

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of Jagsonpal Finance and Leasing Limited (the "Company") through Postal Ballot, through only remote voting by electronic means ("remote e-voting").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically on the proposed resolutions instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members.

The e-voting will commence on Tuesday 08th April 2025, 9.00 a.m. (IST) and ends on Wednesday 07th May, 2025, 5.00 p.m.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only via email to the members whose names appear on the Register of Members / List of Beneficial owners as on Friday 28th March 2025 (cut-off date) and whose e-mail addresses are registered with the Depository Participants/Company/ Registrar and Share Transfer Agent. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Notice is available on the website of the Company at www.jagsonpal.co.in and can also be accessed from the website of BSE Limited at www.bseindia.com and is also disseminated on the website of NSDL at <https://www.evoting.nsdl.com/>.

The proposed resolutions and the Explanatory Statement thereof pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), is annexed hereto.

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolutions. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed M/s. Pooja Sawarkar & Associates, Company Secretaries, FCS 10262, CP No. 15085, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the BSE Limited in accordance with the SEBI Listing Regulations.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.jagsonpal.co.in and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited ('BSE') where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. **Wednesday 07th May, 2025** by the Members of the Company by means of Postal Ballot.

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company from “National Capital Territory (NCT) of Delhi” to “State of Maharashtra”.

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

“RESOLVED THAT pursuant to Section 12 and 13 and other provisions, if any, of Companies Act 2013 read with read Rule 30 of the Companies (Incorporation) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable acts, rules, regulations, circulars and the provision of Memorandum and Articles of Association of the Company and subject to the approval of Central Government [powers delegated to Regional Director] and such other approvals, consent, permissions and sanction if any, as may be required from the appropriate authority(ies) and subject to such terms and conditions as may be imposed by them, if any, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from 'National Capital Territory (NCT) of Delhi' at 'Level 3B/ DLF Centre, Connaught Place, Sansad Marg, Central Delhi, New Delhi, Delhi, 110001' to 'State of Maharashtra' at 'Office no. 2, B Wing, Connekt, 4th Floor, Silver Utopia, Chakala, Andheri East, Mumbai 400 099'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings with the Central Government, Regional Director, Registrar of Companies and registrations as may be required in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Chief Financial Officer or Company Secretary and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

2. Alteration in Clause II of the Memorandum of Association of the Company pertaining to the state of registered office 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 provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) other applicable acts, rules, regulations, circulars and the provision of Memorandum and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanction if any, as may be required from appropriate authority(ies) and subject to such terms and conditions as may be imposed by them, if any, the consent of the members of the Company be and is hereby accorded for deleting the existing Clause II of the Memorandum of Association of the Company, in its place, and stead thereof the following new Clause be substituted as Clause II in the Memorandum of Association of the Company:

II. *The Registered Office of the Company will be situated in the State of Maharashtra.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings with the Central Government, Regional Director, Registrar of Companies and registrations as may be required in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Chief Financial Officer or Company Secretary and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

3. To enter into Master Services Agreement for recording an arrangement with Elanistech Private Limited, a Related Party.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Meeting of Board and its Power), Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification or re-enactment thereof) and any other applicable rules, regulations, laws, circulars, notifications and also pursuant to the consent of the Audit Committee and of the Board of Directors of the Company given at their respective meetings held on 28th March, 2025 approval and consent of the members of the Company be and is hereby accorded for the Company to enter into a Master Service Agreement with Elanistech Private Limited, a private limited company (CIN U72900KA2019PTC127223), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for availing technology services to build a consumer application component for Company’s lending products on the terms and conditions as per the Master Service Agreement and as may be deemed fit and in the interest of the Company by the Board of Director, on arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings with the Registrar of Companies and registrations as may be required in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Company Secretary and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

4. Authority to under Section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to sell, lease, or otherwise dispose of, by way of mortgage, hypothecation, security, charge, encumbrances or otherwise, the whole or substantially the whole of the undertaking(s) of the Company, in such form and manner as the Board of Directors may from time to time, determine.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid hypothecations/mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution."

5. Authority to avail loan in excess of the limits specified in section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent and approval of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to borrow from time to time, notwithstanding the fact that the money to be borrowed, together with the money already borrowed by the Company may exceed the aggregate of the paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided that the total amount of money borrowed by the Company shall not exceed the limit of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) over and above the total paid up capital and free reserves of the company for time being.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board of Directors of the Company ("Board") and/or any person authorized by the Board from time to time, be and is hereby empowered and authorised to negotiate, finalise, sign and execute all such agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. Power to give loans or invest funds of the Company or provide guarantee in excess of the limits specified under Section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of the Section 186(3) 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) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for giving any loan to any person or other body corporate or any guarantee or providing security in connection with a loan to any other body corporate or person and for acquiring, by way of subscription, purchase or otherwise, the securities of any other body corporate engaged in the business similar to the Company or otherwise, as the Board of Directors of the Company may think fit and in the interest of the company, up to a maximum aggregate amount of Rs. 100 Crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013, presently being sixty per cent of the Company’s paid-up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

**By order of the Board
For Jagsonpal Finance and Leasing Limited**

Sd/-
Shilpa Soni
Company Secretary
Membership No. A59308

Place: Mumbai

Date: 07th April 2025

REGISTERED OFFICE:

Level 3B, DLF Centre, Sansad Marg,
Connaught Place, New Delhi – 110001.

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business as set out above is annexed hereto and forms part of this Notice.

2. In terms of Sections 108, 110 and other applicable provisions of the Act as amended, read with Rules 20 and 22 of the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer an e-voting facility to all the members of the Company. The Company has appointed National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the members to cast their votes electronically.
3. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the notice above is set to be passed through postal ballot, by way of remote e-voting process.
4. The postal ballot notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) (DPs) or with Mas Services Limited (RTA) and whose name appear in the register of members/ list of beneficial owners as received from RTA or Depositories i.e. NSDL or CDSL as on **28th March, 2025 (Cut-off date)** in accordance with the provisions of the Act, read with Rules made thereunder and MCA circulars.
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.jagsonpal.co.in and the website of NSDL i.e. evoting@nsdl.co.in.
6. Resolutions passed by the Members through postal ballot is deemed to have been passed as on the last date of e-voting which is 07th May, 2025.
7. The members whose e-mail addresses are not registered with the Company/ Depository/ RTA, are requested to get the same registered/ updated. The member holding share in dematerialised form can get their email address registered by contacting their respective DP and the members holding shares in physical form may register their email address and mobile number with RTA by updating their KYC details.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection by the Members from the date of circulation of this Postal Ballot Notice until the last date of e voting. Members seeking to inspect such documents can send an email to compliance@jagsonpal.co.in.
9. The e-voting period commences on **Tuesday 08th April 2025, 9.00 a.m. (IST) and ends on Wednesday 07th May, 2025, 5.00 p.m.** During this period, members holding shares either in a physical or dematerialized forum, as on cut-off date, i.e. **Friday 28th March 2025**, may cast their votes electronically. The e-voting module will be disabled for voting thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
10. The instructions and other information relating to e-voting is as under:

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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





DETAILS ON STEP 1 IS MENTIONED BELOW:

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.	<ol style="list-style-type: none"> 1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ 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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is 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 held 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 the e-Voting page. Click on options available against company name or e-Voting service provider - 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.

	<p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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.: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details 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 the 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 use your existing password to login and cast your vote.

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

DETAILS ON STEP 2 IS GIVEN BELOW:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. 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 poojaklkr@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

III. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution 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 compliance@jagsonpal.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 compliance@jagsonpal.co.in.
3. If you are an Individual shareholder 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.**
4. 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.
5. 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.

ANNEXURE I TO THE NOTICE

STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and 2

The registered office of the Company is presently situated at National Capital Territory (NCT) of Delhi at Level 3B/ DLF Centre, Connaught Place, Sansad Marg, Central Delhi, New Delhi, Delhi, 110001. Considering the fact of recent change in the management of the Company and from where majority of present Promoter, Directors, Key Managerial Personnels operate and with view to improve operational efficiency, administrative and economic control, the Board of Directors at its meeting held on 28th March, 2025 has approved shifting of the registered office of the Company from National Capital Territory (NCT) of Delhi to State of Maharashtra at Office no. 2, B Wing, Connekt, 4th Floor, Silver Utopia, Chakala, Andheri East, Mumbai 400 099. Consequently, the related Clause II of the Memorandum of Association (the “MOA”) of the Company, pertaining to the State of Registered office of the Company will also be required to be altered.

Shifting of Registered Office will be in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the any party’s interest. The effective date of change of registered office will be post receipt of all requisite approvals.

In accordance with the provisions of Section 12 of the Companies Act, 2013, shifting of the Registered Office from one State to another requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director). As per Section 13 of the Companies Act, 2013, a Company may, by a special resolution and after complying with the procedure specified, alter the provisions of the MOA.

Accordingly, the consent of the members of the Company is sought to pass Special Resolutions as set out at Item No 1 and 2 of the Notice for shifting of the Registered Office of the Company from the NCT of Delhi to the State of Maharashtra and consequently, for altering Clause II of the MOA.

A Copy of the MOA of the Company together with the proposed alterations is available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such document(s) can send an email to compliance@jagsonpal.co.in.

None of the Promoters, Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions at items No. 1 and 2 of the Notice.

The Board of Directors recommend the **Special Resolutions** set out in Item No 1 and 2 for the approval of the members of the Company.

Item No. 3:

It is proposed to enter into a Master Service Agreement with Elanistech Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for availing technology

services to build consumer application component for Company's lending products on the terms and conditions as per the Master Service Agreement and as may be deemed fit and in the interest of the Company by the Board of Director, on arm's length basis. No advance is received / paid in the transaction till date.

The relevant information pertaining to transaction as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is given below:

Sr. No.	Description	Details
1.	Type, material terms and particulars of the proposed transaction	Master Service Agreement is for availing technology services to build consumer application components for Company's lending products.
2.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Karthik Srinivasan, Chairman, Managing Director, Chief Financial Officer and Promoter of the Company is also a Director and Shareholder in Elanistech Private Limited.
3.	Tenure of the proposed transaction	Period of 1 year with an option to renew depending on Project, on same or varied terms without requiring any further statutory approval of member.
4.	Value of the proposed transaction	The exact quantum / percentage cannot be determined as the services to be availed depends on the technology development and project requirements. A time and material pricing model based on the shared rate card will be followed.
5.	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2023-24) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
6.	Details, if the transactions relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N. A
7.	Justification as to why the RPT are in the interest of the listed entity	Transaction is commercially beneficial to the Company.
8.	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction	NA
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	NA
10.	Any other information that may be relevant	NA

First proviso to Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the

company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

The transaction value of the proposed arrangement will exceed the prescribed limits under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Power), Rules, 2014. Hence, prior approval of the members of the Company is proposed to be obtained as per the first proviso of Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that the proposed related party transaction is in the best interest of the Company.

The said transaction is approved / recommended by the Board of Directors and the Audit Committee at their respective meetings held on 28th March 2025 under Section 188(1) and 177 of the Companies Act, 2013 and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the passing of the resolution set out in Item No. 3 of the accompanying Notice as an **Ordinary Resolution**.

Except for Mr. Karthik Srinivasan there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company in respect of the said resolution.

The Members may note that in terms of the relevant provisions no Related Party, whether party to the proposed transaction(s), shall vote to approve on the Resolution set forth above.

Item No. 4 and 5

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company, shall only with the consent of the members by way of Special Resolution, borrow monies in excess of the aggregate of its paid-up share capital of the Company, its free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Taking into consideration the requirements of financial resources for meeting the operational, administrative, working capital and future capital expenditures, Company seek your consent to borrow money up to Rs. 250 Crores in excess of the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, under Section 180(1)(c) of the Companies Act, 2013.

Further Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall only with the consent of the members by way of Special Resolution in a General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The hypothecation/mortgage/ creation of charge by the Company of its properties as and when undertaken, may be considered to be the disposal of all or any part of the Company's undertakings, for the borrowings and would attract the provisions of the said Section 180(1)(a) of the Companies Act, 2013. Hence, consent of the Members is being sought for same.

The proposed resolutions are enabling resolutions.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 in the notice.

The Board of Directors recommends the passing of the resolutions set out in Item No. 4 and 5 of the accompanying Notice as **Special Resolutions**.

Item No. 6

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of Directors considers it appropriate and in the interest of the Company to make, in the course of business and at appropriate time, loan to any person or other body corporate or give guarantee or to provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate notwithstanding the fact that that the aggregate of loans and investments so far made, the amount for which guarantees or securities so far provided together with the investment(s), loan(s), guarantee(s) or security(ies) proposed to be made or given may exceed sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of its free reserves and securities premium account of the Company, whichever is more.

Hence, resolution under Section 186(2) of the Companies Act, 2013 mentioned at Sr. No. 6 of the accompanying Notice is proposed to be passed as a Special Resolution. The Board recommends the resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 in the notice.

**By order of the Board
For Jagsonpal Finance and Leasing Limited**

**Sd/-
Shilpa Soni
Company Secretary
Membership No. A59308**

Place: Mumbai

Date: 07th April 2025

REGISTERED OFFICE:

Level 3B, DLF Centre, Sansad Marg,
Connaught Place, New Delhi - 110001