LEENA CONSULTANCY LIMITED

(CIN: L74140MH1983PLC031034)
Regd. Off: 123, Floor-1, Phiroze Jeejeebhoy Towers, Bombay Stock Exchange, Dalal Street, Fort, Mumbai - 400 001; Phone No.: 022 – 22724302
Website: www.leenaconsultancy.in Email: leenaconsultancy@yahoo.co.in, investor@leenaconsultancy.in

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Date: 22nd April, 2022

The Listing Compliance Department
BSE Limited
25th Floor, P. J. Towers
Dalal Street
Mumbai – 400 001

Scrip Code : 509046

Dear Sir,

Sub: Notice of Extra-Ordinary General Meeting of the Company scheduled to be held on 19th May, 2022

In continuation of our letter dated 19th April, 2022 intimating the date of Extra-Ordinary General Meeting (EGM) of the Members of the Company and pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice calling Extra-Ordinary General Meeting of the Company scheduled to be held on Thursday, 19th May, 2022 at 11.00 a.m. at 301, Corporate Arena, Off Aarey Piramal Cross Road, Goregaon (west), Mumbai - 400 062, along with Attendance Slip and Proxy form forming part of Notice of EGM

The said Notice of EGM is available on the website of the Company www.leenaconsultancy.in

Kindly take it on record.

Thanking You,

Regards,
For Leena Consultancy Limited

Kirtikumar R. Shah
Executive Director
DIN: 00169095
Place: Mumbai

Encl.: As above

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NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Leena Consultancy Limited will be held on Thursday, the 19th May, 2022 at 11.00 a.m at 301, Corporate Arena, Off Aarey Piramal Cross Road, Goregaon (west), Mumbai - 400 062 to transact the following business:

SPECIAL BUSINESS:

1. **Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum and Articles of Association 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 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 24,00,000/- (Rupees Twenty-Four Lacs only) consisting of 2,40,000 (Two Lacs Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs only) consisting of 55,00,000 (Fifty-Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorized Share Capital of the Company is Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs only) consisting of 55,00,000 (Fifty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the share of the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such right, privilege or conditions in such manner as may be for the time being, be provided by the regulations of the Company subject to the Companies Act, 2013."

RESOLVED FURTHER THAT the Articles of Association of the Company be and is hereby altered by substituting the existing Article 2 thereof by the following new Article 2 as under:

"2. The Authorized Share Capital of the Company is Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs only) consisting of 55,00,000 (Fifty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each with powers to increase or decrease the Share Capital."

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RESOLVED FURTHER THAT Mr. Kirtikumar Ramanlal Shah, Director of the Company or Mrs. Aarti Kirtikumar Shah, Director of the Company or Ms. Tanuja Sharma, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

2. **Issue of Equity Shares on Preferential basis**

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

"**RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI (ICDR) Regulations, 2018**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot way of Preferential Allotment, upto 48,70,000 (Forty Eight Lacs Seventy Thousand) Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 4,87,00,000/- (Rupees Four Crores Eighty Seven Lacs only) to Acquirers *alias* Proposed Promoter / Promoter Group and Strategic Investors ("Proposed Allottees"), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

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Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Acquirers *alias* Proposed Promoter/ Promoter Group* (A)		
1.	Mr. Sundeep Mahendra Sanghavi	24,00,000	Mr. Sundeep Mahendra Sanghavi
2.	Mr. Punit Devendra Shah	12,00,000	Mr. Punit Devendra Shah
	Total (A)	**36,00,000**	
	Strategic Investors/ Non Promoters (B)		
3.	Mr. Minesh Shah	3,00,000	Mr. Minesh Shah
4.	Ms. Manisha Minesh Shah	3,70,000	Ms. Manisha Minesh Shah
5.	Ms. Pankti Minesh Shah	3,00,000	Ms. Pankti Minesh Shah
6.	Mr. Karron M. Shah	3,00,000	Mr. Karron M. Shah
	Total (B)	**12,70,000**	
	Grand Total (C) = (A) + (B)	**48,70,000**	

** Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah have simultaneously issued a Public Announcement on 19th April, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The said Public Announcement is also available on BSE website in the Corporate Announcement tab.*

RESOLVED FURTHER THAT upon completion of Open Offer or as per Regulation 17 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirers will be acquiring control in the Company and will be classified as the promoters of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).

RESOLVED FURTHER THAT:

i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 19th April, 2022 to consider the proposed preferential issue of Equity Shares.

ii. The Equity Shares as may be offered, issued and allotted in accordance with the terms of this resolution, shall be in dematerialised form.

iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.

iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

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RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT Mr. Kirtikumar Ramanlal Shah, Director of the Company or Mrs. Aarti Kirtikumar Shah, Director of the Company or Ms. Tanuja Sharma, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchange, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any Director or officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

3. **Alteration in Main Object Clause of Memorandum of Association of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents,

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permissions, sanctions amendments or modifications, if any, by any of the appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit, the approval of the members of the Company be and is hereby accorded to alter the Clause III A - Main Objects of the Memorandum of Association by inserting/ adding new sub clause 3 after the existing sub-clause 2 of the Memorandum of Association:-

"3. *To carry on the business of imports, export, indenting, trading, manufacturing, buying, selling of various polymers, Plastic raw materials, Plastic finished products, PVC resin, Melamine, Unhazardous chemical Products, Synthetic raw materials, Di-Octyl Thelapalate and such powder of all description, Petrochemical, Plastic items and related products."*

RESOLVED FURTHER THAT Clause III B - the Objects incidental or ancillary to the attainment of the above main objects and Clause III C - Other Objects be re-numbered accordingly in the Memorandum of Association of the Company.

RESOLVED FURTHER THAT Mr. Kirtikumar Ramanlal Shah, Director of the Company or Mrs. Aarti Kirtikumar Shah, Director of the Company or Ms. Tanuja Sharma, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

By Order of the Board of Directors
Sd/-
KIRTIKUMAR SHAH
Executive Director
DIN :00169095

Date :19th April, 2022
Place: Mumbai

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1 - Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum and Articles of Association of the Company

The Current Authorized Capital of the Company is Rs. 24,00,000/- and the Paid up Share Capital of the Company is Rs. 24,00,000/-. To meet the long term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increase in the Share Capital. Your Board at its meeting held on 19th April, 2022 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 24,00,000/- (Rupees Twenty Four Lacs only) to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs only).

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the

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Company, Clause V of the Memorandum of Association of the Company and Article 2 of Articles of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 19th May, 2022.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No. 2 - Issue of Equity Shares on Preferential basis

The Board of the Directors of the Company at its meeting held on 19th April, 2022 has given their consent subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment of 48,70,000 Equity Shares of face value of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 4,87,00,000/- (Rupees Four Crores Eighty Seven Lacs only) to Acquirers alias Proposed Promoter / Promoter Group namely, Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah and Strategic Investors (collectively referred to as "**Proposed Allottees**") on preferential allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("**Act**"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

1. **List of Allottees for Preferential Allotment of Equity Shares:**

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Acquirers *alias* Proposed Promoter/ Promoter Group* (A)		

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1.	Mr. Sundeep Mahendra Sanghavi	24,00,000	Mr. Sundeep Mahendra Sanghavi
2.	Mr. Punit Devendra Shah	12,00,000	Mr. Punit Devendra Shah
	Total (A)	**36,00,000**	
	Strategic Investors/ Non Promoters (B)		
3.	Mr. Minesh Shah	3,00,000	Mr. Minesh Shah
4.	Ms. Manisha Minesh Shah	3,70,000	Ms. Manisha Minesh Shah
5.	Ms. Pankti Minesh Shah	3,00,000	Ms. Pankti Minesh Shah
6.	Mr. Karron M. Shah	3,00,000	Mr. Karron M. Shah
7.	**Total (B)**	**12,70,000**	
	Grand Total (C) = (A) + (B)	**48,70,000**	

** Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah have simultaneously issued a Public Announcement on 19th April, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The said Public Announcement is also available on BSE website in the Corporate Announcement tab.*

2. **Objects of the preferential issue:**
The proposed issue of 48,70,000 Equity Shares to Acquirers alias Proposed Promoter/ Promoter Group and Strategic Investors on Preferential allotment basis is being made for cash with the object of meeting the long term funding requirements of the Company including but not limited to working capital requirements and for general corporate purposes in order to support the future growth plan of the Company.

3. **Maximum number of specified securities to be issued and price of the securities:**
The resolution set out in the accompanying notice authorizes the Board to issue 48,70,000 Equity Shares of Face Value of Rs. 10/- each for Cash consideration.

4. **Basis on which the price of the Preferential Issue has been arrived at:**
The Issue Price/ Offer Price of Equity Shares is fixed at a Face Value of Rs. 10/- (Rupees Ten only) per Equity Share.

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.

The Fair Value of each Equity Share determined through Valuation Report dated 19th April, 2022 of Mr. Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12711) is Rs. 10/- per Equity Share.

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Since there is a change in control pursuant to the Preferential Offer, a control premium of 25% to 30% over and above the Fair Value is justified which is in compliance with Regulation 166A of SEBI (ICDR) Regulations, 2018.

The Valuation Report so obtained from the Independent Registered Valuer is available in the "Investors" tab on the website of the Company at the following link: www.leenaconsultancy.in

5. **Relevant date with reference to which the price has been arrived at:**
The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 19th April, 2022.

6. **The class or classes of persons to whom the allotment is proposed to be made:**
The proposed preferential allotment of Equity Shares is made to Acquirers and Strategic Investors who are Individuals.

The Acquirers are not promoters or member of the promoter group of the Company as on date. Upon completion of the Open Offer or as per Regulation 17 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirers will be acquiring control in the Company and will be classified as the Promoters of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).

Strategic Investors are belonging to Non Promoter category of the Company.

7. **Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**
None of the existing directors, promoters or key managerial personnel of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

The Acquirers, will in aggregate subscribe to 36,00,000 Equity Shares of the Company and upon completion of the Open Offer or as per Regulation 17 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirers will be acquiring control in the Company and will be classified as the Promoters of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).

8. **The change in control if any in the company that would occur consequent to the preferential offer;**
Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") has subscribed 24,00,000 Equity Shares and 12,00,000 Equity Shares of the Company respectively in the proposed Preferential Issue. The Current Promoter i.e. Mr. Kirtikumar Ramanlal Shah have entered into a Share Purchase Agreement ("SPA") with Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") for sale of 1,79,400 Equity Shares of the Company on 19th April, 2022. Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah have simultaneously issued a Public Announcement on 19th

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April, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control over the management of the Company.

Further, Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah, will acquire control over the Company on the earlier of the date falling after:

(i) expiry of 21 working days from the date of the detailed public statement to be issued in connection with the Mandatory open offer ("MTO"), provided that the Acquirers have deposited the entire consideration payable under the MTO assuming full acceptance of the MTO, in accordance with the securities and Exchange Board on India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, as amended from time to time ("Takeover Regulations"), in the MTO escrow account opened and maintained under Regulation 17 of the Takeover Regulations, in accordance with Regulation 22(2) of the Takeover Regulations ; and

(ii) the expiry of the MTO offer period under the Takeover Regulations occurring only on or after first completion date under the SPA.

Until Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah acquires control over Company, the current promoter i.e. Mr. Kirtikumar Ramanlal Shah of the Company prior to the proposed preferential allotment will be identified as 'Promoter' of the Company. Upon the Acquirers acquiring control over the management of the Company, Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") will be classified as the Promoters of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).

9. **Time frame within which the preferential allotment shall be completed :**
As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue of 48,70,000 Equity Shares**	
		No of shares held	**% of share holding**	**No of shares held**	**% of share holding**
A	**Promoters Holding**				
1	**Indian**				
	Individual	179,400	74.75	-	0.00
	Acquirers**	-	0.00	3,779,400	73.96

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	Bodies corporate	-	0.00	-	0.00
	Sub-total	179,400	74.75	3,779,400	73.96
2	**Foreign Promoters**	-	0.00	-	0.00
	Sub-total (A)	**179,400**	**74.75**	**3,779,400**	**73.96**
B	**Non-promoters' holding**				
	Institutional investors	-	0.00	-	0.00
	Non-institution				
	Private corporate bodies & LLP	15,400	6.42	15,400	0.30
	Indian public & HUF	38,800	16.17	1,308,800	25.61
	(Others (including NRIs, IEPF)	6,400	2.67	6,400	0.13
	Sub-total (B)	**60,600**	**25.25**	**1,330,600**	**26.04**
C	**Non Promoter & Non Public**	-	**0.00**	-	**0.00**
	GRAND TOTAL	**240,000**	**100.00**	**5,110,000**	**100.00**

** As on 31st March, 2022*

*** Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") has proposed to acquire 24,00,000 Equity Shares and 12,00,000 Equity Shares of the Company respectively in the proposed Preferential Issue. The Current Promoter i.e. Mr. Kirtikumar Ramanlal Shah have entered into a Share Purchase Agreement ("SPA") with Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") for sale of 1,79,400 Equity Shares of the Company on 19th April, 2022. Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah have simultaneously issued a Public Announcement on 19th April, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The post issue shareholding pattern has been derived at assuming that Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah received the necessary regulatory approvals for the*

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Open Offer, acquisition of shares under the Share Purchase Agreement and Preferential Issue. The acquisition of shares from public shareholders under the Open Offer has not been considered for deriving the post issue capital shareholding.

11. **Consequential Changes in the Voting Rights:**
Voting rights will change according to the change in the shareholding pattern mentioned above.

12. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:**

Proposed Allottees	Ultimate Beneficial Owner	Category	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue (Allotment of Equity Shares and acquisition of shares through SPA)	
			No of shares held	% of share holding		No of shares held	% of share holding
Mr. Sundeep Mahendra Sanghavi**	Mr. Sundeep Mahendra Sanghavi	Acquirer *alias* Proposed Promoter/ Promoter Group	0	0	2400000	2570000	50.29
Mr. Punit Devendra Shah**	Mr. Punit Devendra Shah	Acquirer *alias* Proposed Promoter/ Promoter Group	0	0	1200000	1209400	23.67

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Mr. Minesh Shah	Mr. Minesh Shah	Strategic Investor / Non Promoter	0	0	300000	300000	5.87
Ms. Manisha Minesh Shah	Ms. Manisha Minesh Shah	Strategic Investor / Non Promoter	0	0	370000	370000	7.24
Ms. Pankti Minesh Shah	Ms. Pankti Minesh Shah	Strategic Investor / Non Promoter	0	0	300000	300000	5.87
Mr. Karron M. Shah	Mr. Karron M. Shah	Strategic Investor / Non Promoter	0	0	300000	300000	5.87

** As on 31st March, 2022*
*** Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") has proposed to acquire 24,00,000 Equity Shares and 12,00,000 Equity Shares of the Company respectively in the proposed Preferential Issue. The Current Promoter i.e. Mr. Kirtikumar Ramanlal Shah has entered into a Share Purchase Agreement ("SPA") with Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") for sale of 1,70,000 Equity Shares and 9,400 Equity Shares of the Company respectively on 19th April, 2022. Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah has simultaneously issued a Public Announcement on 19th April, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The post issue shareholding pattern has been derived at assuming that Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah received the necessary regulatory approvals for the Open Offer, acquisition of shares under the Share Purchase Agreement and has acquired shares pursuant to Preferential Issue. The acquisition of shares under from public shareholders under the Open Offer has not been considered for deriving the post issue capital shareholding.*

13. **The Current and Proposed status of the allottees post the preferential issue** ***namely, promoter or non-promoter:***

Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
Mr. Sundeep Mahendra Sanghavi	Not Applicable	Acquirer/ Promoter / Promoter Group
Mr. Punit Devendra Shah	Not Applicable	Acquirer/ Promoter / Promoter Group

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Mr. Minesh Shah	Not Applicable	Strategic Investor/ Non Promoter
Ms. Manisha Minesh Shah	Not Applicable	Strategic Investor/ Non Promoter
Ms. Pankti Minesh Shah	Not Applicable	Strategic Investor/ Non Promoter
Mr. Karron M. Shah	Not Applicable	Strategic Investor/ Non Promoter

14. **The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**
During the period from 01st April 2022 till the date of this notice, the Company has not made any preferential issue of Equity Shares.

15. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:** Not Applicable, as the proposed allotment is made for Cash consideration.

16. **Undertakings:**
    i. The Issuer Company undertakes that they shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
    ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. **Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**
Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are wilful defaulters or fraudulent borrower.

18. **Pricing:**
The Issue Price/ Offer Price of Equity Shares is fixed at a Face Value of Rs. 10/- (Rupees Ten only) per Equity Share.

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.

The Fair Value of each Equity Share determined through Valuation Report dated 19th April, 2022 of Mr. Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12711) is Rs. 10/- per Equity Share.

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Since there is a change in control pursuant to the Preferential Offer, a control premium of 25% to 30% over and above the Fair Value is justified which is in compliance with Regulation 166A of SEBI (ICDR) Regulations, 2018.

The Valuation Report so obtained from the Independent Registered Valuer is available in the "Investors" tab on the website of the Company at the following link: www.leenaconsultancy.in

19. **Name and the address of Valuer who performed valuation-** Mr. Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer having his Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097.

20. **Certificate from Practicing Company Secretary:**
A copy of the certificate from Ms. Hansa Gaggar, Practicing Company Secretary (CoP No.: 21614) certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 19th May, 2022. Further, a copy of this certificate is also available in the "Investors" tab on the website of the Company at the following link: www.leenaconsultancy.in

21. **Lock-in period**
The aforesaid allotment of Equity Shares shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

22. **Material Terms of Issue of Equity Shares-** Issue and allotment of 48,70,000 (Forty Eight Lacs Seventy Thousand) Equity Shares of Face Value of Rs. 10/- (Rupees Ten) per share (Face Value of Rs. 10/- per share and Premium : Nil) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

23. **Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**
It is hereby declared that neither the Company nor its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

24. **Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:** Issue and allotment of 48,70,000 (Forty Eight Lacs Seventy Thousand) Equity Shares of Face Value of Rs. 10/- (Rupees Ten) per share (Face Value of Rs. 10/- per share and Premium : Nil) on preferential allotment basis for cash consideration.

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Date of passing Board Resolution for aforesaid Preferential Issue is 19th April, 2022.

25. **Amount which the company intends to raise by way of such securities:**
The Company intends to raise Rs. 4,87,00,000/- by way of Preferential Issue of 48,70,000 Equity Shares.

26. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**
No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

27. **Principle terms of assets charged as securities:** Not Applicable

28. **Recommendations and voting pattern of the Committee of Independent directors of the Company:** The Committee of Independent Directors comprising of Mr. Sunil Satyanarayan Sharma and Mr. Kirankumar Navinchandra Shukla in their meeting held on Tuesday, 19th April, 2022 have considered the proposal to make the preferential allotment of 48,70,000 Equity Shares to the proposed allottees. The Committee has considered that the issue price of Rs. 10/- has been determined after taking into consideration the Valuation report provided by Mr. Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12711), the Independent Registered Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The Offer price also includes a control premium of 25% to 30% over and above the Fair Value as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the Committee if of the view that the issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Directors	Assent	Dissent
1.	Mr. Sunil Satyanarayan Sharma	✓	-
2.	Mr. Kirankumar Navinchandra Shukla	✓	-

29. **SEBI Takeover code:**
Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") has subscribed 24,00,000 Equity Shares and 12,00,000 Equity Shares of the Company respectively in the proposed Preferential Issue. The Current Promoter i.e. Mr. Kirtikumar Ramanlal Shah have entered into a Share Purchase Agreement ("SPA") with Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") for sale of 1,79,400 Equity Shares of the Company on 19th April, 2022. Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah has simultaneously issued a Public Announcement on 19th

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April, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The post issue shareholding pattern has been derived at assuming that Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah received the necessary regulatory approvals for the Open Offer, acquisition of shares under the Share Purchase Agreement and Preferential Issue. The acquisition of shares from public shareholders under the Open Offer has not been considered for deriving the post issue capital shareholding.

Further, Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah, will acquire control over the Company on the earlier of the date falling after:

(i) expiry of 21 working days from the date of the detailed public statement to be issued in connection with the Mandatory open offer ("MTO"), provided that the Acquirers has deposited the entire consideration payable under the MTO assuming full acceptance of the MTO, in accordance with the securities and Exchange Board on India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, as amended from time to time ("Takeover Regulations"), in the MTO escrow account opened and maintained under Regulation 17 of the Takeover Regulations, in accordance with Regulation 22(2) of the Takeover Regulations ; and

(ii) the expiry of the MTO offer period under the Takeover Regulations occurring only on or after first completion date under the SPA

Until Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah acquires control over Company, the current promoter i.e. Mr. Kirtikumar Ramanlal Shah of the Company prior to the proposed preferential allotment will be identified as 'Promoter' of the Company. Upon the Acquirers acquiring control over the management of the Company, Mr. Sundeep Mahendra Sanghavi ("Acquirer 1") and Mr. Punit Devendra Shah ("Acquirer 2") will be classified as the Promoters of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).

Apart from Mr. Sundeep Mahendra Sanghavi and Mr. Punit Devendra Shah, the remaining proposed allottees are not under obligation to give open offer to the public under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 except making certain disclosures to the stock exchange.

30. **Compliances:**
The company has complied with the requirement of rule 19A of the Securities Contracts (regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

31. **Interest of the Promoters/ Directors:**
None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

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Item No. 3 - Alteration in Main Object Clause of Memorandum of Association of the Company

The Company has decided to establish a new business prospects and for the same the Company needs to make new additions in its Main Object Clause of the Memorandum of Association of the Company. The Board at its Meeting held on the 19th April, 2022 proposes to undertake business activities related to carrying business of imports, exports, indenting, trading, manufacturing, buying, selling of various polymers, Plastic raw materials, Plastic finished products, PVC resin, Melamine, Unhazardous chemical Products, Synthetic raw materials, Di-Octyl Thelapalate and such powder of all description, Petrochemical, Plastic items and related products as set out in Item No. 3 of the Resolution. The proposed alteration by way of inserting new sub clause to the Clause III A- Main Objects of the Memorandum of Association shall enable the Company to expand its activities and venture into new areas of business.

As per the provisions of Section 13 of the Companies Act, 2013 read with other applicable provisions, for altering the Main Object clause of the Memorandum of Association, approval by way of a Special Resolution is required from the Members of the Company. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch/ email of the EGM Notice till the date of EGM, i.e. 19th May, 2022.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 3 of this Notice for the approval of the Members by way of passing a Special Resolution.

NOTES:

1. 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.

2. 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.

3. 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

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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.

4. 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

5. Members/Proxies are requested to bring attendance slip to the meeting.

6. 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.

7. 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.

8. 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.

9. Nomination facility for shares is available for Members

10. Members who would like to receive notices, letters, documents and any other correspondence by electronic mode are requested to register their email address with the Company.

11. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.

12. 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").

13. 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

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

14. The Members, whose names appear in the Register of members / list of Beneficial Owners as on Thursday, 12th May, 2022 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.

15. Electronic copy of the Notice for the EGM along with the Attendance Slip and Proxy form are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s). The Notice is 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 EGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL)

16. Members who have acquired shares after the dispatch of the Notice of EGM and before the 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.

17. The facility for voting through Ballot Paper will be made available at the EGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.

18. 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.

19. The Company has appointed Ms. Hansa Gaggar, Practicing Company Secretary ,Virar as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.

20. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within three days of the passing of the resolutions at the EGM of the Company on 19th May, 2022 and communicated to the Stock Exchange, where the shares of the Company are listed

21. A route map to reach the venue of the Meeting to be attached along with this Notice in accordance with Clause No. 1.2.4 of the Secretarial Standard-2 on "General Meetings" is attached.

22. The members attending the meeting shall carry any one Identity proof so as to get entry in the Venue.

23. 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.

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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 Extra Ordinary General Meeting (EGM) 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 EGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.

V. The **remote e-voting period commences on Monday, 16th May, 2022 at 10:00 a.m. and ends on Wednesday, 18th May, 2022 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 12th May, 2022** 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 12th May, 2022.** 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 **12th May, 2022,** 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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins Monday, 16th May, 2022 at 10:00 a.m. and ends on Wednesday, 18th May, 2022 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting

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thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th May, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th May, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

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Website: www.leenaconsultancy.in Email: leenaconsultancy@yahoo.co.in, investor@leenaconsultancy.in

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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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 etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. 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.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cshansagaggar@gmail.com with a copy marked to evoting@nsdl.co.in.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to leenaconsultancy@yahoo.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to leenaconsultancy@yahoo.co.in .If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Dear Shareholder,

Sub: Notice for the Extra-Ordinary General Meeting (EGM)of the Members of Leena Consultancy Limited to be held on Thursday, 19th May, 2022 at 11.00 am at 301, Corporate Arena, Off Aarey Piramal Cross Road, Goregaon (west), Mumbai - 400 062

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules 2014 and also in continuation of the 'Green Initiative' of the Company, the Notice of the aforesaid Meeting is being served through electronic mode to your email address registered with your Depository Participant(s) / Registrar and Transfer Agent of the Company, M/s. Satellite Corporate Services Private Limited, as the case may be. The Notice is also dispatched to the Shareholders whose email address are not registered.

In this regard, please find enclosed herewith the Notice convening the EGM to be held on **Thursday, 19th May, 2022 at 11.00 am**

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the **cut-off date,** being **12th May, 2022,** to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the EGM of the Company as mentioned above. The Company has obtained the e-voting services of National Securities Depository Services Limited.

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 **12th May, 2022.** 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. **12th May, 2022,** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or leenaconsultancy@yahoo.co.in/ service@satellitecorporate.com

The Notice of the EGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link **https://www.evoting.nsdl.com** or leenaconsultancy@yahoo.co.in).

The e-voting portal opens for voting on **Monday, 16th May, 2022 at 10:00 a.m. and ends on Wednesday, 18th May, 2022 at 5:00 p.m.** Please accord your assent/dissent by accessing the website: https://evoting.nsdl.com and logging-in by using your user ID and password. **Kindly refer the E-voting instructions which are attached to the Notice.** The EVEN (E-Voting Event Number) of the Company is: 119737

For any queries please refer the details given below:

Ms.Tanuja Sharma
Company Secretary and Compliance Officer
Leena Consultancy Limited
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Mumbai - 400 001; Phone No.: 022 – 22724302
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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]

Extra Ordinary General Meeting of the Members of Leena Consultancy Limited to be held on Thursday-, 19th May, 2022 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

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3. Name: Mr./Ms. E-mail Id:

Address:

Signature: ____________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Thursday** the 19th day of **May, 2022** at **11:00 AM** at 301, Corporate Arena, Off Aarey Piramal Cross Road, Goregaon (west), Mumbai - 400 062 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Voting		
		For	Against	Abstain
Special Business				
1.	Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum and Articles of Association of the Company			
2.	Issue of Equity Shares on Preferential basis			
3.	Alteration in Main Object Clause of Memorandum of Association of the Company			

Signed this ______day of ________________, 2022

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.

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ATTENDANCE SLIP

(To be presented at the entrance)

Extra Ordinary General Meeting of the Members of Leena Consultancy Limited on Thursday, 19th May, 2022 at 11.00 am at 301, Corporate Arena, Off Aarey Piramal Cross Road, Goregaon (west), Mumbai - 400 062

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

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Website: www.leenaconsultancy.in Email: leenaconsultancy@yahoo.co.in, investor@leenaconsultancy.in

ROUTE MAP

VENUE: 301, Corporate Arena, Off Aarey Piramal Cross Road, Goregaon (west), Mumbai –400 062