

LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED

CIN: L65910DL1983PLC016712

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
Contact No. +91 6356364364

Email Id: leadingleasing@gmail.com,

Website: www.llfltd.in

Date: - **08-10-2024**

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, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S. Road, Kurla West, Mumbai-400 070

SYMBOL: LLFICL

Subject: - Submission of Notice of Extra-Ordinary General Meeting

Dear Sir / Madam,

The Extra-Ordinary General Meeting of the Company will be held on Wednesday, 6th November, 2024 at 12:00 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 Extra-Ordinary 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

CIN: L65910DL1983PLC016712

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
Contact No. +91 6356364364

Email Id: leadingleasing@gmail.com,

Website: www.lfltd.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Leading Leasing Finance and Investment Company Limited will be held on Wednesday, 6th November, 2024 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 at 12:00 PM to transact the following businesses:

Special Business: -

Item No 1: 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 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible 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. 7.40/- (Rupees Seven and Forty Paise Only) each (including premium of Rs. 6.40/- each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 95,46,00,000/- (Rupees Ninety Five Crores Forty Six Lakhs 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 Monday, 7th October, 2024, being the preceding day of 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the preferential issue is 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. 23,86,50,000 /- (Rupees Twenty-Three Crores Eighty-Six Lakhs Fifty Thousand 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. 71,59,50,000 /- (Rupees Seventy-One Crores Fifty-Nine Lakhs Fifty Thousand 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

| Sr. No. | Name of the proposed Allottee | Category | No. of Convertible Warrants to be allotted | PAN |
|----------------|--------------------------------------------|-----------------|---------------------------------------------------|------------|
| 1. | Unico Global Opportunities Fund Limited | Non- Promotor | 5,25,00,000 | AADCU6282G |
| 2. | AI Maha Investment Fund PCC- Onyx Strategy | Non- Promotor | 5,25,00,000 | ABBCA2764N |
| 3. | Forbes EMF | Non- Promotor | 2,40,00,000 | AACCF7145C |

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

**Kurjibhai Rupareliya
Managing Director
DIN: 05109049**

**Date: 7th October, 2024
Place: New Delhi**

NOTES

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 1 is annexed hereto.
2. A member entitled to attend and vote at the Extra-Ordinary 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 Extra-Ordinary General Meeting.
5. 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 EGM. 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 EGM will be provided by NSDL.
6. 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.lfltd.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 and www.msei.in respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. 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.
8. 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.
9. 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 **Sunday, 3rd November, 2024 at 9.00 A.M. and ends on Tuesday, 5th November, 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. **Wednesday, 30th October, 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 **Wednesday, 30th October, 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you’re existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |

| | |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. |
| 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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.nsd.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 with a copy marked to 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at 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 or pallavid@nsdl.co.in or 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 leadingleasing@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
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. 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 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/-
Kurjibhai Rupareliya
Managing Director
DIN: 05109049

Date: 7th October, 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 1: Issue of Convertible Warrants on a Preferential basis

The Board of Directors of the Company in their meeting held on 14th May, 2024, approved raising of funds aggregating upto Rs. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs Only) by way of issuance of upto 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible 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. 7.40/- (Rupees Seven and Forty Paise Only) each (including premium of Rs.6.40/- 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. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs Only) by way of issuance of upto 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible 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. 7.40/- (Rupees Seven and Forty Paise Only) each (including premium of Rs. 6.40/- 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 Monday, 7th October, 2024.

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

The Board, at its meeting held on 7th October, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible warrants to the Proposed Allottees, each at a price of Rs. 7.40/- per Warrant (including a premium of Rs. 6.40/- per Warrant), aggregating up to Rs. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs 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 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible warrants, at a price of Rs. 7.40/- per Warrant (including a premium of Rs. 6.40 per Warrant) aggregating up to Rs. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs 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. 4.67/- 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. 7.27/- 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 7th October, 2024 and the price arrived is Rs. 7.27/- (Rupees Seven and Twenty-Seven Paise Only). However, the issue price as decided by the management is Rs. 7.40/- (Rupees Seven 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.lflltd.in

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 7.27/- per convertible warrants. The price per Convertible Warrants to be issued pursuant to the Preferential Issue is fixed at Rs. 7.40/- 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. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs 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. Rs. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs Only) by way of issuance of upto 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible 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. 7.40/- (Rupees Seven and Forty Paise Only) each (including premium of Rs. 6.40/- each) payable in cash.

Minimum amount of upto Rs. 23,86,50,000 /- (Rupees Twenty-Three Crores Eighty-Six Lakhs Fifty Thousand 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. 71,59,50,000 /- (Rupees Seventy-One Crores Fifty-Nine Lakhs Fifty Thousand 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 |
| A | Promoters Holding | | | | |
| 1 | Indian: | | | | |
| | Individual | 0 | 0.00 | 0 | 0.00 |
| | Bodies corporate | 0 | 0.00 | 0 | 0.00 |
| | Sub-total | 0 | 0.00 | 0 | 0.00 |
| 2 | Foreign promoters | 0 | 0.00 | 0 | 0.00 |
| | Sub-Total (A) | 0 | 0.00 | 0 | 0.00 |
| B | Non-Promoters Holding | | | | |
| 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 | 20,22,50,000 | 46.01 | 33,12,50,000 | 58.26 |
| | 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 | 6.68 | 2,93,48,692 | 5.16 |
| | INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | 11,77,15,461 | 26.78 | 11,77,15,461 | 20.70 |
| | NON-RESIDENT INDIANS (NRIs) | 8,84,468 | 0.20 | 8,84,468 | 0.16 |
| | BODIES CORPORATE | 7,99,51,089 | 18.19 | 7,99,51,089 | 14.01 |

| | | | | | |
|----------|------------------------------------------|---------------------|---------------|---------------------|---------------|
| | Any Other | 94,15,790 | 2.14 | 94,15,790 | 1.66 |
| | Sub-Total (B) | 43,95,65,500 | 100.00 | 56,85,65,500 | 100.00 |
| C | Non – Promoter Non-Public Holding | | | | |
| | Custodian/DR Holder | 0 | 0.00 | 0 | 0 |
| | Sub-Total (C) | 0 | 0.00 | 0.00 | 0.00 |
| | Grand Total (A + B + C) | 43,95,65,500 | 100.00 | 56,85,65,500 | 100.00 |

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th September, 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 **30th September, 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 | Unico Global Opportunities Fund Limited | Non-Promotor | NIL | NIL | 5,25,00,000 | 9.23 | Mr. Rajendra Bhatt |
| 2 | Al Maha Investment Fund PCC-Onyx Strategy | Non-Promotor | NIL | NIL | 5,25,00,000 | 9.23 | Karuna Ramchurn |
| 3 | Forbes EMF | Non-Promotor | NIL | NIL | 2,40,00,000 | 4.22 | Miss Li Hoy Choo Li Kim |

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 | Unico Global Opportunities Fund Limited | Non-Promotor | Non-Promotor |
| 2 | AI Maha Investment Fund PCC- Onyx Strategy | Non-Promotor | Non-Promotor |
| 3 | Forbes EMF | 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 7th October, 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 7th October, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s Dharti Patel & Associates, practicing Company Secretaries (Membership No: F12801, COP No. 19303), 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 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.

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. 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. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorized 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. 1 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**

**Kurjibhai Rupareliya
Managing Director
DIN: 05109049**

**Date: 7th October, 2024
Place: New Delhi**

ROUTE MAP TO Extra-Ordinary General Meeting-

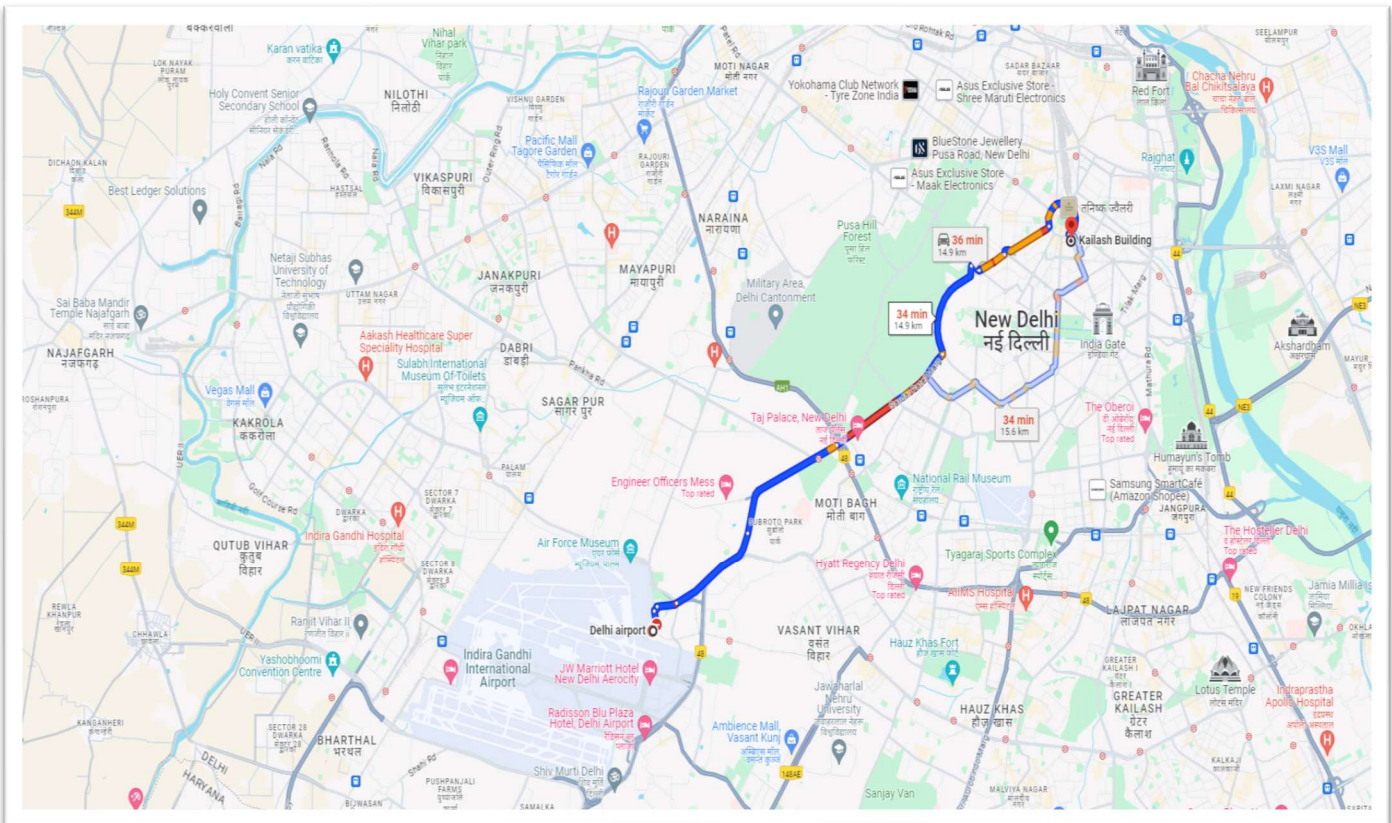
Registered Office: -

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.



LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED

CIN: L65910DL1983PLC016712

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
Contact No. +91 6356364364

Email Id: leadingleasing@gmail.com,

Website: 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]]

| | |
|---------------------------|--|
| Name of Member(s) | |
| Registered Address | |
| E-mail id | |
| Folio No. | |
| DP Id | |
| Client Id | |

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 EXTRA-ORDINARY GENERAL MEETING (EGM) of the Company to be held on Wednesday, 6th November, 2024 at 12:00 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:

Special business:

1. To Issue of Convertible Warrants on a Preferential basis upto 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible 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. 7.40/- (Rupees Seven and Forty Paise Only) each (including premium of Rs. 6.40/- each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs Only)

Affix Re. 1
Revenue
Stamp

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: 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
Contact No. +91 6356364364

Email Id: leadingleasing@gmail.com,

Website: 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 Extra Ordinary General Meeting on Thursday, 26th September, 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:

| Sr. No. | Resolutions | No. of Shares | I / We assent to the Resolution (FOR) | I / We dissent to the Resolution (AGAINST) |
|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------------------|--------------------------------------------|
| Special Business | | | | |
| 1 | To Issue of Convertible Warrants on a Preferential basis upto 12,90,00,000 (Twelve Crores Ninety Lakhs) convertible 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. 7.40/- (Rupees Seven and Forty Paise Only) each (including premium of Rs. 6.40/- each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 95,46,00,000/- (Rupees Ninety-Five Crores Forty-Six Lakhs Only) - (Special Resolution) | | | |

Place:

Date:

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

Note:

This Form is to be used for exercising attendance/ voting at the time of Extra-Ordinary General Meeting to be held on Wednesday, 6th November, 2024 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM