

# **LEAD FINANCIAL SERVICES LIMITED**

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## **NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 31<sup>st</sup> (Thirty first) Annual General Meeting of the members of **Lead Financial Services Limited (hereinafter referred to as “the Company”)** will be held on Wednesday, the 25<sup>th</sup> day of September 2024 at 01:00 p.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 together with the Reports of the Auditors and Board of Directors thereon and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 together with the Reports of the Auditors and Board of Directors, thereon as circulated to the members, be and are hereby received, considered, and adopted”.

2. To consider the appointment of Director in place of Mr. Padam Chandra Bindal (DIN: 00004769), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Padam Chandra Bindal (DIN: 00004769), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

### **Special Business**

3. **Appointment of Mr. Naresh Kumar Bhutani (DIN: 02738620) as an Independent Director**

To consider and if thought fit, to pass with or without modification, the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to provision Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and relevant circulars issued by the Reserve Bank of India (‘RBI’) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Naresh Kumar Bhutani (DIN: 02738620), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act proposing

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his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from the conclusion of the ensuing Annual General Meeting i.e. 25<sup>th</sup> September, 2024 till 24<sup>th</sup> September, 2029.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Naresh Kumar Bhutani, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By Order of the Board of Directors  
**For Lead Financial Services Limited**

Sd/-

**Mansi Sharma**  
**(Company Secretary)**  
**M. No. –A60469**

**Place: New Delhi**  
**Date: 24/08/2024**

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## NOTES:

1. The Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (hereinafter, collectively referred as the “MCA Circulars”) read with the SEBI Circulars No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023; SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11; SEBI/HO/CFD/CMD2/CIR/P/2022/62; and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021; May 13, 2022, and January 05, 2023, respectively, (hereinafter, collectively referred to as the “SEBI Circulars” and together with the MCA Circulars referred as the “Circulars”) has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGMs and accordingly, the **31<sup>st</sup> Annual General Meeting** (the “AGM” or the “31<sup>st</sup> AGM” or the “Meeting”) of **Lead Financial Services Limited** will be held through VC or OAVM in compliance with the Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI Listing Regulations”).
2. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The registered office of the Company shall be deemed to be the venue for the purpose of calling, convening and conducting the AGM.
3. Keeping in mind the convenience of the Members who may be stationed in different time zones, the Meeting has been scheduled at 01:00 p.m. (IST). The Company has enabled the Members to participate at the 31<sup>st</sup> AGM through VC/ OAVM facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC/ OAVM shall be allowed on a first-come-first-served basis.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the applicable MCA Circulars read with SEBI circulars, through VC/OAVM, thus, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI Listing Regulations has been dispensed with. Therefore, the facility for appointment of proxy by the members will not be available and consequently, the proxy form, attendance slip, and the Route Map are not annexed to this notice convening the 31<sup>st</sup> AGM (the “Notice”).

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote

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e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Corporate Members/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, through e-mail at [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com). Further details in this regard are also given separately and form part of this Notice.

5. The Company has provided the facility to the Members to exercise their right to vote by electronic means both through remote-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place at the 31<sup>st</sup> AGM being held through VC/ OAVM.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September, 2024 (both days inclusive).
7. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the rules made thereunder setting out the material facts is annexed hereto along with the recommendation of the Board to the shareholders on each of the specific items.
8. Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of Secretarial Standard-2, in respect of the Director seeking re-appointment and appointment of Independent Director, is provided at the end of this Notice as **Annexure-A**.
9. In line with the MCA and SEBI Circulars, the notice of the 31<sup>st</sup> AGM along with the Annual Report 2023-24 are being sent only by electronic mode to all Members whose e-mail addresses are registered with the Company and/or Depository Participants (DPs). Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company’s website at [www.leadfinancialservices.in](http://www.leadfinancialservices.in), website of the Stock Exchanges on which the equity shares of the Company are listed i.e. Bombay Stock Exchange Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange Limited (CSE) at [www.cse-india.com](http://www.cse-india.com) and on the website of Registrar and Transfer Agent (“RTA”) i.e. Beetal Financial And Computer Services Private Limited at [beetalrta@gmail.com](mailto:beetalrta@gmail.com). The physical copy of the Notice convening the AGM along with Annual Report for F.Y. 2023-24 shall be sent to those Members who request for the same vide an email from their registered email ID to [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com).
10. Those members who have registered their e-mail ID with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with process, manner and instructions by e-mail.
11. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email

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addresses to the Company's Registrar and Share Transfer Agent [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or to the company at [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com) for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.

12. Members holding physical securities in the Company are requested to furnish/update their KYC viz., PAN, Nomination, Contact details, Bank A/c details and Specimen signature by submitting Form ISR-1, as SEBI vide its circular SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 states the folios wherein any one of the above cited are not available on or after October 01, 2023, shall be frozen by the RTA. Such holders shall not be eligible to lodge grievance or avail any service request from the RTA. Further, for any payment including dividend, interest or redemption payment in respect of such frozen folios, shall be made only through electronic mode with effect from April 01, 2024. The RTA shall revert the frozen folios to normal status only upon receipt of all the documents/details. If the folios continue to remain frozen as on December 31, 2025, they shall be referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002
13. Pursuant to Regulation 40 of the SEBI Listing Regulations, the securities of listed companies can be transferred, transmission or transposition only in the dematerialized mode and also in pursuant to SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in Demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Further, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's RTA website under the web link at <https://www.beetalfinancial.com> and also available on the Company website i.e. [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com).

In this regard, it has also been clarified by SEBI that the said amendments do not prohibit an investor from holding the shares in physical mode. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

14. The Registers of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under section 170 and the register of contracts or arrangements in which the directors are interested, maintained under 189 of the Companies Act, 2013 shall be available for inspection electronically by members during the AGM. The members seeking to inspect such documents may send an email to the Company at [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com).

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15. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to and during the AGM. Members seeking to inspect such documents can send an email to [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com) from their registered e-mail addresses mentioning their names and folio numbers /demat account numbers.
16. In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
17. The Company has availed the services of Beetal Financial & Computer Services (P) Limited, Registrar and Share Transfer Agent as the authorized agency for conducting of the AGM through VC/ OAVM including e-voting facility and Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting and e-voting facilities, for security and enabling the members to cast their vote in a secure manner.
18. The Company has, in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, appointed M/s ATG & Co. (Formally known as M/s Pooja Anand & Associates), Company Secretaries in practice, as Scrutinizer (as consented to be appointed as scrutinizer) for conducting the remote e-voting and e-voting process in a fair and transparent manner.
19. The Scrutinizer, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast through remote e-voting and votes cast through e-voting during the AGM) and shall, within two working days from the conclusion of the AGM, make a consolidated scrutinizer’s report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same.
20. The Results of the E-voting will be announced within statutory timelines of the conclusion of the meeting, by the Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company and shall simultaneously be communicated to the Stock Exchange.
21. Members are requested to intimate immediately any change in their address/email Id or other mandates to their Depository Participants with whom they are maintaining their Demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
22. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent or the concerned Depository Participant immediately regarding the change in the residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished earlier.

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23. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be. Forms can be obtained from the Company's Registrar and Share Transfer Agent.
24. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company through email i.e. [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com), at least 7 days before the date of the meeting, to enable the management to keep the required information available at the meeting.

### **25. Instructions for remote e-voting and joining the e-AGM are as follows:**

#### **A. Voting through electronic means:**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023; SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11; SEBI/HO/CFD/CMD2/CIR/P/2022/62; and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021; May 13, 2022, and January 05, 2023, respectively, (hereinafter, collectively referred to as the "SEBI Circulars" and together with the MCA Circulars referred as the "Circulars") has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGMs and accordingly, the **31<sup>st</sup> Annual General Meeting** (the "AGM" or the "31<sup>st</sup> AGM" or the "Meeting") of **Lead Financial Services Limited** will be held through VC or OAVM in compliance with the Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI Listing Regulations").
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and applicable Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-



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Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with MCA Circulars the Notice calling the 31<sup>st</sup> AGM has been uploaded on the website of the Company at **[www.leadfinancialservices.in](http://www.leadfinancialservices.in)**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange Limited (CSE) at [www.cse-india.com](http://www.cse-india.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the above said MCA Circulars.

### **THE INTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- (i) The voting period begins on <9.00 a.m. of 22<sup>nd</sup> September 2024, Sunday> and ends on <5.00 p.m. of 24<sup>th</sup> September 2024, Tuesday>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of < 18<sup>th</sup> September 2024, Wednesday> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard-2 and in terms of SEBI master Circular no.



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SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11/07/2023, in relation to e-Voting facility provided by listed entities the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

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

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

- (iv) In terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11/07/2023 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access</li></ol>

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	<p>the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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**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/ queries related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09911</b>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 022-48867000</b>

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

## LEAD FINANCIAL SERVICES LIMITED

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

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <LEAD FINANCIAL SERVICES LIMITED> on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

## **LEAD FINANCIAL SERVICES LIMITED**

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- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
  - 18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are mandatory required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address via [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com)(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting prior to the AGM, since the Meeting is being held through VC/OAVM.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

## **LEAD FINANCIAL SERVICES LIMITED**

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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 21 09911**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

By Order of the Board of Directors  
**For Lead Financial Services Limited**

Place: New Delhi  
Date: 24/08/2024

Sd/-  
**Mansi Sharma**  
(Company Secretary)  
M. No. –A60469



# **LEAD FINANCIAL SERVICES LIMITED**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out material facts relating to the business mentioned in the accompanying Notice of 31<sup>st</sup> Annual General Meeting (Notice of AGM/ Notice)

### **ITEM NO. 3: APPOINTMENT OF MR. NARESH KUMAR BHUTANI (DIN: 02738620) AS AN INDEPENDENT DIRECTOR**

Based on the recommendation of Nomination & Remuneration Committee and Board of Directors, Mr. Naresh Kumar Bhutani was proposed to be appointed as Independent Director of the Company with effect from the conclusion of the ensuing Annual General Meeting i.e. 25<sup>th</sup> September, 2024.

In line with the applicable regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013, which stipulates the conditions for the appointment of Independent Director by a Listed Company, it is proposed to appoint Mr. Naresh Kumar Bhutani, as Independent Director under Section 149 of the Companies Act, 2013 and to hold office for five consecutive years with effect from the conclusion of the Annual General Meeting i.e. 25<sup>th</sup> September, 2024 till 24<sup>th</sup> September, 2029, not liable to retire by rotation.

He has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and the Company has received declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as presently applicable.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and other applicable regulations, the proposals for appointment of Mr. Naresh Kumar Bhutani as an Independent Director is now being placed before the Members for their approval.

The Board recommends the ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (‘KMP’) of the Company and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the Company, in the Resolution set out at Item No. 3 of the accompanying Notice.

By Order of the Board of Directors  
**For Lead Financial Services Ltd**

Sd/-

**Mansi Sharma**  
**(Company Secretary)**  
**M. No. –A60469**

**Place: New Delhi**  
**Date: 24/08/2024**

## LEAD FINANCIAL SERVICES LIMITED

### ANNEXURE-A

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2). Details of Director Retiring by Rotation and appointment of Independent Director in respect of Item No. 2 and 3 are as follows:

Name	<b>Mr. Padam Chandra Bindal</b>	<b>Mr. Naresh Kumar Bhutani</b>
DIN	00004769	02738620
Date of Birth	05/06/1960	22/08/1958
Date of the first Appointment on Board	28/11/1994	If approved by members, his appointment will commence from 25 <sup>th</sup> September 2024
Age	64 Years	67 years
Brief Profile/ Experience/Expertise in specific functional area	Mr. Padam Chandra Bindal has more than four decades of experience in finance, capital markets and administration.	Corporate Finance and Banking
Qualifications	FCA	B.Com Hons, CAIIB, CFA
Equity Shares hold in the Company as on 31.03.2024 • Number of Shares • Percentage	-195200 -5.92%	Nil
Other Directorships held (including listed as well as unlisted entities)	-Bindal Corporate Advisory Services Private Limited -Privy Capital Limited	-Privy Capital Advisors Private Limited -Saviour Corporate Services Private Limited -NPV Insolvency Professionals Private Limited
Membership/ Chairmanship of committees of other companies (Including listed as well as unlisted entities)	Nil	Nil
Terms and conditions of appointment/re-appointment	Terms and Conditions of appointment are as per the Remuneration and Nomination Policy of the Company	Terms and Conditions of appointment are as per the Remuneration and Nomination Policy of the Company
Remuneration last drawn, if any	Nil	Nil
Number of Board meetings attended during the year ended 31.03.2024	Six (06)	NA

## **LEAD FINANCIAL SERVICES LIMITED**

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Relationship with other Directors or KMP of the Company	Mr. Padam Chandra Bindal and Mrs. Suman Bindal are relatives.	He is not related to any Director or Key Managerial Personnel of the Company.
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