

**Lesha Industries Limited**  
**CIN: L27100GJ1992PLC018607**

**Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006.**  
**Tel. No.: 079 2646 3227, Email ID: info@lesha.in, Website: www.lesha.in**

**Notice of Extra Ordinary General Meeting of the  
Equity Shareholders of Lesha Industries Limited**

**Day** : Thursday

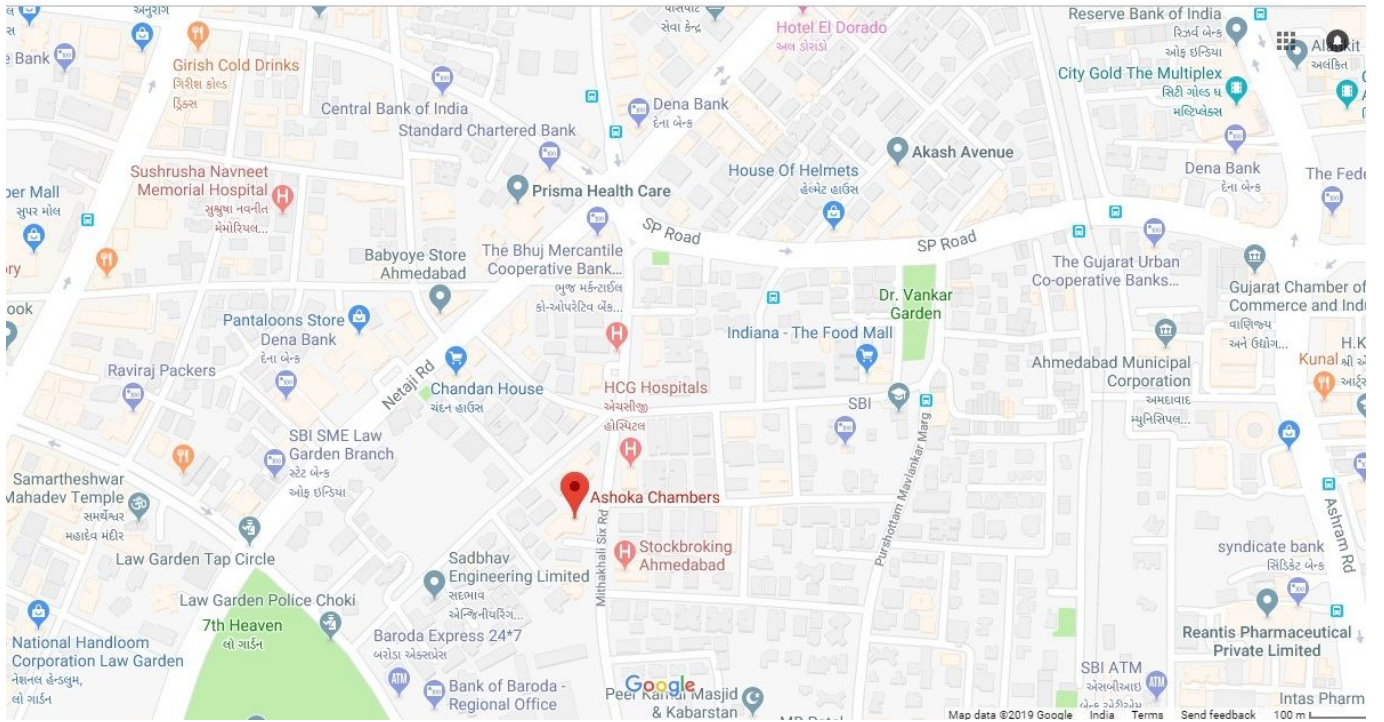
**Date** : 28<sup>th</sup> February, 2019

**Time** : 12:30 p.m.

**Venue** : 7th Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006.

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**ROUTE MAP TO THE EGM VENUE**



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**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of Lesha Industries Limited will be held on Thursday, February 28, 2019 at 12:30 p.m. at the registered office of the company to transact the following Business:

**SPECIAL BUSINESS:**

**1. SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder [including any statutory modification(s) or reenactment thereof, for the time being in force], the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents from appropriate authorities, the consent of the members of the Company be and is hereby accorded for split/sub-division of each equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid up into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up.”

**“RESOLVED FURTHER THAT** pursuant to the split/sub-division of equity shares of the Company from face value of Rs. 10/- (Rupees Ten only) each to face value of Re. 1/- (Rupee One only) each, the existing Authorised and Paid-up Equity Share Capital of the Company as on the Record Date as may be decided by the Board shall stand sub-divided as given below:

Particulars	Pre Split/Sub-Division			Post Split/Sub-Division		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (In Re.)	Total Share Capital (in Rs.)
Authorised Share Capital	1,90,00,000	10	19,00,00,000	19,00,00,000	1	19,00,00,000
Paid Up Share Capital	11,32,037	10	1,13,20,370	1,13,20,370	1	1,13,20,370

**“RESOLVED FURTHER THAT** upon the split/sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

**“RESOLVED FURTHER THAT** Mr. Ashok Shah, Managing Director and/or Mr. Shalin Shah, Director, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/enactments and amendments from time to time, execution of all necessary documents with the Stock

Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

**2. ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION IN CONNECTION WITH THE SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the amendment and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new clause V:

“V. The Authorized Share Capital of the Company is Rs. 19,00,00,000 (Rupees Nineteen Crores Only) divided into 19,00,00,000 (Nineteen Crores) Equity Shares of Re. 1/- (Rupee One Only) each.”

“**RESOLVED FURTHER THAT** Mr. Ashok Shah, Managing Director and/or Mr. Shalin Shah, Director, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

**3. ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IN CONSONANCE WITH COMPANIES ACT, 2013.**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 4 & 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force the title of the Part [B] of Clause no. III be altered by replacing the existing title as under:

[B] Matters which are necessary for furtherance of the objects specified in Clause III [A] are

“**RESOLVED FURTHER THAT**, the Clause III (C) of the Memorandum of Association of Company having heading “Other Objects” be deleted completely and consequently there shall be no Other Objects.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT**, pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the

Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT**, for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, any Director be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

**5. 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 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 with Rhetan Rolling Mills Private Limited, the Related Party as defined under the Act for purchase/sale of goods, services and/or any other business activities amounting to Rs. 25 Crores for the financial year 2018-19.”

“**RESOLVED FURTHER** that Mr. Ashok C. Shah, Managing Director and Mr. Shalin A. Shah, Director of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

**6. INSERTION OF NEW OBJECT IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF 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 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 and subject to all the applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force), the approval of the Members be and is hereby granted for insertion of new objects in the Main Object Clause of the Memorandum of Association of the Company by inserting Clause no. III (A) (6) as under:

6. To carry on the business as manufacturers, formulators, processors, producers, makers, buyers, sellers, re-sellers, importers, exporters, distributors, suppliers, fermentators, distillers, refiners, stockiests, agents, merchants, of and dealers in all types, sizes and kinds of chemical compounds (organic and inorganic) in all forms (solid, liquid and gaseous) and of all kinds of organic heavy chemicals, acids, alkalies, tannin extracts solvents, dye stuffs, dyes, intermediates, bulk drugs and its intermediates colour, chemical auxiliaries, biochemicals, and its related preparations, articles and products either in or outside India.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be

deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**By order of the Board of Directors**

**Sd/-**

**Ashok C. Shah  
Managing Director  
(DIN: 02467830)**

Date: January 29, 2019

Place: Ahmedabad

**Notes:**

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll, instead of her/him and the proxy need not be a member of the company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith.
3. A person can act as 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. However, 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 proxy for any other shareholder.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
5. Members/Proxies and Authorised Representatives are requested to bring their duly filled attendance slip sent herewith at the EGM.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the EGM to facilitate identification of membership at the EGM.
7. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the EGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL). The Members shall refer to the detailed procedure on e-voting given in the e-voting Notice.
9. The instructions for e-voting are annexed with this Notice.
10. The Board of Directors has appointed Mr. Chintan Patel, Partner, Patel & Associates, Company Secretaries as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not being in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of EGM. The results on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The resolutions declared along with the scrutinizer's report will be available on the website of the Company ([www.lesha.in](http://www.lesha.in)) and on CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) within two days of passing of the Resolution.
11. Notice of the EGM along with Attendance Slip, Proxy Form and a letter giving the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who request for a hard copy

and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the EGM.
13. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
14. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.
15. This Notice will also be available on the Company's website [www.lesha.in](http://www.lesha.in) for download.
16. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the EGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date. The Company has appointed Mr. Chintan Patel, Partner, M/s. Patel & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on February 25, 2019 at 9:00 a.m. and ends on February 27, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 22, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit 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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Lesha Industries Limited.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

### **ITEM NO. 1 OF THE NOTICE: SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY.**

The Equity Shares of the Company are listed on the BSE Limited ("BSE"). In order to improve the liquidity of Equity Shares of the Company, the Board of Directors of the Company ("Board"), at its Meeting held on December 26, 2018, have approved the split/sub-division of each Equity Share having a face value of Rs. 10/- each into 10 Equity Shares of the face value of Re. 1/- each, subject to the approval of members and all authorities concerned.

As per the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members is required for such split/subdivision of shares.

Accordingly, your directors recommend the resolution at Item No. 1 for approval as Ordinary resolution as set out in the notice of the meeting.

None of the Directors or their relatives is in any way, concerned or interested in the said resolution except in the capacity as a member.

### **ITEM NO. 2 OF THE NOTICE: ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION IN CONNECTION WITH THE SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY.**

The proposed split/sub-division of face value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this Clause V of Memorandum of Association is proposed to be altered and substituted with the new clause V as mentioned in Item No. 2 of this Notice.

As per the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members is required for such amendment to the Memorandum of Association.

Accordingly, your directors recommend the resolution at Item No.2 for approval as Ordinary resolution as set out in the notice of the meeting.

A copy of the proposed set of new Memorandum of Association of the Company (MOA) would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sunday, between 11:00 a.m. to 1:00 p.m.

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

### **ITEM NO. 3 OF THE NOTICE: ALTERATION IN THE MEMORANDUM OF ASSOCIATION.**

In order to comply with Section 4 & 13 of the Companies Act, 2013, it is proposed to alter Memorandum of Association of the Company by deleting all objects mentioned in Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry other objects. Further, nomenclature of Clause B of Memorandum of Association is to be changed in order to comply with the provisions of Companies Act, 2013.

Accordingly, your directors recommend the resolution at Item No.3 for approval as Special resolution as set out in the notice of the meeting.



A copy of the proposed set of new Memorandum of Association of the Company (MOA) would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sunday, between 11:00 a.m. to 1:00 p.m.

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

**ITEM NO. 4 OF THE NOTICE: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013.**

The Articles of Association (“AoA”) of the Company is presently in force since incorporation of the Company i.e. year 1992. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors had decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

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

A copy of the proposed set of new Articles of Association of the Company (AOA) would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sunday, between 11:00 a.m. to 1:00 p.m.

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

**ITEM NO. 5 OF THE NOTICE: APPROVAL OF RELATED PARTY TRANSACTION.**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 19<sup>th</sup> January, 2019 has approved a proposal for entering into following related party transactions:

Name of Related Party	Rhetan Rolling Mills Private Limited
Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah
Nature of relationship	Mr. Ashok C. Shah, Managing Director and Mr. Shalin A. Shah, Director of Lesha Industries Limited are also the Directors of Rhetan Rolling Mills Private Limited.
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 transaction shall be up to Rs. 25 Crores 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	N.A.

for the members to take a decision on the proposed resolution	
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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 and the applicable rules there under requires prior approval of the Shareholders by way of Special Resolution is required.

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

Except Mr. Ashok C. Shah, Managing Director and Mr. Shalin A. Shah, Director of the Company; Ms. Leena A. Shah, Relative of Director; Ashoka Metcast Limited, Rhetan Rolling Mills Private Limited and Lesha Ventures Private Limited, Companies 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. 6 OF THE NOTICE: INSERTION OF NEW OBJECT IN THE OBJECT CLAUSE OF MEMORANDUM ASSOCIATION OF COMPANY.**

The Company wants to include the objects related to trading of chemicals and other ancillary products in its Main Object Clause of the Memorandum of Association. As per Section 13 of the Companies Act, 2013 and other applicable provisions of the Act if any, consent of the Members is required by way of Special resolution to insert new objects in the Memorandum of the Company.

Accordingly, your directors recommend the resolution at Item No. 6 for approval as Special resolution as set out in the notice of the meeting.

A copy of the amended Memorandum of Association of the Company (MOA) would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sunday, between 11:00 a.m. to 1:00 p.m.

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

**By order of the Board of Directors**

Date: January 29, 2019  
Place: Ahmedabad

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

**Lesha Industries Limited**  
**CIN: L27100GJ1992PLC018607**

**Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006.**  
**Tel. No.: 079 2646 3227, Email ID: info@lesha.in, Website: www.lesha.in**

**ATTENDANCE SLIP**

Name of the attending Shareholder/Proxy : \_\_\_\_\_  
Shareholder's Folio No./Client ID : \_\_\_\_\_  
No. of Shares held : \_\_\_\_\_

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on **Thursday, February 28, 2019 at 12:30 p.m.** at 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006.

Signature of the Attending Shareholder/Proxy: \_\_\_\_\_

Notes:

1. You are requested to sign and hand over this at the entrance. If you intend to appoint a proxy to attend the meeting instead of yourself, the proxy must be deposited at Regd. Office at 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006, not less than 48 hours before the time for holding the meeting.
2. If you are attending the meeting in person or by proxy, you/your proxy for reference at the meeting may please bring your copy of the notice.

----- Tear Here -----

**Lesha Industries Limited**  
**CIN: L27100GJ1992PLC018607**

**Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006.**  
**Tel. No.: 079 2646 3227, Email ID: info@lesha.in, Website: www.lesha.in**

**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 the member (s): \_\_\_\_\_ Folio No/ Client Id: \_\_\_\_\_  
Registered address: \_\_\_\_\_ DP ID: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_

I/We, \_\_\_\_\_ being the member(s) holding ..... shares of the above named Company, hereby appoint

- |                                 |                                 |                  |
|---------------------------------|---------------------------------|------------------|
| 1. Name: _____                  | 2. Name: _____                  | 3. Name: _____   |
| Address: _____                  | Address: _____                  | Address: _____   |
| E-mail Id: _____                | E-mail Id: _____                | E-mail Id: _____ |
| Signature:....., or failing him | Signature:....., or failing him | Signature:.....  |

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Extra Ordinary General Meeting to be held on **Thursday, February 28, 2019 at 12:30 p.m.** at the Regd. Office of the Company at 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat-380006 and at any adjournment thereof in respect of such resolutions as out in the notice of EGM.

Signed this \_\_\_\_ Day of \_\_\_\_ 2019

Signature \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix Revenue Stamp
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**Notes:**

1. Proxy need not be a member.
2. Alterations, if any made in the form of proxy should be initialed;
3. Proxy must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
4. In case of multiple proxies, proxy later in time shall be accepted.
5. A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of request in writing to the Company.

Through Regd. Post / Courier

To,

**If undelivered please return to:**

**Lesha Industries Limited**

(CIN: L27100GJ1992PLC018607)

Regd. Office: 7th Floor, Ashoka Chambers, Mithakali Six Roads,  
Ahmedabad, Gujarat-380006.

Tel: 079 2646 3227, email: [info@lesha.in](mailto:info@lesha.in)

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