

Leena Consultancy Limited

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the members of Leena Consultancy Limited will be held on Wednesday, the 30th day of September, 2020 at 11.00 a.m at 123, Floor-1, Phiroze Jeejeebhoy Towers, Bombay Stock Exchange, Dalal Street, Fort, Mumbai - 400 001 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Aarti Shah (DIN: 01725606) Director, who retires at the 37th Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- 3) Appointment of Mr. Kirankumar Navinchandra Shukla (DIN: 01568997) as a Non-Executive Independent Director:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), Mr. Kirankumar Navinchandra Shukla (DIN: 01568997) who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f 24th August, 2019 pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, 2015 be and is hereby appointed as Non-Executive Independent Director of the Company for a period of Five (5) years w.e.f. 24th August, 2019 upto 23rd August, 2024.

“RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters from time to time in order to give effect to the above resolution.

By Order of the Board of Directors

Sd/-

KIRTIKUMAR SHAH

Executive Director

DIN :00169095

Date :3rd September, 2020

Place: Mumbai

Leena Consultancy Limited

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement along with Annexure sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated 3rd September, 2020

Item no.3

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Kirankumar Navinchandra Shukla (DIN: 01568997), as an Additional Director (Non-Executive Independent category) on the Board of the Company, not liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 on 24th August, 2019 to hold office upto the date of ensuing Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention to propose the candidature of Mr. Kirankumar Navinchandra Shukla for the office of Director of the Company. Mr. Kirankumar Navinchandra Shukla has done B.Com from University of Mumbai has experience in the Commodities and Securities Market. He is a Director on the Board of other Private Limited Companies which are dealing in shares and commodities and also on the Board of one public limited company which is involved in Software publishing, consultancy and supply [Software publishing includes production, supply and documentation of ready-made (non-customized) software, operating systems software, business & other applications software, computer games software for all platforms.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, he fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director.

Considering vast experience and knowledge in the field of Stocks, Shares and Commodities Market possessed by the proposed Directors, their appointments would be in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution.

Leena Consultancy Limited

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS ("SS-2") AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. Mrs. Aarti Kirtikumar Shah

Age	65 years
Date of First Appointment on the Board	2 nd August, 2019
Qualification	Inter Science
Nature of Expertise & Experience	Has vast experience in the Securities Market.
Relationship with other Director/ Key Managerial Personnel	Spouse of Mr. Kirtikumar Ramanlal Shah and not related to any other directors or Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	It is proposed to appoint Mrs. Aarti Kirtikumar Shah as Non-Executive Non-Independent Director of the Company ,liable to retire by rotation.
Directorships held in other companies	1. Dhanlaxmi Real Estate Private Limited 2. R. D. Shah Stock Brokers Private Limited
Memberships / Chairmanships of committees of other companies	NIL
No. of shares in the Company	NIL

2. Mr. Kirankumar Navinchandra Shukla

Age	51 years
Date of First Appointment on the Board	24 th August, 2019
Qualification	B.Com from University of Mumbai
Nature of Expertise & Experience	He has experience in the Commodities and Securities Market. He is a Director on the Board of other Private Limited Companies which are dealing in shares and commodities and also on the Board of one public limited company which is involved in Software publishing, consultancy and supply [Software publishing includes production, supply and documentation of ready-made (non-customized) software, operating systems software, business & other applications software, computer games software for all platforms.
Relationship with other Director/ Key Managerial Personnel	Not related to any other directors or Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	It is proposed to appoint Mr. Kirankumar Navinchandra Shukla (DIN: 01568997) as Non-Executive Independent Director of the Company for a period of Five (5) years w.e.f.

Leena Consultancy Limited

	24 th August, 2019, not liable to retire by rotation.
Directorships held in other companies	1. Web Element Solutions Limited - Public Company 2. Shivnarayan Nemani Commodities Private Limited
Memberships / Chairmanships of committees of other companies	NIL
No. of shares in the Company	NIL

NOTES:

1. The Company has taken permission from relevant Authorities to conduct AGM at registered Office of the Company pursuant to MCA and SEBI Circulars.
2. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
4. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc., must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
5. A person can act as a proxy on behalf of members not more than fifty members 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.
6. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting on the email id of the Company leenaconsultancy@yahoo.co.in.
7. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

Leena Consultancy Limited

8. The Register of the Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 (Both days inclusive).
9. Members/Proxies are requested to bring attendance slip to the meeting.
10. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting. For all those who wants to come for inspection are supposed to follow the safety norms and advisories given by the Government to fight with Covid-19.
11. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. Nayan Parikh and Co ,Chartered Accountants, who were appointed as Auditors for a period of five (5) years in the AGM held on 28th September, 2017.
12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
13. In case of Joint Holders attending the meeting, the Member whose name appears as the First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Nomination facility for shares is available for Members
15. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email address with the Company.
16. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
17. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ("remote e-voting").
18. Pursuant to SEBI Notification dated June 8, 2018, on Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and amendments thereof, Listed Companies and their Registrars and Transfer Agents (RTAs) have been advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from April 1, 2019. The Shareholders holding shares in physical mode are advised to dematerialize their shares at the earliest in order to ensure smooth transfer of shares if they propose to do so in future. In case if the shareholders have any queries or need any assistance in regard to dematerialization, they are requested to contact

Leena Consultancy Limited

the Company's Registrar and Transfer Agent - M/s. Satellite Corporate Services Private Limited or the Company at www.leenaconsultancy.in / investor@leenaconsultancy.in

19. The Members, whose names appear in the Register of members / list of Beneficial Owners as on Wednesday, 23rd September, 2020 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.
20. Electronic copy of the Notice for the AGM and the Annual Report for the financial year ("FY") 2019-20 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report, other documents required to be attached therewith), has been dispensed with. The Notice and the Annual Report are also available on the Company's website - www.leenaconsultancy.in for download and at the websites of the BSE Ltd where the Company's shares are listed. The AGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL)
21. Members who have acquired shares after the dispatch of the Annual Report and before the book closure and cut-off date may approach the Company / RTA for issuance of the User ID and password for exercising their right to vote by electronic means.
22. The facility for voting through Ballot Paper will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
23. 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.
24. The Company has appointed Ms. Hansa Gaggar, Practicing Company Secretary Mumbai, as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.
25. The members attending the meeting shall carry any one Identity proof so as to get entry in the Venue.
26. The Company will take all the precautionary measures and the members attending the meeting are to strictly adhere to all the norms and advisories instructed by relevant authorities.

Voting through electronic means

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

Leena Consultancy Limited

- II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The **remote e-voting period commences on Sunday, 27th September, 2020 at 10:00 a.m. and ends on Tuesday, 29th September, 2020 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 23rd September, 2020** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 23rd September, 2020 Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or leenaconsultancy@yahoo.co.in/ service@satellitecorporate.com
- VII. The process and manner for remote e-voting are as under:
The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

Leena Consultancy Limited

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the "Leena Consultancy Limited" i.e 114401
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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,

Leena Consultancy Limited

to the Scrutinizer by e-mail cshansagaggar@gmail.com to with a copy marked to evoting@nsdl.co.in.

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.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Leena Consultancy Limited

Form No. 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]

37th Annual General Meeting of the Members of Leena Consultancy Limited to be held on Wednesday , 30th September, 2020 at 11.00 am

CIN : L74140MH1983PLC031034
 Name of the Company : **Leena Consultancy Limited**
 Registered office : 123, Floor-1, Phiroze Jeejeebhoy Towers, Bombay Stock Exchange, Dalal Street, Fort, Mumbai - 400 001;

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: _____, or failing him

2. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: _____, or failing him

3. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: _____

Leena Consultancy Limited

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 **Wednesday** the **30th** day of **September, 2020** at **11:00 AM** at the registered office of the Company at Mumbai, and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Particulars	Voting		
			For	Against	Abstain
Ordinary Business					
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2020				
2.	To appoint a Director in the place of Mrs. Aarti Shah (DIN: 01725606) who retires by rotation and being eligible offers herself for re-appointment				
Special Business					
3.	Appointment of Mr. Kirankumar Navinchandra Shukla (DIN: 01568997) as a Non-Executive Independent Director				

Signed this _____ day of _____, **2020**

Affix
Revenue
Stamp

Signature of Member: _____ Signature of Proxy: _____

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Leena Consultancy Limited

ATTENDANCE SLIP (To be presented at the entrance)

**37th Annual General Meeting on Wednesday , 30th September, 2020 at 11.00 am at 123, Floor-1,
Phiroze Jeejeebhoy Towers, Bombay Stock Exchange, Dalal Street, Fort, Mumbai - 400 001**

Folio No. / DPID No.: _____

Client ID: _____

Name of the Member: _____ Signature: _____

Name of the Proxy-holder: _____ Signature: _____

Note:

1. Only Member / Proxy-Holder can attend the Meeting.

Leena Consultancy Limited

ROUTE MAP

**VENUE: 123, FLOOR-1, PHIROZE JEEJEEBHOY TOWERS, BOMBAY STOCK EXCHANGE,
DALAL STREET, FORT, MUMBAI - 400 001**

