**LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED**
**CIN: L65910MH1983PLC451092**
**Registered Office**: 1716/1717, 17th Floor, Wing A, Chandak Unicorn, Dattaji Salvi Marg, Office Veera Desai Road, Andheri West, Mumbai – 400053
Contact No. +91 9619466145
Email Id: leadingleashing@gmail.com Website.www.llflltd.in

# NOTICE OF 42nd ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the Members of Leading Leasing Finance and Investment Company Limited will be held on Saturday, 26th September 2026 at 11:30 A.M (IST) at 1716/1717, 17th Floor, Wing A, Chandak Unicorn, Dattaji Salvi Marg, Office Veera Desai Road, Andheri West, Mumbai – 400053 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, 2026, and Reports of the Board of Directors and Auditors thereon.

**Item No 2: To appoint Mr. Ketankumar Shivabhai Gosai [DIN: 11543634] as Managing Director, who retires by rotation, and being eligible, offers himself for re-appointment.**

"RESOLVED THAT Mr. Ketankumar Shivabhai Gosai [DIN: 11543634], who retires by rotation and being eligible offers himself for reappointment be and hereby re-appointed as Managing Director of the Company liable to retire by rotation.

**Special Business: -**

**Item No 3: 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 Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in supersession of the earlier resolution passed by the Members of the Company in respect of the alteration and increase of the Authorised Share Capital of the Company, the consent of the Members of the Company be and is hereby accorded to alter and increase the Authorised Share Capital of the Company from the existing Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000 (Sixty Crores) Equity Shares of Rs. 1/- (Rupee One Only) each to Rs. 164,00,00,000/- (Rupees One Hundred Sixty-Four Crores Only) divided into 164,00,00,000 (One Hundred Sixty-Four Crores) Equity Shares of Rs. 1/- (Rupee 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 164,00,00,000/- (Rupees One Hundred Sixty-Four Crores Only) divided into 164,00,00,000 (One Hundred Sixty-Four Crores) Equity Shares of Rs. 1/- (Rupee 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 4: Issuance of upto 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) Equity Shares on Preferential Basis to the Non-Promoter Category upon Conversion of Outstanding Unsecured Loan:**

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 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) fully Paid up Equity Shares of the Company having a Face Value of Rs. 1/- (Rupees One Only) each at a price of Rs. 1.40/- (Rupee One and Forty Paisa Only) per Equity Share (including a premium of Rs. 0.40/- (Rupee Forty Paisa Only) per share ('Preferential Allotment Price') to non-promoter category, towards conversion of outstanding unsecured loan into equity shares aggregating to Rs. 49,99,99,998.40/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Eight and Forty Paise 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. | KURJIBHAI PREMJIBHAI RUPARELIYA | Non- Promotor | 17,85,71,428 | ABGPR6434A |
| 2. | FLYONTRIP SERVICES PRIVATE LIMITED | Non- Promotor | 17,85,71,428 | AAECR8944B |
| **Total** | | | **35,71,42,856** | |

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 Equity Shares shall be Thursday, 27th August 2026, 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 outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.

b. The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

c. The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under

d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval

e. Allotment of Equity shares shall only be made in dematerialized form.

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 5: Issue of 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) 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 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) 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. 1.40/- (Rupee One and Forty Paisa Only) each (including premium of Rs. 0.40/- each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise 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- B"** (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 Thursday, 27$^{th}$ August 2026, being the preceding day of 30 (thirty) days prior to the date of this Annual 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. 24,82,74,991.65 /- (Rupees Twenty-Four Crore Eighty-Two Lakh Seventy-Four Thousand Nine Hundred Ninety-One and Sixty-Five Paise 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. 74,48,24,974.95/- (Rupees Seventy-Four Crore Forty-Eight Lakh Twenty-Four Thousand Nine Hundred Seventy-Four and Ninety-Five Paise 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 B"**

| Sr. No. | Name of the proposed Allottee | Category | No. of Convertible Warrants to be allotted | PAN |
|---|---|---|---|---|
| 1. | JOYDEEP COMMOSALES LLP | Non-Promoter | 3,14,28,571 | AAKFJ5196L |
| 2. | NIKHILESH TRADERS LLP | Non-Promoter | 2,85,71,428 | AALFN2190H |
| 3. | DAM COMMOSALES LLP | Non-Promoter | 2,85,71,428 | AALFD3777E |
| 4. | RUKHMANI GARMENTS LLP | Non-Promoter | 2,85,71,428 | AARFR2673M |
| 5. | KANGNA TRADEWING | Non-Promoter | 3,08,57,142 | AAOFK2469D |
| 6. | MUMBA ENTERPRISE PRIVATE LIMITED | Non-Promoter | 2,50,00,000 | AASCM7709F |
| 7. | JYOTI MUKESH NALAWADE | Non-Promoter | 2,00,00,000 | CTYPN7394F |
| 8. | JAMEER AYUB ATAR | Non-Promoter | 2,08,57,142 | BGXPA8266J |
| 9. | GANESH MADHUKAR SONAVANE | Non-Promoter | 2,11,42,857 | KWWPS7148B |
| 10. | ASHISH SHARAD JADHAV | Non-Promoter | 2,12,85,714 | CFLPJ0425A |
| 11. | SIDDHANT AGARWAL | Non-Promoter | 1,84,28,571 | CZZPA1663D |
| 12. | RADHIKA SHRIKANT SHELAR | Non-Promoter | 1,92,85,714 | NLXPS1053L |
| 13. | VISHAKHA UMESH JADHAV | Non-Promoter | 2,06,42,857 | BEPPJ4414P |
| 14. | SUJATA DEEPAK MANE | Non-Promoter | 1,94,28,571 | CGNPM3080R |
| 15. | HUSSAIN AYYUB AATAR | Non-Promoter | 1,98,57,142 | BFTPA7714L |
| 16. | ABHIJEET AVINASH GHODKE | Non-Promoter | 1,42,85,714 | DETPG2506B |
| 17. | ANKITA SAMBHAJI SASE | Non-Promoter | 1,42,85,714 | TBVPS4377F |
| 18. | ARATI PRASHNAT AWATE | Non-Promoter | 1,42,85,714 | AWGPA7485H |
| 19. | SWATI MAHENDRA KAMBLE | Non-Promoter | 1,42,85,714 | CMIPK6329J |
| 20. | GEETA RAJENDRA VARMA | Non-Promoter | 1,78,57,142 | ASMPV0203A |
| 21. | SONALI SHARAD BHAMRE | Non-Promoter | 1,78,57,142 | BANPB2454B |
| 22. | GEETA N HINGORANI | Non-Promoter | 1,78,57,142 | ABOPH9708F |
| 23. | SUNNY TRADERS | Non-Promoter | 2,21,42,857 | AFXFS3731C |

| | | | | |
|---|---|---|---|---|
| 24. | RENUKA TRADING | Non-Promoter | 2,17,85,714 | ABJFR5556N |
| 25. | MANOJ NAVIN SHAH | Non-Promoter | 7,14,285 | AFNPM2334R |
| 26. | PARESH NAVIN SHAH | Non-Promoter | 8,57,142 | AMVPS9539H |
| 27. | SHANMUKH NAVIN SHAH | Non-Promoter | 10,71,428 | ABWPN3245P |
| 28. | ARYAN SECURITIES AND HOLDING LTD | Non-Promoter | 7,85,714 | AADCA9456C |
| 29. | HANSVIN CAPITAL PRIVATE LIMITED | Non-Promoter | 9,28,571 | AAGCH42818 |
| 30. | N S LONGIA PARIVAHAN PRIVATE LIMITED | Non-Promoter | 17,85,714 | AADCN3825C |
| 31. | TARUNA YOGESH SHAH | Non-Promoter | 7,14,285 | BLZPS3891Q |
| 32. | KAMINI HITEN SHAH | Non-Promoter | 1,78,571 | ANQPS6742J |
| 33. | NEMCHAND RAYSHI SHAH | Non-Promoter | 1,78,571 | AAFPS5622M |
| 34. | ROSHAN ARUNENDRA MISHRA | Non-Promoter | 2,85,714 | IZVPM9572D |
| 35. | YASH ARUNENDRA MISHRA | Non-Promoter | 1,78,571 | GSYPM5969J |
| 36. | RADHE SHYAM CHANDRA SHEKHA MISHRA | Non-Promoter | 2,14,285 | ADHPM3023B |
| 37. | AJIT RAMDAS CHAUDHARI | Non-Promoter | 3,21,428 | AAGPC4173N |
| 38. | TAKHTESH RAMESH PAREKH | Non-Promoter | 14,28,571 | ALDPP7027Q |
| 39. | DIPAL DASHRATHBHAI PATEL | Non-Promoter | 10,71,428 | AXMPP3368D |
| 40. | INDERMAL RAMANI | Non-Promoter | 25,71,428 | AABPR5007R |
| 41. | NAVIN KESHAVJI NISHAR | Non-Promoter | 14,28,571 | AAAPN4040P |
| 42. | PRITI NAVIN NISHAR | Non-Promoter | 10,71,428 | ADHPN9784G |
| 43. | NAVIN KESHAVJI NISHAR HUF | Non-Promoter | 10,71,428 | AADHN6284J |
| 44. | DARSHAK SHANTILAL SHAH | Non-Promoter | 17,85,714 | BCRPS1072C |
| 45. | NANDOLIYA MERAJALI | Non-Promoter | 21,42,857 | AMPPN5076J |
| 46. | YASEEN NANDEDWALA | Non-Promoter | 4,28,571 | ACFPN2303J |
| 47. | KALYAN SHUKLA | Non-Promoter | 3,57,142 | AWYPS4449M |
| 48. | RICHFIELD MARKETING AND CREDIT PRIVATE LIMITED | Non-Promoter | 3,57,142 | AABCR4614D |
| 49. | SANCHI RAJESH PAHARIYA | Non-Promoter | 2,85,714 | DBFPP2121C |
| 50. | KALPATRU ADVISORY SERVICES PRIVATELIMITED | Non-Promoter | 10,71,42,857 | AACCK5190J |
| 51. | TRUMP ORGANISERS PRIVATE LIMITED | Non-Promoter | 7,14,28,571 | AAECC8889L |

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

**Sd/-**
**Ketankumar Shivabhai Gosai**
**Managing Director**
**[DIN 11543634]**

**Date: 27-08-2026**
**Place: Mumbai**

**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 Sunday, 20$^{th}$ September 2026 till Saturday, 26$^{th}$ September 2026 (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.llflltd.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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. 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 **Wednesday, 23rd September 2026 at 9.00 A.M. and ends on Friday, 25th September 2026 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. **Saturday, 19th September 2026** 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 **Saturday, 19th September 2026**.

**<u>How do I vote electronically using NSDL e-Voting system?</u>**

*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. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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<br>2. 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<br>3. 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.<br>4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you’re existing my easi username & password.<br>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.<br>3) 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.<br>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 |
| 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. 1800-21-09911 |

**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<br>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 | 16 Digit Beneficiary ID |

| | |
|---|---|
| demat account with CDSL. | 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<br><br>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 user 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.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 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 leadingleashing@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 leadingleashing@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/-**
**Ketankumar Shivabhai Gosai**
**Managing Director**
**[DIN 11543634]**

**Date: 27-08-2026**
**Place: Mumbai**

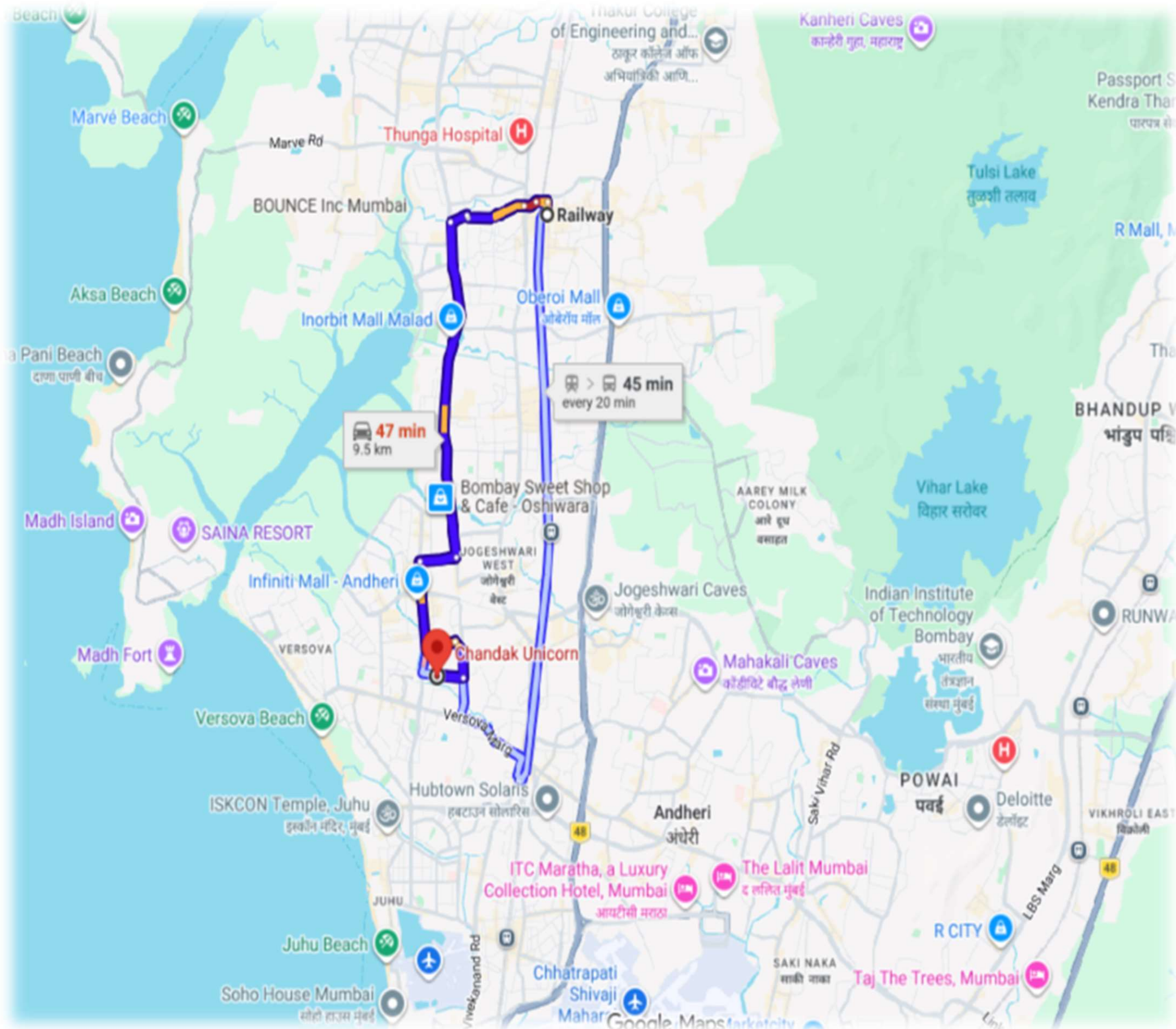
**Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings with respect to Appointment/Re-Appointment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

| **Name of Director** | **Mr. Ketankumar Shivabhai Gosai** |
|---|---|
| Type | Managing Director |
| Date of Birth | 28/11/1987 |
| Age | 39 Years |
| Date of appointment | 12th February 2026 |
| Qualification | B. Com |
| No Equity Shares held | NIL |
| Expertise in specific | Management and handling day-to-day business activities of the Company |
| Experience | He is a Commerce Graduate (B. Com) from Sardar Patel University with over 16 years of experience in banking operations across various NBFCs and banking sectors. |
| Terms and Conditions | He is appointed as Managing Director for a period of five years starting from 12th February 2026 to 11th February, 2031 |
| Date of first appointment | 12th February, 2025 |
| Directorships held in other Companies | NIL |
| Of Committee Chairmanship /Membership held in other Companies | NIL |
| Relationship with other Directors inter-se | N. A |
| Names of listed entities in which the person also holds the directorship | NIL |
| Membership of Committees of the board | NIL |
| No. of board meetings attended during the financial year 2025-26 | 4 |
| 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**: - 1716/1717, 17th Floor, Wing A, Chandak Unicorn, Dattaji Salvi Marg, Office Veera Desai Road, Andheri West, Mumbai – 400053, India
Email Id: leadingleashing@gmail.com,



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

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

**Item No 3: Increase in authorized share capital of the Company:**

The existing Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores Only) consisting of 60,00,00,000 (Sixty Crores) Equity Shares of Rs.1/- (Rupee One Only) each.

The Board in its Meeting held on 27th August 2026 approved and recommended increasing the Authorized Share Capital to Rs 164,00,00,000/- (Rupees One Hundred Sixty-Four Crores Only) consisting of 164,00,00,000 (One Hundred Sixty-Four Crores) equity shares of Rs. 1/- (Rupee 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 Authorized Share Capital.

The proposal for increase in Authorized 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. 3 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 4: Issuance of upto 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) Equity Shares on Preferential Basis to the Non-Promoter Category upon Conversion of Outstanding Unsecured Loan:**

The Special Resolutions under Item No. 4 of the Notice have been proposed in accordance with Sections 62 and 42 of the Companies Act, 2013, to issue and allot up to 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) Equity Shares at a price of Rs. 1.40/- (Rupee One and Forty Paisa Only) per share, including a premium of Rs. 0.40/- (Rupee Forty Paisa Only) per share (the "Preferential Allotment Price"). This issuance is being made towards the conversion of a loan amounting to Rs. 49,99,99,998.40/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Eight and Forty Paise Only) to the Non-Promoter category, in compliance with Chapter V of the SEBI (ICDR) Regulations.

The non-promoter category has extended loans to the Company, and the Company proposes to convert loans worth Rs. 49,99,99,998.40/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Eight and Forty Paise Only) into Equity Shares on private placement basis.

The proposed preferential issue is to be issued to the non-promoter category as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 27th August 2026.

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:**

   There are Unsecured Loans from the Non-Promoter Group, and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, (1) KURJIBHAI PREMJIBHAI RUPARELIYA and (2) FLYONTRIP SERVICES PRIVATE LIMITED to the extent of Rs. 49,99,99,998.40/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Eight and Forty Paise Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Non-Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans into Equity Shares, which is in best interest of the Company, and it will also strengthen the financial position of the Company by reducing liabilities and it will also increase net worth of the Company.

   **Allocation of Preferential Issue funds:**

   The issue of securities as mentioned in Item No. 4 of this Notice is pursuant to conversion of unsecured loans belonging to the non-promoter category and allocation of the same is as follows:

| S.N. | Name of the Proposed Allottees | Outstanding loan proposed to be converted (in Rs.) |
|---|---|---|
| 1 | KURJIBHAI PREMJIBHAI RUPARELIYA | 24,99,99,999.20 |
| 2 | FLYONTRIP SERVICES PRIVATE LIMITED | 24,99,99,999.20 |
| | **Total** | **49,99,99,998.40** |

   The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

   **Schedule for implementation and Deployment of Funds:**

   Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder’s approval along with regulatory approvals.

   **Interim Use of Proceeds:**

   Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

   **Appraisal and Monitoring Agency:**

   In the present case, since there is no fresh capital being raised and the transaction involves only the conversion of a loan into equity, the requirement for a monitoring agency does not apply. However, we hereby declare that, should the stock exchanges recommend the appointment of a monitoring agency, we will comply and make the necessary appointment.

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

   The Resolution set out in the accompanying notice authorizes the Board for issuance of 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) Equity Shares at an issue price of Rs. 1.40/- (Rupee One and Forty Paisa Only) aggregating to Rs. 49,99,99,998.40/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Eight and Forty Paise 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 Thursday, 27th August 2026 i.e. 30 days prior to the date of this Annual General Meeting.

4. **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.

5. **Basis or justification for the price (including the premium, if any) has 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. 1.40/- (Rupee One and Forty Paisa Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 27th August 2026 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. 1.36/- 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. 1/- 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 27th August 2026 and the price arrived is Rs. 1.36/- (Rupee One and Thirty-Six Paisa Only). However, the issue price as decided by the management is Rs. 1.40/- (Rupee One and Forty Paisa Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at www.llflltd.in.

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 1.36/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 1.40/- 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. **The price or price band at which the allotment is proposed:**

The price per Equity Share to be issued is fixed at Rs. 1.40/- (Rupee One and Forty Paisa Only) which consists of Rs. 1/- (Rupees One Only) as Face Value and Rs. 0.40/- (Rupee Forty Paisa Only) as premium per Equity Share. Kindly refer to the above-mentioned point no. 5 for the basis of determination of the price.

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

8. **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.

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 |
| 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 | 23,04,01,712 | 40.88 | 23,04,01,712 | 14.13 |
| | 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 | 11,02,21,843 | 19.56 | 11,02,21,843 | 6.76 |

| | | | | | |
|---|---|---|---|---|---|
| | shareholders holding nominal share capital up to Rs. 2 lakhs. | | | | |
| | INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | 18,14,62,416 | 32.20 | 66,93,19,540 | 41.06 |
| | NON-RESIDENT INDIANS (NRIs) | 26,50,406 | 0.47 | 26,50,406 | 0.16 |
| | BODIES CORPORATE | 2,49,73,655 | 4.43 | 41,06,16,510 | 25.19 |
| | Any Other | 1,38,55,468 | 2.46 | 20,68,55,464 | 12.69 |
| | **Sub-Total (B)** | **56,35,65,500** | **100.00** | **163,00,65,475** | **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)** | **56,35,65,500** | **100.00** | **163,00,65,475** | **100.00** |

**Note**:

1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th June 2026**.
2) * The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (70,93,57,119) will be converted into equity shares as specified in item no. 5 of Notice of Annual General Meeting (“AGM”)

**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:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

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 27th August 2026 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:**

    Not Applicable, since the issue is pursuant to conversion of outstanding unsecured loan into equity.

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 individuals and Body Corporate 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.

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, since the proposed allotment will be made on cash basis, as the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

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.

    Further the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

18. **Listing of Securities**

    The Company will make an application to the Stock Exchange on which the existing shares are already listed, for listing 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 dividends.

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. | KURJIBHAI PREMJIBHAI RUPARELIYA | Non-Promoter | Non-Promoter |
| 2. | FLYONTRIP SERVICES PRIVATE LIMITED | Non-Promoter | Non-Promoter |

**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 **30th June 2026**).

| 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 | KURJIBHAI PREMJIBHAI RUPARELIYA | Non-Promotor | 21,24,520 | 0.38 | 18,06,95,948 | 11.08* | Not Applicable |
| 2 | FLYONTRIP SERVICES PRIVATE LIMITED | Non-Promotor | NIL | NIL | 17,85,71,428 | 10.95* | Mr. Mahesh Naranbhai Korat |

**Note**: * The post preferential percentage of *shareholding* has been calculated assuming that all the Warrants allotted (70,93,57,119) will be converted into equity shares as specified in item no. 5 of Notice of Annual General Meeting ("AGM")

**21. Certificates and Valuation Report:**

The Company has received Valuation Report dated 27th August 2026 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received certificate from M/s Dharti Patel & Associates, Practicing Company Secretaries (Membership No: F12801, COP: 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 reports are available on the website of the Company, i.e., www.llflltd.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 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 it 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:

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).

**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.llflltd.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 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. 4 of this notice except 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 Equity Shares pursuant to the conversion of unsecured loan to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 4 of the Notice.

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. 4 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 5: Issue of 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) Convertible Warrants on a Preferential basis**

The Board of Directors of the Company in their meeting held on 27th August 2026, approved raising of funds aggregating upto Rs. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise Only) by way of issuance of upto 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) 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. 1.40/- (Rupee One and Forty Paisa Only) each (including premium of Rs.0.40/- 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. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise Only) by way of issuance of upto 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) convertible warrants 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. 1.40/- (Rupee One and Forty Paisa Only) each (including premium of Rs. 0.40/- 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 & advances, investment in securities and other working capital and 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 Thursday, 27th August 2026.

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

   The Board, at its meeting held on 27th August 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) convertible warrants to the Proposed Allottees, each at a price of Rs. 1.40/- per Warrant (including a premium of Rs. 0.40/- per Warrant), aggregating up to Rs. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise 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 maximum number of securities to be issued**

   Up to 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) convertible warrants, at a price of Rs. 1.40/- per Warrant (including a premium of Rs. 0.40/- per Warrant) aggregating up to Rs. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise 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:**

   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. 1.40/- (Rupee One and Forty Paisa Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 27th August 2026 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. 1.36/- 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. 1/- 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 27th August 2026 and the price arrived is Rs. 1.36/- (Rupee One and Thirty-Six Paisa Only). However, the issue price as decided by the management is Rs. 7.40/- (Rupees Seven and Forty Paisa Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at www.llflltd.in

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price (“VWAP”) for the Preferential Issue is Rs. 1.36/- per convertible warrants. The price per Convertible Warrants to be issued pursuant to the Preferential Issue is fixed at Rs. 1.40/- 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. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise 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. 99,30,99,966.60/- (Rupees Ninety-Nine Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Sixty-Six and Sixty Paise Only) by way of issuance of upto 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) 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. 1.40/- (Rupee One and Forty Paisa Only) each (including premium of Rs. 0.40/- each) payable in cash.

   Minimum amount of upto Rs. 24,82,74,991.65 /- (Rupees Twenty-Four Crore Eighty-Two Lakh Seventy-Four Thousand Nine Hundred Ninety-One and Sixty-Five Paise 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. 74,48,24,974.95/- (Rupees Seventy-Four Crore Forty-Eight Lakh Twenty-Four Thousand Nine Hundred Seventy-Four and Ninety-Five Paise 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 | 23,04,01,712 | 40.88 | 23,04,01,712 | 14.13 |
| | 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. | 11,02,21,843 | 19.56 | 11,02,21,843 | 6.76 |
| | INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 | 18,14,62,416 | 32.20 | 66,93,19,540 | 41.06 |

| | | | | | |
|---|---|---|---|---|---|
| | lakhs. | | | | |
| | NON-RESIDENT INDIANS (NRIs) | 26,50,406 | 0.47 | 26,50,406 | 0.16 |
| | BODIES CORPORATE | 2,49,73,655 | 4.43 | 41,06,16,510 | 25.19 |
| | Any Other | 1,38,55,468 | 2.46 | 20,68,55,464 | 12.69 |
| | **Sub-Total (B)** | **56,35,65,500** | **100.00** | **163,00,65,475** | **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)** | **56,35,65,500** | **100.00** | **163,00,65,475** | **100.00** |

**Note:**

1) **The above shareholding pattern has been prepared on the basis of shareholding as on 30th June 2026.**

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 June 2026**).

| 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 | JOYDEEP COMMOSALES LLP | Non-Promoter | 0 | 0.00 | 3,14,28,571 | 1.93 | SANJAY ATMARAM DEVLEKAR |
| 2 | NIKHILESH TRADERS LLP | Non-Promoter | 0 | 0.00 | 2,85,71,428 | 1.75 | SEEMA VINOD CHAUDHARY |
| 3 | DAM COMMOSALES LLP | Non-Promoter | 0 | 0.00 | 2,85,71,428 | 1.75 | TUSHAR VILAS PANSARE |
| 4 | RUKHMANI GARMENTS LLP | Non-Promoter | 0 | 0.00 | 2,85,71,428 | 1.75 | GANESH MADHUKAR SONAVANE |
| 5 | KANGNA TRADEWING | Non-Promoter | 0 | 0.00 | 3,08,57,142 | 1.89 | DEEPAK YALLAPPA MANE |
| 6 | MUMBA ENTERPRISE PRIVATE LIMITED | Non-Promoter | 0 | 0.00 | 2,50,00,000 | 1.53 | JAYSINGH HANUMANT NAWALE |
| 7 | JYOTI MUKESH NALAWADE | Non-Promoter | 0 | 0.00 | 2,00,00,000 | 1.23 | Not Applicable |
| 8 | JAMEER AYUB ATAR | Non-Promoter | 0 | 0.00 | 2,08,57,142 | 1.28 | Not Applicable |
| 9 | GANESH MADHUKAR SONAVANE | Non-Promoter | 0 | 0.00 | 2,11,42,857 | 1.30 | Not Applicable |
| 10 | ASHISH SHARAD JADHAV | Non-Promoter | 0 | 0.00 | 2,12,85,714 | 1.31 | Not Applicable |
| 11 | SIDDHANT AGARWAL | Non-Promoter | 0 | 0.00 | 1,84,28,571 | 1.13 | Not Applicable |
| 12 | RADHIKA SHRIKANT SHELAR | Non-Promoter | 0 | 0.00 | 1,92,85,714 | 1.18 | Not Applicable |
| 13 | VISHAKHA UMESH JADHAV | Non-Promoter | 0 | 0.00 | 2,06,42,857 | 1.27 | Not Applicable |
| 14 | SUJATA DEEPAK MANE | Non-Promoter | 0 | 0.00 | 1,94,28,571 | 1.19 | Not Applicable |
| 15 | HUSSAIN AYYUB AATAR | Non-Promoter | 0 | 0.00 | 1,98,57,142 | 1.22 | Not Applicable |
| 16 | ABHIJEET AVINASH GHODKE | Non-Promoter | 0 | 0.00 | 1,42,85,714 | 0.88 | Not Applicable |
| 17 | ANKITA SAMBHAJI SASE | Non-Promoter | 0 | 0.00 | 1,42,85,714 | 0.88 | Not Applicable |
| 18 | ARATI PRASHNAT AWATE | Non-Promoter | 0 | 0.00 | 1,42,85,714 | 0.88 | Not Applicable |
| 19 | SWATI MAHENDRA KAMBLE | Non-Promoter | 0 | 0.00 | 1,42,85,714 | 0.88 | Not Applicable |
| 20 | GEETA RAJENDRA VARMA | Non-Promoter | 0 | 0.00 | 1,78,57,142 | 1.10 | Not Applicable |
| 21 | SONALI SHARAD BHAMRE | Non-Promoter | 0 | 0.00 | 1,78,57,142 | 1.10 | Not Applicable |
| 22 | GEETA N HINGORANI | Non-Promoter | 0 | 0.00 | 1,78,57,142 | 1.10 | Not Applicable |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 23 | SUNNY TRADERS | Non-Promoter | 0 | 0.00 | 2,21,42,857 | 1.36 | SUNNY KUMAR |
| 24 | RENUKA TRADING | Non-Promoter | 0 | 0.00 | 2,17,85,714 | 1.34 | GAURAV TOMAR |
| 25 | MANOJ NAVIN SHAH | Non-Promoter | 0 | 0.00 | 7,14,285 | 0.04 | Not Applicable |
| 26 | PARESH NAVIN SHAH | Non-Promoter | 0 | 0.00 | 8,57,142 | 0.05 | Not Applicable |
| 27 | SHANMUKH NAVIN SHAH | Non-Promoter | 0 | 0.00 | 10,71,428 | 0.07 | Not Applicable |
| 28 | ARYAN SECURITIES AND HOLDING LTD | Non-Promoter | 0 | 0.00 | 7,85,714 | 0.05 | SHANMUKH NAVIN SHAH |
| 29 | HANSVIN CAPITAL PRIVATE LIMITED | Non-Promoter | 0 | 0.00 | 9,28,571 | 0.06 | NISHA MANOJ SHAH |
| 30 | N S LONGIA PARIVAHAN PRIVATE LIMITED | Non-Promoter | 0 | 0.00 | 17,85,714 | 0.11 | DEEPAK SINGH and SOVA SINGH |
| 31 | TARUNA YOGESH SHAH | Non-Promoter | 0 | 0.00 | 7,14,285 | 0.04 | Not Applicable |
| 32 | KAMINI HITEN SHAH | Non-Promoter | 0 | 0.00 | 1,78,571 | 0.01 | Not Applicable |
| 33 | NEMCHAND RAYSHI SHAH | Non-Promoter | 0 | 0.00 | 1,78,571 | 0.01 | Not Applicable |
| 34 | ROSHAN ARUNENDRA MISHRA | Non-Promoter | 0 | 0.00 | 2,85,714 | 0.02 | Not Applicable |
| 35 | YASH ARUNENDRA MISHRA | Non-Promoter | 0 | 0.00 | 1,78,571 | 0.01 | Not Applicable |
| 36 | RADHE SHYAM CHANDRA SHEKHA MISHRA | Non-Promoter | 0 | 0.00 | 2,14,285 | 0.01 | Not Applicable |
| 37 | AJIT RAMDAS CHAUDHARI | Non-Promoter | 0 | 0.00 | 3,21,428 | 0.02 | Not Applicable |
| 38 | TAKHTESH RAMESH PAREKH | Non-Promoter | 0 | 0.00 | 14,28,571 | 0.09 | Not Applicable |
| 39 | DIPAL DASHRATHBHAI PATEL | Non-Promoter | 0 | 0.00 | 10,71,428 | 0.07 | Not Applicable |
| 40 | INDERMAL RAMANI | Non-Promoter | 0 | 0.00 | 25,71,428 | 0.16 | Not Applicable |
| 41 | NAVIN KESHAVJI NISHAR | Non-Promoter | 0 | 0.00 | 14,28,571 | 0.09 | Not Applicable |
| 42 | PRITI NAVIN NISHAR | Non-Promoter | 0 | 0.00 | 10,71,428 | 0.07 | Not Applicable |
| 43 | NAVIN KESHAVJI NISHAR HUF | Non-Promoter | 0 | 0.00 | 10,71,428 | 0.07 | NAVIN KESHAVJI NISHAR |
| 44 | DARSHAK SHANTILAL SHAH | Non-Promoter | 0 | 0.00 | 17,85,714 | 0.11 | Not Applicable |
| 45 | NANDOLIYA MERAJALI | Non-Promoter | 0 | 0.00 | 21,42,857 | 0.13 | Not Applicable |
| 46 | YASEEN NANDEDWALA | Non-Promoter | 0 | 0.00 | 4,28,571 | 0.03 | Not Applicable |
| 47 | KALYAN SHUKLA | Non-Promoter | 0 | 0.00 | 3,57,142 | 0.02 | Not Applicable |
| 48 | RICHFIELD MARKETING AND CREDIT PRIVATE LIMITED | Non-Promoter | 0 | 0.00 | 3,57,142 | 0.02 | ANIL KUMAR JOSHI |
| 49 | SANCHI RAJESH PAHARIYA | Non-Promoter | 0 | 0.00 | 2,85,714 | 0.02 | Not Applicable |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 50 | KALPATRU ADVISORY SERVICES PRIVATELIMITED | Non-Promoter | 0 | 0.00 | 10,71,42,857 | 6.57 | PRATIK JAYESH VIRA |
| 51 | TRUMP ORGANISERS PRIVATE LIMITED | Non-Promoter | 0 | 0.00 | 7,14,28,571 | 4.38 | CHANDAN MUNDHRA |

**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 | JOYDEEP COMMOSALES LLP | Non-Promoter | Non-Promoter |
| 2 | NIKHILESH TRADERS LLP | Non-Promoter | Non-Promoter |
| 3 | DAM COMMOSALES LLP | Non-Promoter | Non-Promoter |
| 4 | RUKHMANI GARMENTS LLP | Non-Promoter | Non-Promoter |
| 5 | KANGNA TRADEWING | Non-Promoter | Non-Promoter |
| 6 | MUMBA ENTERPRISE PRIVATE LIMITED | Non-Promoter | Non-Promoter |
| 7 | JYOTI MUKESH NALAWADE | Non-Promoter | Non-Promoter |
| 8 | JAMEER AYUB ATAR | Non-Promoter | Non-Promoter |
| 9 | GANESH MADHUKAR SONAVANE | Non-Promoter | Non-Promoter |
| 10 | ASHISH SHARAD JADHAV | Non-Promoter | Non-Promoter |
| 11 | SIDDHANT AGARWAL | Non-Promoter | Non-Promoter |
| 12 | RADHIKA SHRIKANT SHELAR | Non-Promoter | Non-Promoter |
| 13 | VISHAKHA UMESH JADHAV | Non-Promoter | Non-Promoter |
| 14 | SUJATA DEEPAK MANE | Non-Promoter | Non-Promoter |
| 15 | HUSSAIN AYYUB AATAR | Non-Promoter | Non-Promoter |
| 16 | ABHIJEET AVINASH GHODKE | Non-Promoter | Non-Promoter |
| 17 | ANKITA SAMBHAJI SASE | Non-Promoter | Non-Promoter |
| 18 | ARATI PRASHNAT AWATE | Non-Promoter | Non-Promoter |
| 19 | SWATI MAHENDRA KAMBLE | Non-Promoter | Non-Promoter |
| 20 | GEETA RAJENDRA VARMA | Non-Promoter | Non-Promoter |
| 21 | SONALI SHARAD BHAMRE | Non-Promoter | Non-Promoter |
| 22 | GEETA N HINGORANI | Non-Promoter | Non-Promoter |
| 23 | SUNNY TRADERS | Non-Promoter | Non-Promoter |
| 24 | RENUKA TRADING | Non-Promoter | Non-Promoter |
| 25 | MANOJ NAVIN SHAH | Non-Promoter | Non-Promoter |
| 26 | PARESH NAVIN SHAH | Non-Promoter | Non-Promoter |
| 27 | SHANMUKH NAVIN SHAH | Non-Promoter | Non-Promoter |
| 28 | ARYAN SECURITIES AND HOLDING LTD | Non-Promoter | Non-Promoter |
| 29 | HANSVIN CAPITAL PRIVATE LIMITED | Non-Promoter | Non-Promoter |
| 30 | N S LONGIA PARIVAHAN PRIVATE LIMITED | Non-Promoter | Non-Promoter |
| 31 | TARUNA YOGESH SHAH | Non-Promoter | Non-Promoter |
| 32 | KAMINI HITEN SHAH | Non-Promoter | Non-Promoter |
| 33 | NEMCHAND RAYSHI SHAH | Non-Promoter | Non-Promoter |
| 34 | ROSHAN ARUNENDRA MISHRA | Non-Promoter | Non-Promoter |
| 35 | YASH ARUNENDRA MISHRA | Non-Promoter | Non-Promoter |
| 36 | RADHE SHYAM CHANDRA SHEKHA MISHRA | Non-Promoter | Non-Promoter |
| 37 | AJIT RAMDAS CHAUDHARI | Non-Promoter | Non-Promoter |
| 38 | TAKHTESH RAMESH PAREKH | Non-Promoter | Non-Promoter |
| 39 | DIPAL DASHRATHBHAI PATEL | Non-Promoter | Non-Promoter |
| 40 | INDERMAL RAMANI | Non-Promoter | Non-Promoter |
| 41 | NAVIN KESHAVJI NISHAR | Non-Promoter | Non-Promoter |
| 42 | PRITI NAVIN NISHAR | Non-Promoter | Non-Promoter |
| 43 | NAVIN KESHAVJI NISHAR HUF | Non-Promoter | Non-Promoter |
| 44 | DARSHAK SHANTILAL SHAH | Non-Promoter | Non-Promoter |
| | | | |

| | | | |
|---|---|---|---|
| | | | |
| 45 | NANDOLIYA MERAJALI | Non-Promoter | Non-Promoter |
| 46 | YASEEN NANDEDWALA | Non-Promoter | Non-Promoter |
| 47 | KALYAN SHUKLA | Non-Promoter | Non-Promoter |
| 48 | RICHFIELD MARKETING AND CREDIT PRIVATE LIMITED | Non-Promoter | Non-Promoter |
| 49 | SANCHI RAJESH PAHARIYA | Non-Promoter | Non-Promoter |
| 50 | KALPATRU ADVISORY SERVICES PRIVATELIMITED | Non-Promoter | Non-Promoter |
| 51 | TRUMP ORGANISERS PRIVATE LIMITED | Non-Promoter | Non-Promoter |

**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 27th August 2026 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 27th August 2026 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 reports are available on the website of the Company, i.e., www.llflltd.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.llflltd.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. 5 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. 5 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. 5 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/-**
**Ketankumar Shivabhai Gosai**
**Managing Director**
**[DIN 11543634]**

**Date: 27-08-2026**
**Place: Mumbai**

**LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED**
**CIN: L65910MH1983PLC451092**
**Registered Office**: 1716/1717, 17th Floor, Wing A, Chandak Unicorn, Dattaji Salvi Marg, Office Veera Desai Road, Andheri West, Mumbai – 400053
Contact No. +91 9619466145
Email Id: leadingleashing@gmail.com Website.www.llflltd.in

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**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 ANNUAL GENERAL MEETING of the Company to be held on Saturday, 26th September 2026 at 11:30 A.M at 1716/1717, 17th Floor, Wing A, Chandak Unicorn, Dattaji Salvi Marg, Office Veera Desai Road, Andheri West, Mumbai – 400053 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 2025-26
2. To appoint Mr. Ketankumar Shivabhai Gosai [DIN: 11543634] as Managing Director, who retires by rotation, and being eligible, offers himself for re-appointment.

**Special Business:**

3. Increase in authorised share capital of the Company from Rs. 60 Crores to Rs. 164 Crores
4. Issuance of upto 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) Equity Shares on Preferential Basis to the Non-Promoter Category upon Conversion of Outstanding Unsecured Loan
5. Issue of 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) Convertible Warrants on a Preferential basis

Affix Re. 1
Revenue
Stamp

Signed this____________________day of_______________________2026 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: L65910MH1983PLC451092**
**Registered Office**: 1716/1717, 17th Floor, Wing A, Chandak Unicorn, Dattaji Salvi Marg, Office Veera Desai Road, Andheri West, Mumbai – 400053
Contact No. +91 9619466145
Email Id: leadingleashing@gmail.com Website.www.llflltd.in

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**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 42nd Annual General Meeting on Saturday, 26th September 2026 at 11:30 A.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) |
|---|---|---|---|---|
| **Ordinary Business** | | | | |
| 1. | Adoption of Financial Statements for the FY 2025-26 (Ordinary Resolution) | | | |
| 2. | To appoint Mr. Ketankumar Shivabhai Gosai [DIN: 11543634] as Managing Director, who retires by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution) | | | |
| **Special Business** | | | | |
| 3. | Increase in authorised share capital of the Company from Rs. 60 Crores to Rs. 164 Crores (Ordinary Resolution) | | | |
| 4. | Issuance of upto 35,71,42,856 (Thirty-Five Crores Seventy-One Lakhs Forty-Two Thousand Eight Hundred Fifty-Six) Equity Shares on Preferential Basis to the Non-Promoter Category upon Conversion of Outstanding Unsecured Loan (Special Resolution) | | | |
| 5. | Issue of 70,93,57,119 (Seventy Crores Ninety-Three Lakhs Fifty-Seven Thousand One Hundred Nineteen) Convertible Warrants on a Preferential basis (Special Resolution) | | | |

Place:

Date:

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

**Note:**

**This Form is to be used for exercising attendance/ voting at the time of 42nd Annual General Meeting to be held on Saturday, 26th September 2026 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.**