



Notice

Notice

Notice is hereby given that the 34th Annual General Meeting of the members of Jagsonpal Finance & Leasing Limited will be held on Monday 22nd September 2025 at 12.00 noon through Video Conferencing/ Other Audio Visual Means ("VC/ 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 March 31, 2025, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
2. To appoint a director in place Mr. Karthik Srinivasan, (DIN: 09805485), who retires by rotation and being eligible, offers himself for re-appointment.

Appointment of Statutory Auditor

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, and 142 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force) and other applicable acts, rules and regulations, and based on the recommendation of the Audit Committee, M/s Jain Vinay & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 006649W), who have given written consent for their re-appointment and a certificate that their re-appointment, if made, will be in accordance with the conditions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 be and is hereby re-appointed as the Statutory Auditor of the Company for a term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held for the financial year 2029-30, on remuneration as mentioned in the explanatory statement and as may be fixed or altered by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees), be and is hereby authorised to do all such acts, deeds, matters, and things as

may be deemed necessary to give effect to this resolution."

SPECIAL BUSINESS:

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

Appointment of Secretarial Auditor

"RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, consent of the members be and is hereby accorded for re-appointment of M/s. Pooja Sawarkar & Associates, (Membership No. F10262) Company Secretary in Practice as Secretarial Auditor of the Company for a period of Five Year from the financial year 2025-26 and to hold such office till the conclusion of 39th Annual

General Meeting to be held for the financial year 2029-30 on remuneration as mentioned in the explanatory statement and as may be fixed or altered by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of audit.

RESOLVED FURTHER THAT Board of Directors, be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

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

Change in the name of the Company and subsequently altering the Memorandum and Articles of Association of the Company for same:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14 and other applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required

from the Registrar of Companies / Central Government, Stock Exchange or appropriate authority(ies), consent of the Company be and is hereby accorded to change the name of the Company from ‘**Jagsonpal Finance and Leasing Limited**’ to ‘**Jagsonpal Services Limited**’.

RESOLVED FURTHER THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) and reenactment(s) thereof for the time being in force and the rules framed thereunder, other applicable acts, rules, regulations, circulars and subject to approvals, consent, permissions and sanction as may be required from appropriate authority(ies), the Articles of Association of the Company be altered by deleting the existing name “**Jagsonpal Finance and Leasing Limited**” of the Company wherever appearing and substituting it with the new name of the Company “**Jagsonpal Services Limited**”.

RESOLVED FURTHER THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) and reenactment(s) thereof for the time being in force and the rules framed thereunder, other applicable acts, rules, regulations, circulars and subject to approvals, consent, permissions and sanction as may

be required from appropriate authority(ies):

- the existing Clause I of the Memorandum of Association of the Company, be deleted and, in its place, and stead thereof the following new Clause be substituted as new clause ‘Clause I’ in the Memorandum of Association of the Company relating to name of the Company:

I. The Name of the Company is “**Jagsonpal Services Limited**”.

- the name “**Jagsonpal Finance and Leasing Limited**” wherever appearing in the Memorandum of Association of the Company be deleted and substituted with the new name of the Company “**Jagsonpal Services Limited**”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

Alteration in the Memorandum of Association of the Company pursuant to deletion of clauses from the Main Object Clause:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory

modifications or re-enactment thereof, for the time being in force), and the rules framed there under, other applicable acts, rules, regulations, circulars 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, consent of the members of the Company be and is hereby accorded for alteration of the Main Object of the Memorandum of Association of the Company by deleting the existing Clause no.- 1 and 2 therefrom and re-numbering all the remaining object clauses in clause III of the Memorandum of Association of Company; the amended Main Object of the Memorandum of Association shall be as mentioned hereunder:

III. To carry on the business as designers, developers, buyers, sellers, importers, exporters and dealers in all kinds of computer software, computer technology and information technology products and

computer application products, systems, peripherals and materials, and to undertake the business of system integration and development, product application and development, computer maintenance and technical support services, networking and electronic media, telecommunication and web commerce application services.

To carry on the business of consultancy and advise in designing, developing, installing, implementing and operating all kinds of software/information technology projects and rendering technical services, business transformation projects and assistance for start- up, commencement and expansion programme and to act as technical and software development consultants in India and abroad.

To establish, maintain, manage, conduct, provide, procure or make available computer software/hardware services of every kind including commercial, statistical, financial,

accountancy, management, educational and other technological/social services, technical support centers, business and information technology centers, computer audit, quality assurance services and recruitment and placement of software personnel in India or abroad.

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 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."

By order of the Board of Directors
For Jagsonpal Finance & Leasing Limited

Shilpa Soni

Company Secretary
and Compliance Officer
Membership No: A59308

Place: Mumbai
Date: 18th August 2025

Registered Office:

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

Corporate Office:

Office No. 2, B Wing, Connekt, 4th Floor, Silver Utopia Building,
Chakala, Andheri East, Mumbai – 400099, Maharashtra

NOTES:

1. As per the General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 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") and Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by Securities and Exchange Board of India and all other relevant circulars issued from time to time, the 34th AGM of the Company will be held through video conferencing (VC) or other audio visual means (OAVM) only without physical presence of Members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.

Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the

AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

2. The Members can join the AGM in the VC/OAVM mode 30 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 for 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.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and other 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue e-voting on the date of the AGM will be provided by NSDL.

5. In accordance with, the Circulars mentioned above, Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, the Financial Statements of the Company for the Financial Year ended 31st March, 2025, including the Report of Board of Directors, Statutory Auditors' Report and/or other documents required to be attached therewith and the Notice of AGM are being sent only through electronic mode to Members whose e-mail addresses are registered with

the Company or the Depository Participant(s) or Registrar and Share Transfer Agent.

6. Members may also note that the Notice calling the AGM and Annual Report for financial year 2024-25 will be available on the website of the Company at <https://www.jagsonpal.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars other applicable circulars.

8. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements

in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 may please be sent to compliance@jagsonpal.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 19th September 2025 at 09:00 a.m. and ends on Sunday, 21st September 2025 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 15th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 15th September 2025.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to

	<p>e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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/alpha-digit demat account number 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 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.</p> <p>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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.</p>

	<p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 also 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meetings 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 eservices i.e. IDEAS, you can log-in at

<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can 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 steps mentioned below in **process for those**

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meetings on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

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

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

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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@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 investor@jagsonpal.co.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following

the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Members who would like to express their views or ask questions during the Annual General Meeting may register

themselves as a speaker and submit their questions by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@jagsonpal.co.in at least 48 hours in advance before the start of the meeting i.e. by 20th September 2025 by 11.00 a.m. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. Those Members who have registered as a speaker will be allowed to express their views/ask questions during the Annual General Meeting. The same will be replied by the company suitably.

6. M/s. Pooja Sawarkar and Associates, Practicing Company Secretary (Certificate of Practice No. 15085) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be

conducted at the AGM, in a fair and transparent manner.

7. The Results shall be declared not later than 2 (Two) working days of conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.astecsl.com immediately after the Result is declared by the Chairman and will simultaneously be submitted to BSE Limited, the Stock Exchanges where the Equity Shares of the Company are listed.

8. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., 22nd September 2025.

By order of the Board of Directors
For Jagsonpal Finance & Leasing Limited

Place: Mumbai
Date: 18th August 2025

Registered Office:

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

Corporate Office:

Office No. 2, B Wing, Connekt, 4th Floor, Silver Utopia Building,
Chakala, Andheri East, Mumbai – 400099, Maharashtra

Shilpa Soni
Company Secretary
and Compliance Officer
Membership No: A59308

ANNEXURE I TO THE NOTICE

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

Item No 3:

M/s MSKG & Co., Chartered Accountants (FRN: 008262W) who were appointed as the Statutory Auditors of the Company resigned from the office of Statutory Auditors of the Company vide resignation letter dated 20th November 2024 due to change in the management.

To fill the casual vacancy caused by resignation of the statutory auditor, the Board of Directors of the

Company appointed M/s. Jain Vinay & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 006649W) as the Statutory Auditors of the Company for the Financial Year 2024-25 pursuant to Section 139(8) of the Companies Act, 2013. The approval of members for the said appointment was availed on 15th February 2025 by postal ballot.

M/s. Jain Vinay & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 006649W) hold the office up to conclusion of ensuing Annual General Meeting and being

eligible offers themselves for re-appointment.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, proposes the re-appointment of M/s Jain Vinay & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 006649W), as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company, subject to the approval of the shareholders.

M/s Jain Vinay & Associates have confirmed their eligibility for the appointment and have furnished a certificate as per the requirements of Section 141 of the Companies Act, 2013, stating that their appointment, if made, would be in accordance with the conditions prescribed under the Act and the rules made thereunder.

Brief profile / credentials of M/s. Jain Vinay & Associates:

M/s. Jain Vinay & Associates, Chartered Accountants has experience of over 32 years and they have dedicated team of professionals capable of offering services across a range of disciplines. M/s. Jain Vinay & Associates, Chartered Accountants, is registered with the Institute of Chartered Accountants of India (Firm Registration No. 013790) and has subjected themselves to peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The registered office of the Firm is at 301, Shree Mangalam, Opp Gopal's Garden High School, Kulupwadi, Nr National Park, WE Highway, Borivali (E) Mumbai-66, Maharashtra.

Remuneration for Statutory Audit will be as may be mutually agreed upon between the Board of Directors and the Statutory Auditor and as per industry standard including other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company

for the financial year 2025-26. The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. There may be deviation in fee payable to M/s. Jain Vinay & Associates from that paid to M/s. MSKG & Co (erstwhile auditors) majorly due to change of management.

The Board is of the view that the appointment of M/s Jain Vinay & Associates as Statutory Auditors would be in the best interest of the Company and recommends the resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Accordingly, your Board recommends passing of the resolution as set out under Item No 3 the accompanying notice for approval of the members as an Ordinary Resolution.

Item No. 4:

Pursuant to the amendment notified in Regulation 24A by way of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024, with effect from 1st April, 2025, your Company is required to appoint, re-appoint or continue with the appointment of the Secretarial Auditor, who is a "Peer Reviewed Company Secretary", meaning that a Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

In accordance with the above Regulations, the Audit Committee, Board of Directors at their Meeting held on 26th May, 2025, subject to the approval of the members of the Company and considering the experience and expertise, has approved re-appointment of M/s. Pooja Sawarkar and Associates, Practicing Company Secretary (Certificate of Practice No. 15085), as the Secretarial Auditors of the Company for performing audit of the Company's secretarial records

for period of five years from the financial year 2025-2026 and to hold such office till the conclusion

of 39th Annual General Meeting to be held for the financial year 2029-30 on remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor and as per industry standard including other out-of-pocket expenses incurred by them in connection with the audit of the Company for the financial year 2025-26. The remuneration payable for the remaining tenure of the proposed

re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee as may be agreed between management and Auditor, in addition to out-of-pocket expenses as may be incurred by them during the course of audit. The firm is Peer Reviewed by the Institute of the Company Secretaries of India with No. 1342/2021.

M/s. Pooja Sawarkar and Associates had consented to their re-appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of regulation 24A (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. The

SEBI (LODR) (Third Amendment) Regulations, 2024 requires that the appointment of the Secretarial Auditor should be subject to the approval of the shareholders in its Annual General Meeting.

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

Accordingly, your Board recommends passing of the resolution as set out under Item No 4 the accompanying notice for approval of the members as Ordinary Resolution.

Item No. 5

Considering the line of business, to give better representation of the Company's business and for the purpose of compliance with applicable rules and regulations it is considered desirable to change the name of the Company inter-alia, to delete the words 'Finance & Leasing' therefrom.

Accordingly, the Board of Directors, at its meeting held on 11th July 2025 considered and approved the proposal for change in the name of the Company, subject to the approval of the members and of the Central Government / Registrar of Companies, any other Regulatory Authorities as may be necessary.

Further, the Company is in receipt of name availability letter dated 26th July 2025 from the Registrar of Companies, Central Registration Centre, informing no objection with respect to change in the name of the Company from "Jagsonpal Finance and Leasing Limited" to "Jagsonpal Services Limited".

Accordingly, it is proposed to change the name of the Company from "Jagsonpal Finance and Leasing Limited" to "Jagsonpal Services Limited" along with the consequent amendments to the Memorandum of Association and Articles of Association of the Company.

Subsequent to change in the name of the Company, the existing Clause I of the Memorandum of Association of the Company is proposed to be replaced by new clause I as mentioned in the resolution at Sr. No. 5 of the accompanying Notice and the name "Jagsonpal Finance and Leasing Limited" wherever appearing in the Memorandum and Articles of Association of the Company is to be deleted and substituted with the new name of the Company "Jagsonpal Services Limited".

As per Section 14 of the Companies Act, 2013, a Company may, by a special resolution, alter its articles.

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 its memorandum.

The Memorandum and Articles of Association and a certificate from a practicing-chartered accountant stating compliance with conditions provided in Regulation 45(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015) are available for inspection by the members electronically. Interested members may request the Company Secretary at investor@jagsonpal.co.in for the same.

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

The Board of Directors recommends the passing of the resolution set out in Item No. 5 of the accompanying Notice as a Special resolution.

Item No. 6

In order to align with existing activity of the Company it is proposed to delete the objects relating to lending and financing business from the main objects of

the Company.

The existing Clause no.– 1 and 2 of the Main Object of the Memorandum of Association of the Company covering lending and financing business are proposed to be deleted and the remaining object clauses in Clause III of the Memorandum of Association of Company as mentioned in resolution no 6 are re-number.

As per Section 13 and other applicable provisions, if any, of the

Companies Act, 2013, a Company may, by a special resolution and after complying with the procedure specified, alter the provisions of its Memorandum.

The Memorandum and Articles of Association is available for inspection by the members electronically. Interested members may request the Company Secretary at investor@jagsonpal.co.in for the same.

None of Directors Key Managerial Personnel and their relatives of

the Company are in any way, concerned or interested in the resolution.

The Board of Directors recommends the resolution set out in item No. 6 of the accompanying Notice for the approval of the Members as a Special Resolutions.