

**LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED**

**CIN: L65910DL1983PLC016712**

**Registered Office:** 8<sup>th</sup> Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road,  
Kasturba Gandhi Marg Area, New Delhi, Connaught Place,  
Central Delhi, New Delhi, Delhi, India, 110001  
Contact No. +91 011 (65632288)

Email Id: [leadingleasing@gmail.com](mailto:leadingleasing@gmail.com),

Website: [www.llfltd.in](http://www.llfltd.in)

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Date: - 21/05/2024

To,

Department of Corporate Service,

**BSE Limited,**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001

**SCRIP CODE: 540360**

To,

**Metropolitan Stock Exchange of India Limited**

Unit 205A, 2<sup>nd</sup> Floor,

Piramal Agastya Corporate Park,

L.B.S. Road, Kurla West, Mumbai-400 070

**SYMBOL: LLFICL**

**Subject: - Submission of Notice of 40<sup>th</sup> Annual General Meeting**

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Dear Sir / Madam,

The 40<sup>th</sup> Annual General Meeting of the Company will held be on Thursday, 13<sup>th</sup> June, 2024 at 02:00 PM (IST) at registered office of the Company situated at 8th Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road, Kasturba Gandhi Marg Area, New Delhi, Connaught Place, Central Delhi, New Delhi, Delhi, India, 110001.

As per the Captioned Subject, we hereby submitting the notice of 40<sup>th</sup> Annual General Meeting of the Company.

Kindly take the same on your records and acknowledge the receipt.

By the order of the Board of Directors

**For, Leading Leasing Finance and Investment Company Limited**

**Kurjibhai Rupareliya**  
**Managing Director**  
**DIN: 05109049**

**LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED**

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Website: [www.lfltd.in](http://www.lfltd.in)

**NOTICE OF 40TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of Leading Leasing Finance and Investment Company Limited will be held on Thursday, 13<sup>th</sup> June, 2024 at 02:00 P.M at Registered Office of the Company situated at 8th Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road, Kasturba Gandhi Marg Area, New Delhi, Connaught Place, Central Delhi, New Delhi, Delhi, India, 110001 to transact the following businesses:

**Ordinary Business:** -

**Item No 1: Adoption of financial statements**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and Reports of the Board of Directors and Auditors thereon.

**Item No 2: To appoint Mr. Parshottambhai Rupareliya [DIN 02944037] as Director, who retires by rotation, and being eligible, offers himself for re-appointment**

“RESOLVED THAT Mr. Parshottambhai Rupareliya [DIN 02944037], who retires by rotation and being eligible offers herself for reappointment be and hereby re-appointed as Director of the Company liable to retire by rotation.

**Special Business:** -

**Item No 3: Regularization of Additional Independent Director, Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] as an Independent Director of the Company:**

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

“RESOLVED THAT Pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force ), Article of Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations ,notifications and Circulars of Reserve Bank of India and other applicable Laws, Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] who was appointed as an Additional Director of the Company with effect from 7<sup>th</sup> December, 2023 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 7<sup>th</sup> December, 2023 to 5<sup>th</sup> December, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No 4: Appointment of Mr. Kurjibhai Premjibhai Rupareliya [DIN 05109049] as Managing Director of the Company:**

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

“RESOLVED THAT Mr. Kurjibhai Premjibhai Rupareliya [DIN 05109049], who was appointed as Managing Director on the Board of Directors meeting held on 14<sup>th</sup> May, 2024 subject to the approval of shareholders in forthcoming Annual General Meeting, pursuant to Section 196, 203 of the Companies Act, 2013 and all other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in

force) read with schedule V of the Companies Act, 2013 and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other consent, approvals and permission if any needed Mr. Kurjibhai Premjibhai Rupareliya [DIN 05109049], be and is hereby appointed as Managing Director who has attained the age of 70 years of the Company, liable for retire by rotation, for a period of five years start from 14<sup>th</sup> May, 2024 to 13<sup>th</sup> May, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No 5: Regularization of Additional Director, Mr. Parshottambhai Rupareliya [DIN 02944037] as a Director of the Company:**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as an Ordinary Resolution

“RESOLVED THAT Mr. Parshottambhai Rupareliya [DIN- 02944037], who was appointed as an Additional Director (Non- Executive and Non-Independent) with effect from 14<sup>th</sup> September, 2023 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of General Meeting, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby jointly or severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**Item No 6: Increase in authorised share capital of the Company:**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 1/- (Rupees One Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“V. The Authorized Share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 1/- (Rupees One Only) each.”

RESOLVED FURTHER THAT any directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**Item No 7: Issue of Equity Shares on a Preferential basis**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (‘RBI’) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchanges i.e. BSE Limited and

Metropolitan Stock Exchange of India Limited and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot 31,15,00,000 (Thirty-One Crores Fifteen Lakhs) fully Paid up Equity Shares of the Company having a Face Value of Rs. 1/- (Rupees One Only) each at a price of Rs. 2.40/- (Rupees Two and Forty Paise Only) per Equity Share (including a premium of Rs. 1.40/- (Rupees One and Forty Paise Only) per share ('Preferential Allotment Price'), aggregating to Rs. 74,76,00,000/- (Rupees Seventy-Four Crores Seventy-Six Lakhs Only)], to the below as a

Table A mentioned proposed allottee(s) (hereinafter referred to as "Investors" or "Allottees") by way of preferential issue ("Preferential Issue") on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

**Table A**

Sr. No.	Name of the proposed Allottee	Category	No. of Shares to be allotted	PAN
1.	MINERVA VENTURES FUND	Non- Promotor	4,85,00,000	AAQCM6132Q
2.	ZEAL GLOBAL OPPORTUNITIES FUND	Non- Promotor	4,85,00,000	AACCW2342L
3.	NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE	Non- Promotor	4,85,00,000	AAICN7211R
4.	EMINENCE GLOBAL FUND PCC-EUBILIA CAPITAL PARTNER FUND I	Non- Promotor	4,85,00,000	AAJCV2712Q
5.	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Non- Promotor	4,00,00,000	AAJCN1688D
6.	RADIANT GLOBAL FUND-CLASS B PARTICIPATING SHARES	Non- Promotor	2,00,00,000	AAMCR9486Q
7.	SAUMYA KETAN KAKRECHA	Non- Promotor	2,25,00,000	GEVPK3110L
8.	KAUSHIK MADHAVI	Non- Promotor	2,00,00,000	EPKPM3946E
9.	RASHESH MEHTA	Non- Promotor	1,50,00,000	BPDP4240M

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the 'Relevant Date' for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Tuesday, 14<sup>th</sup> May, 2024, being the preceding day of 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said SEBI ICDR Regulations.
- d. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- g. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Preferential Issue to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

## **Item No 8: Issue of Convertible Warrants on a Preferential basis**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (‘RBI’) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 7,31,15,500 (Seven Crores Thirty-One Lakhs Fifteen Thousand Five Hundred) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each (‘Warrants’) at a price of Rs. 2.40/- (Rupees Two and Forty Paise Only) each (including premium of Rs. 1.40/- each) payable in cash (‘Warrants Issue Price’), aggregating upto Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty Four Lakhs Seventy Seven Thousand Two Hundred Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the allottees mentioned herein below as a table A (hereinafter referred to as ‘Proposed Allottee’), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the ‘Relevant Date’ for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Tuesday, 14th May, 2024, being the preceding day of 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the preferential issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of upto Rs. 4,38,69,300/- (Rupees Four Crores Thirty-Eight Lakhs Sixty-Nine Thousand Three Hundred Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 13,16,07,900/- (Rupees Thirteen Crores Sixteen Lakhs Seven Thousand Nine Hundred Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c. The Warrants shall not carry any voting rights until they are converted into equity shares.

- d. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h. The Warrants by itself, until converted into Equity Shares, do not give to the Warrant holders any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.
- i. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

**Table A**

<b>Sr. No.</b>	<b>Name of the proposed Allottee</b>	<b>Category</b>	<b>No. of Convertible Warrants to be allotted</b>	<b>PAN</b>
<b>1.</b>	Birford Enterprises Private Limited	Non- Promotor	1,21,90,000	AAJCB5982E
<b>2.</b>	Fettech Commercial Private Limited	Non- Promotor	1,21,85,100	AADCF5284D
<b>3.</b>	Pionex Agricom Private Limited	Non- Promotor	1,21,85,100	AALCP8105B
<b>4.</b>	Farmistrex Ventures Private Limited	Non- Promotor	1,21,85,100	AAECF4353L
<b>5.</b>	Abode Foods and Beverages Private Limited	Non- Promotor	1,21,85,100	AARCA1421
<b>6.</b>	Euronex Trade Private Limited	Non- Promotor	1,21,85,100	AAGCE3147F

**By Order of the Board  
For Leading Leasing Finance and Investment Company Limited**

**Sd/-  
Ami Jinen Shah  
Whole Time Director  
[DIN 06792048]**

**Date: 14<sup>th</sup> May, 2024  
Place: New Delhi**



## NOTES

1. The Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, Regulations 17 and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force (hereinafter referred to as "the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Special Business items set out in Notice of Annual General Meeting annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") 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 should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 7th June, 2024 to Thursday 13th June, 2024 (both days inclusive).
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lifltd.in](http://www.lifltd.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.in](http://www.msei.in) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Purva Sharegistry (India) Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
11. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Monday, 10<sup>th</sup> June, 2024 at 9.00 A.M. and ends on Wednesday, 12<sup>th</sup> June, 2024 at 05.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (**cut-off date**) i.e. **Thursday, 06<sup>th</sup> June, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date**, being **Thursday, 06<sup>th</sup> June, 2024**.

### How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> 

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user you're existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdhartipatel@gmail.com](mailto:csdhartipatel@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.: - +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the [leadingleashing@gmail.com](mailto:leadingleashing@gmail.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [leadingleasing@gmail.com](mailto:leadingleasing@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [leadingleasing@gmail.com](mailto:leadingleasing@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board  
For Leading Leasing Finance and Investment Company Limited**

**Sd/-  
Ami Jinen Shah  
Whole Time Director  
[DIN 06792048]**

**Date: 14<sup>th</sup> May, 2024  
Place: New Delhi**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)**

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item;

### **Item No 3: Regularization of Additional Independent Director, Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] as an Independent Director of the Company:**

The Board of Directors of the Company at its meeting held on 7<sup>th</sup> December, 2023, appointed Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] as an Additional Independent Director of the Company in the capacity of non-executive independent director who shall hold office upto the ensuing General Meeting, subject to the approval of the Members of the Company. The Board have recommended the appointment of Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] as Director pursuant to the provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received from Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] fulfils the conditions specified in Section 149 of the Companies Act, 2013 and rules made there under and, for his appointment as Director of the Company. Considering Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Independent Director of the Company.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Nirbhaybhai Dhruvbhai Dave is annexed in “**Annexure-A**” to this Notice.

Except Mr. Nirbhaybhai Dhruvbhai Dave being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

### **Item No 4: Appointment of Mr. Kurjibhai Premjibhai Rupareliya [DIN: 05109049] as Managing Director of the Company:**

Mr. Kurjibhai Premjibhai Rupareliya [DIN: 05109049] was first introduced to the Board at the Board Meeting held on 14<sup>th</sup> May, 2024 and he has been appointed as Managing Director by the Board of Directors at their meeting held on 14<sup>th</sup> May, 2024 for a period of five years starting from 14<sup>th</sup> May, 2024 to 13<sup>th</sup> May, 2029 subject to the approval of shareholders in General Meeting. The terms and condition for the appointment as decided by the Board of Directors mutually.

In the opinion of the Board, Mr. Kurjibhai Premjibhai Rupareliya fulfils the conditions specified in Section 196, 203 of the Companies Act, 2013 and rules made there under and, for his appointment as Managing Director of the Company. Considering Mr. Kurjibhai Premjibhai Rupareliya knowledge and experience be desirable, beneficial and in the interest of the Company. The Board recommends the resolution set out in item no. 4 of the accompanying Notice of Annual General Meeting for approval and adoption of shareholders.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Kurjibhai Premjibhai Rupareliya is annexed in “**Annexure-A**” to this Notice.

Except Mr. Parshottambhai Rupareliya, Director of the Company and Mr. Kurjibhai Premjibhai Rupareliya being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

### **Item No 5: Regularization of Additional Director, Mr. Parshottambhai Rupareliya [DIN 02944037] as a Director of the Company:**

Mr. Parshottambhai Rupareliya [DIN 02944037], who was appointed as an Additional Director with effect from 14<sup>th</sup> September, 2023 by the Board of Directors. According to the provision of Section 161 of the Companies Act, 2013 and the Article of Association of the company, he holds office as Director up to the date of General Meeting. Therefore, he is regularized as a Non-Executive & Non-Independent Director from the General Meeting.

The Board considers it desirable that the company should continue to avail itself of his services and hence recommends the resolution for approval of the shareholders as an ordinary resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Parshottambhai Rupareliya [DIN 02944037] is annexed in “**Annexure-A**” to this Notice.

Except Mr. Kurjibhai Premjibhai Rupareliya, Managing Director of the Company and Mr. Parshottambhai Rupareliya being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

**Item No 6: Increase in authorised share capital of the Company:**

The existing Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) consisting of 11,00,00,000 (Eleven Crores) Equity Shares of Rs.1/- (Rupee One Only) each.

The Board in its Meeting held on 14<sup>th</sup> May, 2024 approved and recommended increasing the Authorised Share Capital to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) consisting of 50,00,00,000 (Fifty Crores) equity shares of Rs. 1/- (Rupees One Only) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 6 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

**Item No 7: Issue of Equity Shares on a Preferential basis**

The Board of Directors of the Company in their meeting held on 14<sup>th</sup> May, 2024, approved raising of funds aggregating upto Rs. 74,76,00,000/- (Rupees Seventy-Four Crores Seventy-Six Lakhs Only) by way of issuance of upto 31,15,00,000 (Thirty-One Crores Fifteen Lakhs) fully paid-up equity shares of the Company of face value of 1/- each at a price of Rs. 2.40/- (Rupees Two and Forty Paise Only) each (including premium of Rs. 1.40/- each) payable in cash to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential as per provisions of (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

**1. Objects of the Issue:**

The object of the issue is Business expansion by way of loans & investment and other general purposes.

**2. Maximum number of securities to be issued:**

The Resolution set out in the accompanying notice authorizes the Board for issuance of 31,15,00,000 (Thirty-One Crores Fifteen Lakhs) Equity Shares at an issue price of Rs. 2.40/- (Rupees Two and Forty Paise Only) aggregating to Rs. 74,76,00,000/- (Rupees Seventy-Four Crores Seventy-Six Lakhs Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**3. Relevant Date on the basis on which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the minimum price for Equity Shares is Tuesday, 14<sup>th</sup> May, 2024 i.e. 30 days prior to the date of this Annual General Meeting.

**4. Basis or justification for the price (including the premium, if any) has been arrived at:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 2.40/- (Rupees Two and Forty Paise Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 14<sup>th</sup> May, 2024 issued by Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar,



Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company are listed on BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSEIL"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE and MSEIL, being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- (a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ("BSE") preceding the Relevant Date: i.e. Rs. 2.31/- per Equity Shares;
- (b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ("BSE") preceding the Relevant Date: i.e. Rs. 2.35/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat dated 14<sup>th</sup> May, 2024 and the price arrived is Rs. 2.35/- (Rupees Two and Thirty-Five Paise Only). However, the issue price as decided by the management is Rs. 2.40/- (Rupees Two and Forty Paise Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at [www.lfltd.in](http://www.lfltd.in)

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 2.35/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 2.40/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

**5. The price or price band at which the allotment is proposed:**

The price per Equity Share to be issued is fixed at Rs. 2.40/- (Rupees Two and Forty Paise Only) which consists of Rs. 1/- (Rupees One Only) as Face Value and Rs.1.40/- (Rupees One and Forty Only) as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

**6. Principal terms of assets charged as securities:** Not Applicable

**7. Material terms of issue of Equity Shares on Preferential basis:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**8. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters or senior management intends to subscribe to the proposed issue or furtherance of objects.

**9. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

S.N.	Category	Pre-issue		Post-issue*	
		No. of shares	% of Capital	No. of shares	% of Capital
<b>A</b>	<b>Promoters Holding</b>				
1	Indian:				
	Individual	0	0.00	0	0.00
	Bodies corporate	0	0.00	0	0.00
	<b>Sub-total</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

2	Foreign promoters	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
1	Institutional (Domestic)	0	0.00	0	0.00
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	0	0.00	25,40,00,000	51.70
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional				
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2,93,48,692	27.51	2,93,48,692	5.97
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	6,02,15,461	56.43	11,77,15,461	23.96
	NON-RESIDENT INDIANS (NRIs)	8,84,468	0.83	8,84,468	0.18
	BODIES CORPORATE	68,35,589	6.41	7,99,51,089	16.27
	Any Other	94,15,790	8.83	94,15,790	1.92
	<b>Sub-Total (B)</b>	<b>10,67,00,000</b>	<b>100.00</b>	<b>49,13,15,500</b>	<b>100.00</b>
<b>C</b>	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	0	0.00	0	0
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Grand Total (A + B + C)</b>	<b>10,67,00,000</b>	<b>100.00</b>	<b>49,13,15,500</b>	<b>100.00</b>

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **10<sup>th</sup> May, 2024**.
- 2) \*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (7,31,15,500) will be converted into equity shares as specified in item no. 8 of Notice of 40th Annual General Meeting

**10. Proposed time schedule within which the allotment/ preferential issue shall be completed:**

As required under the SEBI ICDR Regulations the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of Equity Shares except proportionate reduction of shareholding of the Promoter and Promoter Group to the extent of new shares allotted.

**12. 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 the price:**

No, preferential allotment is made during the year.

**13. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 14<sup>th</sup> May, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat.

**14. Amount which the Company intends to raise by way of such securities:**

Aggregating upto Rs. 74,76,00,000/- (Rupees Seventy-Four Crores Seventy-Six Lakhs Only).

**15. The class or classes of persons to whom the allotment is proposed to be made:**

The aforesaid allotment, if approved, are proposed to be issued to the individual and entities who do not form the part of the promoter group. The entire proposed issue will be allotted to the Non-Promoters of the Company.

**16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**17. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

**18. Listing of Securities**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**19. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter**

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	MINERVA VENTURES FUND	Non-Promotor	Non-Promotor
2.	ZEAL GLOBAL OPPORTUNITIES FUND	Non-Promotor	Non-Promotor
3.	NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE	Non-Promotor	Non-Promotor
4.	EMINENCE GLOBAL FUND PCC-EUBILIA CAPITAL PARTNER FUND I	Non-Promotor	Non-Promotor
5.	NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	Non-Promotor	Non-Promotor
6.	RADIANT GLOBAL FUND-CLASS B PARTICIPATING SHARES	Non-Promotor	Non-Promotor
7.	SAUMYA KETAN KAKRECHA	Non-Promotor	Non-Promotor
8.	KAUSHIK MADHAVI	Non-Promotor	Non-Promotor
9.	RASHESH MEHTA	Non-Promotor	Non-Promotor

**20. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of **10<sup>th</sup> May, 2024**).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	MINERVA VENTURES FUND	Non-Promotor	NIL	NIL	4,85,00,000	9.87	Mr. Ghanshyam Hurry
2	ZEAL GLOBAL OPPORTUNITIES FUND	Non-Promotor	NIL	NIL	4,85,00,000	9.87	Mr. Low Ren Feng
3	NOVA GLOBAL OPPORTUNITIES FUND PCC – TOUCHSTONE	Non-Promotor	NIL	NIL	4,85,00,000	9.87	MR. NITYESH PEETUMBER
4	EMINENCE GLOBAL FUND PCC-EUBILIA CAPITAL PARTNER FUND I	Non-Promotor	NIL	NIL	4,85,00,000	9.87	GRIGOR JABISHVILI
5	NORTH STAR OPPORTUNITIES FUND VCC BULL	Non-Promotor	NIL	NIL	4,00,00,000	8.14	Ali Baqer Issam

	VALUE INCORPORATED VCC SUB-FUND						
6	RADIANT GLOBAL FUND-CLASS B PARTICIPATING SHARES	Non-Promotor	NIL	NIL	2,00,00,000	4.07	Fatheyra Saleh
7	SAUMYA KETAN KAKRECHA	Non-Promotor	NIL	NIL	2,25,00,000	4.58	Not Applicable
8	KAUSHIK MADHAVI	Non-Promotor	NIL	NIL	2,00,00,000	4.07	Not Applicable
9	RASHESH MEHTA	Non-Promotor	NIL	NIL	1,50,00,000	3.05	Not Applicable

**Note:** \*The post preferential percentage of shareholding has been calculated assuming that all the Warrants (7,31,15,500) allotted will be converted into equity shares as specified in item no. 8 of Notice of 40<sup>th</sup> Annual General Meeting

## 21. Certificates and Valuation Report:

The Company has received Valuation Report dated 14<sup>th</sup> May, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s S.K Bhavsar & Co, practicing Chartered Accountants (Membership No:180566), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/s S.K Bhavsar & Co, practicing Chartered Accountants (Membership No:180566), as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company i.e., [www.lfltd.in](http://www.lfltd.in) and available for inspection at the registered office of the Company during office hours.

## 22. Change in the control or composition of the Board they would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

## 23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

## 24. Undertaking by the Company:

The Company hereby undertakes that:

- None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so

- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Proposed Allottees have confirmed that
  - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
  - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.  
They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

## 25. Other disclosures:

- a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.lflfild.in](http://www.lflfild.in).
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.
- c) None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- d) The Company has not made any preferential allotment of securities during the last financial year.
- e) All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
- f) None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 7 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 7 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 7 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

## Item No 8: Issue of Convertible Warrants on a Preferential basis

The Board of Directors of the Company in their meeting held on 14<sup>th</sup> May, 2024, approved raising of funds aggregating upto Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only by way of issuance of upto 7,31,15,500 (Seven Crores Thirty-One Lakhs Fifteen Thousand Five Hundred) warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each ('Warrants') at a price of Rs. 2.40/- (Rupees Two and Forty Paise Only) each (including premium of Rs.1.40/- each) payable in cash ('Warrants Issue Price'), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only) by way of issuance of upto 7,31,15,500 (Seven Crores Thirty-One Lakhs Fifteen Thousand Five Hundred) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each at a price of Rs. 2.40/- (Rupees Two and Forty Paise Only) each (including premium of Rs. 1.40/- each) payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

**1. Objects of the Issue:**

The object of the issue is Business expansion by way of loans & investment and other general purposes.

**2. Relevant Date on the basis on which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is Tuesday, 14<sup>th</sup> May, 2024.

**3. Particulars of the Preferential Issue including date of passing of Board resolution**

The Board, at its meeting held on 14<sup>th</sup> May, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 7,31,15,500 (Seven Crores Thirty-One Lakhs Fifteen Thousand Five Hundred) Warrants to the Proposed Allottees, each at a price of Rs. 2.40/- per Warrant (including a premium of Rs. 1.40/- per Warrant), aggregating up to Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only), for a cash consideration, by way of a preferential issue on a private placement basis.

**4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

Up to 7,31,15,500 (Seven Crores Thirty-One Lakhs Fifteen Thousand Five Hundred) Warrants, at a price of Rs. 2.40/- per Warrant (including a premium of Rs. 1.40 per Warrant) aggregating up to Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**5. Basis or justification for the price (including the premium, if any) has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSEIL"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE and MSEIL, being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- (a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ("BSE") preceding the Relevant Date: i.e. Rs. 2.31/- per Equity Shares;
- (b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ("BSE") preceding the Relevant Date: i.e. Rs. 2.35/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat dated 14<sup>th</sup> May, 2024 and the price arrived is Rs. 2.35/- (Rupees Two and Thirty-Five Paise Only). However, the issue price as decided by the management is Rs. 2.40/- (Rupees Two and Forty Paise Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at [www.lifltd.in](http://www.lifltd.in)

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price (“VWAP”) for the Preferential Issue is Rs. 2.35/- per convertible warrants. The price per Convertible Warrants to be issued pursuant to the Preferential Issue is fixed at Rs. 2.40/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

**6. Amount which the Company intends to raise by way of such securities:**

Aggregating upto Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only).

**7. The class or classes of persons to whom the allotment is proposed to be made:**

The aforesaid allotment, if approved, are proposed to be issued to the individual and entities who do not from the part of the promoter group. The entire proposed issue will be allotted to the Non-Promoters of the Company.

**8. 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 the price:**

No, preferential allotment is made during the year.

**9. Maximum number of securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only) by way of issuance of upto 7,31,15,500 (Seven Crores Thirty-One Lakhs Fifteen Thousand Five Hundred) warrants, each convertible into, or exchangeable for, 1 (one) fully paid- up equity share of the Company of face value of 1/- each at a price of Rs. 2.40/- (Rupees Two and Forty Paise Only) each (including premium of Rs. 1.40/- each) payable in cash.

Minimum amount of upto Rs. 4,38,69,300/- (Rupees Four Crores Thirty-Eight Lakhs Sixty-Nine Thousand Three Hundred Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 13,16,07,900/- (Rupees Thirteen Crores Sixteen Lakhs Seven Thousand Nine Hundred Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**10. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters or senior management intends to subscribe to the proposed issue or furtherance of objects.

**11. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

S.N.	Category	Pre-issue		Post-issue*	
		No. of shares	% of Capital	No. of shares	% of Capital
<b>A</b>	<b>Promoters Holding</b>				
1	Indian:				
	Individual	0	0.00	0	0.00
	Bodies corporate	0	0.00	0	0.00
	<b>Sub-total</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
2	Foreign promoters	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>



<b>B</b>	<b>Non-Promoters Holding</b>				
1	Institutional (Domestic)	0	0.00	0	0.00
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	0	0.00	25,40,00,000	51.70
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional				
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2,93,48,692	27.51	2,93,48,692	5.97
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	6,02,15,461	56.43	11,77,15,461	23.96
	NON-RESIDENT INDIANS (NRIs)	8,84,468	0.83	8,84,468	0.18
	BODIES CORPORATE	68,35,589	6.41	7,99,51,089	16.27
	Any Other	94,15,790	8.83	94,15,790	1.92
	<b>Sub-Total (B)</b>	<b>10,67,00,000</b>	<b>100.00</b>	<b>49,13,15,500</b>	<b>100.00</b>
<b>C</b>	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	0	0.00	0	0
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Grand Total (A + B + C)</b>	<b>10,67,00,000</b>	<b>100.00</b>	<b>49,13,15,500</b>	<b>100.00</b>

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **10<sup>th</sup> May, 2024**.
- 2) \*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

**12. Time frame within which the preferential issue shall be completed:**

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

**13. Principal terms of assets charged as securities:** Not Applicable**14. Material terms of raising such securities:**

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

**15. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:**

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of **10<sup>th</sup> May, 2024**).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Birford Enterprises Private Limited	Non-Promotor	NIL	NIL	1,21,90,000	2.48	Mr. Raju Mahavar
2	Fettech Commercial Private Limited	Non-Promotor	NIL	NIL	1,21,85,100	2.48	Mr. Lalit Madhukar
3	Pionex Agricom Private Limited	Non-Promotor	NIL	NIL	1,21,85,100	2.48	Mr. Sureshkumar M. Prajapati
4	Farmistrex Ventures Private Limited	Non-Promotor	NIL	NIL	1,21,85,100	2.48	Mr. Jignesh Kumar Patel
5	Abode Foods and Beverages Private Limited	Non-Promotor	NIL	NIL	1,21,85,100	2.48	Mr. Karan Bairwa
6	Euronex Trade Private Limited	Non-Promotor	NIL	NIL	1,21,85,100	2.48	Mr. Jagdish Vaghela

**16. Change in the control or composition of the Board that would occur consequent to preferential issue:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

**17. Undertaking by the Company:**

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Proposed Allottees have confirmed that
  - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
  - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

**18. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter**

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Birford Enterprises Private Limited	Non-Promotor	Non-Promotor
2	Fettech Commercial Private Limited	Non-Promotor	Non-Promotor
3	Pionex Agricom Private Limited	Non-Promotor	Non-Promotor
4	Farmistrex Ventures Private Limited	Non-Promotor	Non-Promotor
5	Abode Foods and Beverages Private Limited	Non-Promotor	Non-Promotor
6	Euronex Trade Private Limited	Non-Promotor	Non-Promotor

**19. Valuation and Justification for the allotment proposed to be made for consideration other than cash:**

The Proposed allotment is made by cash so the same is not applicable.

**20. Lock-in period:**

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

## **21. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 14<sup>th</sup> May, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat.

## **22. Certificates and Valuation Report:**

The Company has received Valuation Report dated 14<sup>th</sup> May, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s S.K Bhavsar & Co, practicing Chartered Accountants (Membership No:180566), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/s S.K Bhavsar & Co, practicing Chartered Accountants (Membership No:180566), as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company i.e., [www.lfltd.in](http://www.lfltd.in) and available for inspection at the registered office of the Company during office hours.

## **23. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

## **24. Other disclosures:**

a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.lfltd.in](http://www.lfltd.in).

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.

c) None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.

d) The Company has not made any preferential allotment of securities during the last financial year.

g) All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.

f) None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 8 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 8 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

**By Order of the Board  
For Leading Leasing Finance and Investment Company Limited**

**Sd/-  
Ami Jinen Shah  
Whole Time Director  
[DIN 06792048]**

**Date: 14<sup>th</sup> May, 2024  
Place: New Delhi**

**“Annexure-A”**

**Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings with respect to Appointment/Re-Appointment of Directors:**

<b>Name of Director</b>	<b>Nirbhaybhai Dhruvbhai Dave</b>	<b>Kurjibhai Premjibhai Rupareliya</b>
Type	Non-Executive Independent Director	Managing Director
Date of Birth	19/08/1980	23/03/1953
Age	44 Years	71
Date of appointment	7 <sup>th</sup> December, 2023	14 <sup>th</sup> May, 2024
Qualification	Master Degree in Commerce	Matriculation
No of Equity Shares held	NIL	21,24,520 Equity Shares (1.99 %)
Expertise in specific	Accounts and Finance	Management and handling day to day business activities of the Company
Experience	<p>He holds degree of Masters in Commerce and diversified in experience in accounts and finance. He has rich exposure of the corporates of ICICI Bank as Credit Operations Head of South Gujarat. Along with that he worked with Bharti Axa Life and Tata Life Insurance.</p> <p>He has 20 Years of Rich experience of Corporates and Industries in versatile manner.</p>	<p>He possesses more than 43 years of experience working in varied fields. His approach to assessing and understanding the unique needs of business, provides extra focus on ensuring the requirements of all stakeholders are effectively aligned and fulfilled.</p> <p>Experienced in all aspects of the business life cycle through the development of engaged and integrated business, increasing overall sales, enhancing the value proposition with new services &amp; products and driving teams in pursuit of customer excellence.</p>
Terms and Conditions	He is appointed as Independent Director for a period of five years starting from 7 <sup>th</sup> December, 2023 to 5 <sup>th</sup> December, 2028	He is appointed as Managing Director for a period of five years starting from 14 <sup>th</sup> May, 2024 to 13 <sup>th</sup> May, 2029
Date of first appointment	7 <sup>th</sup> December, 2023	14 <sup>th</sup> May, 2024
Directorships held in other Companies	NIL	1. EPC FIRST LIMITED 2. E TRAV TECH LIMITED 3. SKY OCEAN INFRASTRUCTURE LIMITED
Particulars of Committee Chairmanship /Membership held in other Companies	NIL	1. EPC FIRST LIMITED- Member in Nomination and Remuneration Committee
Relationship with other Directors inter-se	N. A	He is brother of Mr. Parshottambhai Rupareliya, Director of the Company
Names of listed entities in which the person also holds the directorship	NIL	NIL
The membership of Committees of the board	NIL	NIL

No. of board meetings attended during the financial year 2023-24	4 Board Meetings	N. A
Remuneration Sought to be paid	N. A	N. A
Remuneration last paid	N. A	N. A

**Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings with respect to Appointment/Re-Appointment of Directors:**

Name of Director	Parshottambhai Rupareliya	
Type	Director	
Date of Birth	31/12/1965	
Age	59 Years	
Date of appointment	14 <sup>th</sup> September, 2023	
Qualification	Graduate	
No of Equity Shares held	NIL	
Expertise in specific	Accounts and Finance	
Experience	Mr. Parshottambhai Premjibhai Rupareliya has done Graduation, he has a vast experience of 35 years in the field of Finance and Accounting.	
Terms and Conditions	N. A	
Date of first appointment	14 <sup>th</sup> September, 2023	
Directorships held in other Companies	1. E Trav Tech Limited 2. Sky Ocean Infrastructure Limited 3. Elvira Equity Solutions Private Limited	
Particulars of Committee Chairmanship /Membership held in other Companies	1. E Trav Tech Limited- Member in Audit Committee	
Relationship with other Directors inter-se	He is brother of Mr. Kurjibhai Premjibhai Rupareliya, Managing Director	
Names of listed entities in which the person also holds the directorship	NIL	
The membership of Committees of the board	NIL	
No. of board meetings attended during the financial year 2023-24	8 Board Meetings	
Remuneration Sought to be paid	N. A	
Remuneration last paid	N. A	

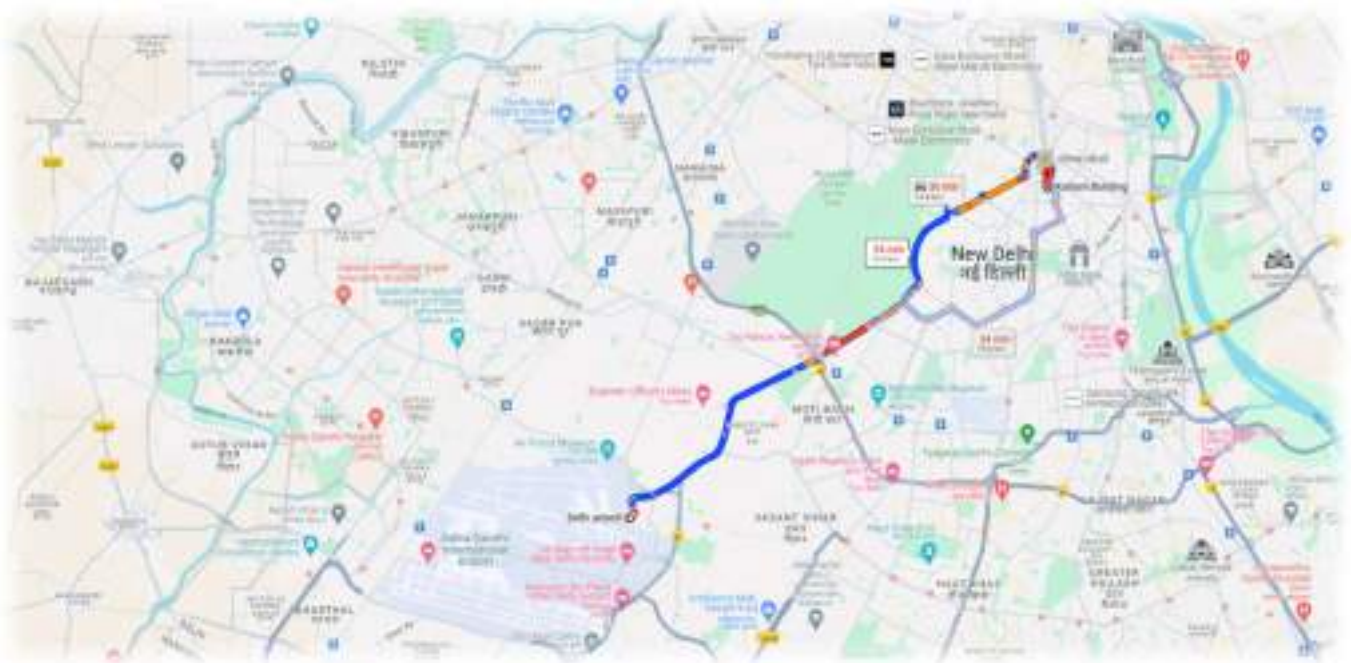
## ROUTE MAP TO AGM-

### **Registered Office: -**

#### **Leading Leasing Finance and Investment Company Limited**

**Registered Office:** 8th Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road, Kasturba Gandhi Marg Area, New Delhi, Connaught Place, Central Delhi, New Delhi, Delhi, India, 110001

Email Id: [leadingleasing@gmail.com](mailto:leadingleasing@gmail.com).





**LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED**

**CIN: L65910DL1983PLC016712**

**Registered Office:** 8<sup>th</sup> Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road,  
Kasturba Gandhi Marg Area, New Delhi, Connaught Place,  
Central Delhi, New Delhi, Delhi, India, 110001  
Contact No. +91 011 (65632288)

Email Id: [leadingleasing@gmail.com](mailto:leadingleasing@gmail.com),

Website: [www.lfltd.in](http://www.lfltd.in)

**FORM MGT-11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]]

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail id</b>	
<b>Folio No.</b>	
<b>DP Id</b>	
<b>Client Id</b>	

I / We, being the Member(s) holding shares of Leading Leasing Finance and Investment Company Limited, hereby appoint:

1. Name \_\_\_\_\_  
Address \_\_\_\_\_

Email Id \_\_\_\_\_

Signature \_\_\_\_\_ or failing him / her,

2. Name \_\_\_\_\_  
Address \_\_\_\_\_

Email Id \_\_\_\_\_

Signature \_\_\_\_\_ or failing him / her,

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Thursday, 13<sup>th</sup> June, 2024 at 02:00 P.M at Registered Office of the Company situated at 8th Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road, Kasturba Gandhi Marg Area, New Delhi, Connaught Place, Central Delhi, New Delhi, Delhi, India, 110001 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary business:

1. Adoption of Financial Statements for the FY 2023-24.
2. To appoint a Mr. Parshottambhai Rupareliya [DIN 02944037] as Director, who retires by rotation, and being eligible, offers himself for re-appointment.

Affix Re. 1  
Revenue  
Stamp

Special business:

3. To Regularization of Additional Independent Director, Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] as an Independent Director of the Company
4. To Appointment of Mr. Kurjibhai Premjibhai Rupareliya [DIN 05109049] as Managing Director of the Company

5. To Regularization of Additional Director, Mr. Parshottambhai Rupareliya [DIN 02944037] as a Director of the Company
6. Increase in authorised share capital of the Company from Rs. 11 Crores to Rs. 50 Crores.
7. Issue of Equity Shares on a Preferential basis aggregating to Rs. 74,76,00,000/- (Rupees Seventy-Four Crores Seventy-Six Lakhs Only).
8. Issue of Convertible Warrants on a Preferential basis aggregating to Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only).

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024      Signature      of  
Shareholder: \_\_\_\_\_  
Signature of Proxy holder(s): \_\_\_\_\_

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED****CIN: L65910DL1983PLC016712****Registered Office:** 8<sup>th</sup> Floor, Flat No. 810, Kailash Building Plot No. 26, Curzon Road,  
Kasturba Gandhi Marg Area, New Delhi, Connaught Place,  
Central Delhi, New Delhi, Delhi, India, 110001  
Contact No. +91 011 (65632288)Email Id: [leadingleasing@gmail.com](mailto:leadingleasing@gmail.com),Website: [www.lfltd.in](http://www.lfltd.in)**MGT-12****ATTENDANCE FORM/ BALLOT FORM****(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND  
HAVE NOT OPTED FOR E-VOTING)**

Name & Registered Address :  
of the Sole / First Named :  
Member :  
Name of the joint holders :  
Registered Folio No / :  
DP ID No. / Client ID No :  
Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 40<sup>th</sup> Annual General Meeting on Thursday, 13<sup>th</sup> June, 2024 at 02:00 P.M (IST), by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

<b>Sr. No.</b>	<b>Resolutions</b>	<b>No. of Shares</b>	<b>I / We assent to the Resolution (FOR)</b>	<b>I / We dissent to the Resolution (AGAINST)</b>
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements for the FY 2023-24			
2.	To appoint Mr. Parshottambhai Rupareliya [DIN 02944037] as Director, who retires by rotation, and being eligible, offers himself for re-appointment			
<b>Special Business</b>				
3.	To Regularization of Additional Independent Director, Mr. Nirbhaybhai Dhruvbhai Dave [DIN: 10439618] as an Independent Director of the Company			
4.	To Appointment of Mr. Kurjibhai Premjibhai Rupareliya [DIN 05109049] as Managing Director of the Company			
5.	To Regularization of Additional Director, Mr. Parshottambhai Rupareliya [DIN 02944037] as a Director of the Company			
6.	To Increase in authorised share capital of the Company from Rs. 11 Crores to Rs. 50 Crores			
7.	Issue of Equity Shares on a Preferential basis aggregating to Rs. 74,76,00,000/- (Rupees Seventy-Four Crores Seventy-Six Lakhs Only).			
8.	Issue of Convertible Warrants on a Preferential basis aggregating to Rs. 17,54,77,200/- (Rupees Seventeen Crores Fifty-Four Lakhs Seventy-Seven Thousand Two Hundred Only)			

Place:

Date:

..... (Signature of the Shareholder/Proxy)

**Note:**

**This Form is to be used for exercising attendance/ voting at the time of 40<sup>th</sup> Annual General Meeting to be held on Thursday, 13<sup>th</sup> June, 2024 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.**