setting up Lok Capital in India. At Lok, he was also responsible for investments with major Indian MFIs. Mr. Sanjib Kumar Jha is a qualified Company Secretary.</p>
2	Past Remuneration	Fixed Salary: Rs.50,00,000/- Performance linked variable pay: upto 50% of the fixed amount
3	Recognition or awards	Mr. Sanjib Kumar Jha is having good experience in the industry in which the Company operates.



4	Job profile and his suitably	He is actively involved in the business of the Company and manages day to day treasury 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.55,00,000/- 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	Not Applicable
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable	Not Applicable

Item No. 11 and 12 - Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and Borrowing Limits under section 180(1)(c) of the Companies Act, 2013:

In order to meet the future requirements of funds, which may arise on account of the plans/programs/business, the Company may require further loans/borrowings from time to time from financial institutions, banks and other entities. Further, to secure such borrowings, the Company may be required to create charge/mortgage/hypothecation on all or any of its movable and/or immovable assets, both present and future as may be required from time to time.

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of members of the Company for increasing the borrowing powers and authority to create charge / mortgage on the assets of the Company to secure the money(ies) borrowed from financial institutions, banks and other financial entities from time to time. Hence it is proposed to take your approval for a limit upto Rs.300,00,00,000/- (Rupees Three Hundred Crore only).

The Board recommends the resolutions as set out at item nos. 11 & 12 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.



Item No. 13 – Approval of Capital Advisory 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 27-May-2015, had approved the Capital Advisory 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 27-May-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	Capital Advisory Contract
1	Name of the Related Party	Intelicap 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 Intelicap Advisory Services Private Limited
4	Nature, Material Terms, Monetary value and particulars of the contract or arrangement	<p>Scope of Services:</p> <ul style="list-style-type: none"> ➤ Phase I - Preparation of Investor Kit: <ul style="list-style-type: none"> a. Refining of the existing business plan/financial model and preparatory work required to present Client to prospective investors; b. Compilation of Information Kit for investors that might include all or some of the following: Information Memorandum, Introductory Flyer, Financial Model and any other supporting documents and or presentations as required for raising funds for Client. ➤ Phase II - Capital Advisory Services: <ul style="list-style-type: none"> a. Identification of suitable investors, creating a long list of investors and short list of investors; b. Managing communication with all the investors that would include the Investment Pitch, Deal structuring and Negotiation support to the client; c. Assistance in due diligence by potential investors; d. Advice and execution of appropriate deal structuring as per the needs and expectations of the client and accounting for investor feedback; e. Assistance in drafting the term sheet and subscription agreement. <p>Remuneration and Payment Modalities: Success Fee: Intelicap shall charge success fee as follows:</p> <ul style="list-style-type: none"> a. Book value multiple less than or equal to 3.0x - The Success Fee shall be 1.5% of the Equity Investment Amount committed by the Investor towards primary issue of shares by existing shareholders if any, (exclusive of Service Tax); b. Book value multiple more than 3.0x - the Success Fee shall be 2.0% of the Equity Investment Amount committed by the Investor towards primary issue of shares by existing shareholders if any (exclusive of Service Tax); c. Book Value here is defined as the book value calculated based on the audited financials of 31-Mar-2015; d. The Equity Investment Amount here is defined as the sum of the total primary issue by new investors and



		<p>existing shareholders either upfront or as per a deferred payout schedule agreed on between the Investor and Client.</p> <p>Duration of Contract: The duration of the contract shall be for the period of one year commencing from 27-May-2015.</p>
5	Any other Information relevant or important for the members to take a decision on the proposed resolution	<p>The availing of such Capital Advisory services from Intelicap Advisory Services Private Limited is in relation to business enhancement and are towards the benefit 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 Annual General Meeting of the Company.</p>

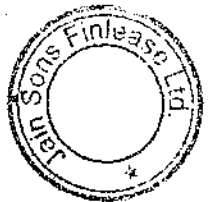
The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 13 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 13 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


Chirag Desai
 Company Secretary
 (Membership No.: A22880)



Hyderabad, 27th May, 2015

Registered Office:

4th Floor, Building 8-2-682/1,
 Banjara Hills Road no. 12,
 Hyderabad - 500034, Andhra Pradesh.
 CIN: U65910AP1998PLC088941