

**NOTICE**

**NOTICE** is hereby given that 30<sup>th</sup> Annual General Meeting for the financial year 2021-22 of the Members of Lesha Industries Limited will be held on **Wednesday, September 28, 2022 at 01:00 P.M.** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 including audited Balance Sheet as at 31<sup>st</sup> March, 2022 and Statement of Profit and Loss and the cash flow statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.**

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

**“RESOLVED THAT** pursuant to the provisions of section 129, 134 and all other applicable provision of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Standalone financial statements of the company for the financial year ended 31<sup>st</sup> March, 2022 and reports of the Board of Directors and Statutory Auditor thereon, as circulated to the members, be and are hereby considered and approved.”

- 2. Re-Appointment of Mr. Shalin A. Shah (DIN: 00297447), who is liable to retire by rotation and being eligible, offers himself for re-appointment.**

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

**“RESOLVED THAT in** accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shalin A. Shah (DIN: 00297447), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Director of the company.”

- 3. Re-Appointment of M/S Keyur Bavishi & Co., Chartered Accountants (Firm Registration No.131191W) as Statutory Auditors of the Company for the second term.**

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

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and all other applicable provision of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/S Keyur Bavishi & Co., Chartered Accountants (Firm Registration No. 131191W), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

**SPECIAL BUSINESS:****4. Approval of Related Party Transaction.**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the financial year 2023-24.

Name of related party	Maximum Amount of transaction/s for Financial year 2023-24	Type of transaction
Rhetan TMT Limited	100 crores	Purchase/sale of goods, services and/or any other business activities
Ashnisha Industries Limited	100 crores	Purchase/sale of goods, services and/or any other business activities
Ashoka Metcast Limited	100 crores	Purchase/sale of goods, services and/or any other business activities
Gujarat Natural Resources Limited	100 crores	Purchase/sale of goods, services and/or any other business activities

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

**5. To approve Loans/investment/guarantee limit up to Rs. 50 Crores.**

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

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time and subject to such approvals as may be necessary; the consent of members be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to provide Loans/Investment/Guarantee in excess of limit of sixty percent of paid up share capital, free reserve and securities premium or one hundred percent of its free reserves and securities premium account whichever is higher, up to Rs. 50 Crores at any time.”

**“RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while providing Loans/Invetsment/Guarantee, within the aforesaid limits from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

**6. To approve Borrowing Limit up to Rs. 50 Crores.**

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

**"RESOLVED THAT** pursuant to the provisions of section 180( 1 )(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however that the total amount so borrowed by the Board of directors shall not exceed Rs. 50 Crore (Rupees Fifty Crore Only).

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

**7. REGULARIZATION OF APPOINTMENT MR. KAILASPRASAD BHAGVATIPRASAD JANI (DIN: 00404091) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and in accordance with Regulation 16(1)(b), Regulation 25, regulation 17 (1) (c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 2<sup>nd</sup> September, 2022 for a period of 5 (five) years and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027."

**"FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

**8. REGULARIZATION OF APPOINTMENT MR. KIRITBHAI ISHWARBHAI PATEL (DIN: 03618884) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification

of Directors) Rules, 2014, as amended from time to time and in accordance with Regulation 16(1)(b), Regulation 25, regulation 17 (1) (c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 2<sup>nd</sup> September, 2022 for a period of 5 (five) years and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027.”

**“FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**For and on behalf of the Board**

**Date: September 2, 2022**

**Place: 7th Floor, Ashoka Chambers,  
Mithakhali Six Roads,  
Ahmedabad-380006,  
Gujarat, India.**

**Sd/-  
Ashok C. Shah  
Managing Director  
DIN:02467830**

## Annexure to the Notice of Annual General Meeting

## Details of Directors seeking Appointment/Reappointment in Annual General Meeting

Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and as per Secretarial Standards on General Meetings (SS-2)

<b>Name of the Director</b>	<b>Shalin A. Shah (DIN: 00297447)</b>	<b>Kailasprasad Bhagvatiprasad Jani (DIN: 00404091)</b>	<b>Kiritbhai Ishwarbhai Patel (DIN: 03618884)</b>
<b>Age (Yrs.)</b>	48 Years	74 Years	65 Years
<b>Date of Birth</b>	31/08/1973	30/03/1948	27/06/1957
<b>Qualification</b>	An Engineering Graduate	Graduate	Graduate
<b>Date of first appointment on the Board</b>	21/07/1995	02/09/2022	02/09/2022
<b>Terms and Conditions of appointment or re-appointment</b>	As mentioned in the Letter of Appointment	As mentioned in the Letter of Appointment	As mentioned in the Letter of Appointment
<b>No. of Meetings of the Board attended during the year</b>	9/9	NIL	NIL
<b>Brief Resume and expertise</b>	He completed his Civil Engineering from L. D. Engineering College, Ahmedabad. He has more than 20 years' experience in various fields like trading, real estate, oil and gas exploration etc. and has vast exposure into the fields of management, finance, accounting, information technology and legal. He has been guiding force behind the growth and business strategy of our Company.	He is engaged in field of Event Management for over the 30 years.  His business management skills and valuable experience of years will help the Company in taking important decision in the interest of the Company.	He is engaged in construction activities for over the 30 years  His marketing and analytical skills will help in decision making in the interest of the Company as well as shareholders.
<b>Designation</b>	Director	Additional Director (Independent Category)	Additional Director (Independent Category)
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Chairman of Stakeholders' Relationship committee and Member of Audit Committee and Nomination and Remuneration Committee	None	None
<b>No. of Shares held in the Company</b>	1,81,04,071 Equity Shares as on 31 <sup>st</sup> March, 2022	NIL	NIL
<b>Directorship in Other Listed Company</b>	<ul style="list-style-type: none"> <li>• Gujarat Natural Resources Limited</li> <li>• Ashoka Metcast Limited</li> <li>• Ashnisha Industries Limited</li> </ul>	NIL	NIL
<b>Related to other directors</b>	Mr. Shalin Shah and Mr. Ashok C. Shah are related as Son-Father. No other directors are related inter se.	None	None

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 4 to the Notice**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 2<sup>nd</sup> September, 2022 has approved a proposal for entering into following related party transactions:

Name of Related Party	<ol style="list-style-type: none"> <li>1. Rhetan TMT Limited</li> <li>2. Ashnisha Industries Limited</li> <li>3. Ashoka Metcast Limited</li> <li>4. Gujarat Natural Resources Limited</li> </ol>
Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah, Mrs. Daxaben Mahendrakumar Shah and Mr. Chandrakant Chauhan
Nature of relationship	<p>Mr. Shalin A. Shah, Director of the Company is also Director of Ashnisha Industries Limited and Ashoka Metcast Limited and Managing Director of Gujarat Natural Resources Limited and Rhetan TMT Limited.</p> <p>Mr. Ashok C. Shah, Managing Director of the Company is also Managing Director of Ashoka Metcast Limited and Director of Rhetan TMT Limited, Ashnisha Industries Limited and Gujarat Natural Resources Limited.</p> <p>Mrs. Daxaben Mahendrakumar Shah, Independent Director is also Independent Director of Ashnisha Industries Limited and Ashoka Metcast Limited.</p> <p>Mr. Chandrakant Chauhan, Independent Director is also Independent Director of Ashnisha Industries Limited and Gujarat Natural Resources Limited.</p>
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Accordingly, your directors recommend the resolution at Item No. 4 for approval as Special resolution as set out in the notice of the meeting.

Except Mr. Shalin A. Shah and Mr. Ashok C. Shah, Directors of the Company, Mrs. Daxaben Mahendrakumar shah and Mr. Chandrakant Chauhan, Independent Directors of the company and Mrs. Leena A. Shah, Relative of Director, Lesha Ventures Private Limited, Rhetan TMT Limited and Ashoka Metcast Limited, Company in which Director of the Company are Director/Member, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

#### **Item No. 5 to the Notice**

The Company proposes to give and/or make Loans/investment/guarantee from time to time as per the business requirements. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable Loans/ investment/guarantee bodies corporate, from time to time prior approval of the Members is being sought for enhancing the said limits as mentioned in section 186 of companies act, 2013.

As per section 186 of the Companies Act, 2013 the Board of Directors of a company could give Loans/investment/guarantee to any Body Corporate in excess of limit of sixty percent of paid up share capital, free reserve and securities premium or one hundred percent of its free reserves and securities premium account whichever is higher by way of passing Special Resolution in General Meeting. Accordingly, the Board of Directors in its meeting held on 2<sup>nd</sup> September, 2022 approved increasing the aforesaid threshold by Rs. 50 Crores (Rupees Fifty Crores only) over and above the limit specified under section 186 of the Companies Act, 2013.

Accordingly, your directors recommend the resolution at Item No. 5 for approval as Special resolution as set out in the notice of the meeting.

#### **Item No. 6 to the Notice**

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of directors of a company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid-up share capital and free reserves of the company and for borrowing moneys in excess of the Paid-up share capital and Free reserves, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

In continuous requirement in routine business and operation of the company, it is required to borrow funds by company from time to time only after obtaining approval of the members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

So, your board decided to increase the limit of borrow fund upto Rs. 50 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

#### **Item No. 7 to the Notice**

The Board appointed Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091), as an Additional Director (Independent Category) of the Company at its meeting held on 2<sup>nd</sup> September, 2022 in compliance with

the requirements of Section 161(1) of the Companies Act, 2013 upon recommendation of the Nomination & Remuneration Committee.

In the opinion of the Board, Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) fulfill the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and he is independent of the management.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) for the office of Independent Director of the Company and who shall not be liable to retire by rotation.

Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 (2) of Companies Act, 2013. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027 is being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) is interested in this resolution since it relates to his appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

Accordingly, your directors recommend the resolution at Item No. 7 for approval as special resolution as set out in the notice of the meeting.

#### **Item No. 8 to the Notice**

The Board appointed Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884), as an Additional Director (Independent Category) of the Company at its meeting held on 2<sup>nd</sup> September, 2022 in compliance with the requirements of Section 161(1) of the Companies Act, 2013 upon recommendation of the Nomination & Remuneration Committee.

In the opinion of the Board, Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) fulfill the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and he is independent of the management.



The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884), for the office of Independent Director of the Company and who shall not be liable to retire by rotation.

Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 (2) of Companies Act, 2013. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027 is being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) is interested in this resolution since it relates to his appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

Accordingly, your directors recommend the resolution at Item No. 8 for approval as special resolution as set out in the notice of the meeting.

**For and on behalf of the Board**

**Date: September 2, 2022**

**Place: 7th Floor, Ashoka Chambers,  
Mithakhali Six Roads,  
Ahmedabad-380006,  
Gujarat, India.**

**Sd/-  
Ashok C. Shah  
Managing Director  
DIN:02467830**

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 Circular No. 02/2021 dated January 13, 2021, General Circular No. 3/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the

Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). The forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.

2. 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 MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lesha.in](http://www.lesha.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13,2021.
8. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022. (Both days inclusive)**
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs).

10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **25<sup>th</sup> September, 2022 at 09:00 AM** and ends on **27<sup>th</sup> September, 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21<sup>st</sup> September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</li> </ol>

	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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Lesha Industries Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **caf.lesha@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **caf.lesha@gmail.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **caf.lesha@gmail.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **caf.lesha@gmail.com**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://lesha.in/> and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.