



22nd August,2022

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code : 542866
Scrip Id : JSGLEASING

Dear Sir/Madam,

Ref: Outcome of Board Meeting dated 18th August,2022.

Subject: Submission of Notice of Annual General Meeting for the FY 2021-22.

Dear Sir/Madam,

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of Notice of Annual General Meeting for the financial year ended on 31st March 2022.

Annual General Meeting of the Company will be held on Wednesday, 14th September 2022 at 9.00 a.m. at the registered office of the Company situated at 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049.

We hereby request you to take the same on your record.

For JSG Leasing Limited

Deepika Undhad
Company Secretary & Compliance officer
Membership No: ACS 41244



CORPORATE INFORMATION

JSG Leasing Limited

Regd. Office: 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049.
E-mail: jsgleasinglimited@gmail.com, **Website:** www.jsgleasinglimited .club
Contact No: 8828865429 **CIN:** L65993DL1989PLC038194

MANAGEMENT

Mr. Motibhai Jaksibhai Rabari

Whole-time Director & Chief Financial Officer

DIN: 08573080

Mr. Kalpesh Gunaji Medhekar

Executive Director

DIN: 09519789

Mr. Subhash Anant Nagam

Non-Executive Director

DIN: 09526544

Ms. Chandni Solanki

Independent Woman Director

DIN: 08705082

Mr. Udaybhai Arvindbhai Patel

Independent Director

DIN: 08068806

Mrs. Deepika Undhad

Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. Rawka & Associates

Chartered Accountants

SHARE TRANSFER AGENTS

M/s. Satellite Corporation Services Pvt. Ltd.

Office No 106-107, Dattani Plaza, East West Compound,

Andheri Kurla Road, Safedpul Sakinaka, Mumbai, Maharashtra - 400072

Ph. No: +91-22-2852 0461/ 2852 0462 Fax No: +91-22-2851 1809

E-mail: service@satellitecorporate.com

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting (“AGM”) of the members of the JSG Leasing Limited is scheduled to be held on Wednesday, 14th September 2022 at 9.00 a.m. at the registered office of the Company situated at 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049, to transact the following business:

ORDINARY BUSINESSES:

- 1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022 AND THE REPORT OF THE BOARD OF DIRECTOR’S AND AUDITOR’S THEREON.**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

- 2. THERE ARE NO DIRECTORS BEING OFFERED FOR REAPPOINTMENT/ RETIREMENT BY ROTATION IN THE COMPANY FOR THE FINANCIAL YEAR 2021-22.**
- 3. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:**

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 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment (s) thereof for the time being in force, M/s. Rawka & Associates, Chartered Accountants, (FRN: 021606C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K. Singh & Associates, Chartered Accountants (Firm Registration No.: 012458N).

RESOLVED FURTHER THAT M/s. Rawka & Associates, Chartered Accountants, (FRN: 021606C), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting till the Annual General Meeting to be held in the year 2023 at remuneration Rs. 40,000/- (Rupees Forty Thousand only) p.a. plus reimbursement of any out of pocket expenses incurred as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

SPECIAL BUSINESSES:

4. REGULARIZATION OF MR. KALPESH MEDHEKAR (DIN: 09519789) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

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 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of directors of the Company (“Board”), Mr. Kalpesh Medhekar (DIN: 09519789), who was appointed by the Board of Directors as an Additional Executive Director w.e.f. 25th February 2022 and who holds office up to the ensuing Annual General Meeting in terms of Section 161(1) of the Act and Articles of Association of the Company and who has given his consent pursuant to the provisions of Section 152 (5) of the Act, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

5. REGULARIZATION OF MR. SUBHASH NAGAM (DIN: 09526544) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of directors of the Company (“Board”), Mr. Subhash Nagam (DIN: 09526544), who was appointed by the Board of Directors as an Additional Non-executive Director w.e.f. 3rd March 2022 and who holds office up to the ensuing Annual General Meeting in terms of Section 161(1) of the Act and Articles of Association of the Company and who has given

his consent pursuant to the provisions of Section 152 (5) of the Act, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

6. TO CHANGE NAME OF THE COMPANY:

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

"**RESOLVED THAT** subject to the approval of the Central Government, Registrar of Companies, Delhi under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Section 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to change the name of the Company from "JSG Leasing Limited" to "Colab Cloud Platforms Limited".

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name "JSG Leasing Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name "Colab Cloud Platforms Limited" upon approval of the same by the Central Government.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

7. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to Section 13, 15 of the Companies Act, 2013 and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of

the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause iii (A) containing the Main Objects sub-clause no. 1 to 8 and iii (B) containing Objects incidental or Ancillary to the attainment of the Main Object, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

8. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to adopt a new set of regulations in the Articles of Association of the Company to the entire exclusion of the regulations contained in the existing Articles of Association of the Company, as per the draft placed before the Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

9. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE CLAUSE V OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, and the rules enacted thereunder (to the extent applicable and including any amendments thereto or re-enactment thereof for the time being in force) and the rules framed thereunder the consent of the Shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from Rs.

3,50,00,000 /- (Rupees Three Crore Fifty Lakh only) consisting of 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) consisting of 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 1,25,00,000 (One Crore Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the memorandum of association of the Company, relating to share capital, be and is hereby altered by substituting in its place, the following as the new Clause V:

“V. The authorised capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

10. ISSUE CONVERTIBLE EQUITY WARRANTS THROUGH PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT:

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

“RESOLVED THAT pursuant to sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable rules, notifications guidelines issued by various authorities including but not limited to the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities and subject to the consent of the lenders, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals,

permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot, on preferential basis, in one or more tranches for up to 72,00,000 (Seventy Two Lakhs) Convertible Equity Warrants (“Warrants”) with each warrant convertible into 1 (one) fully paid up equity share of the company of Rs. 10/- (Rupees Ten only) each at a price of Rs. 21 /- (Twenty-One only) aggregating to Rs. 15,12,00,000/- (Rupees Fifteen Crore Twelve Lakh only) being the price determined as per the provisions of Regulation 165 & 166A of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the promoter and non-promoter group category, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date.

The details of the proposed allottees and the maximum number of convertible Equity Warrants of the Company proposed to be allotted are set forth in the table below:

| Sr. No. | Name of the Proposed Allottees | Category | Maximum No. of warrants proposed to be allotted |
|----------------|---------------------------------------|-----------------|--|
| 1. | Skybridge Incap Advisory LLP | Promoter | 25,81,620 |
| 2. | Akarshika Traders LLP | Non-Promoter | 6,76,900 |
| 3. | Dam Commosales LLP | Non-Promoter | 4,99,800 |
| 4. | Gittanjali Commosales LLP | Non-Promoter | 4,89,600 |
| 5. | Intex Commosales LLP | Non-Promoter | 7,01,100 |
| 6. | Betal Traders LLP | Non-Promoter | 7,76,500 |
| 7. | Moonlight Multitrade LLP | Non-Promoter | 7,88,000 |
| 8. | Rukhmani Garments LLP | Non-Promoter | 6,86,480 |
| | Total | | 72,00,000 |

RESOLVED FURTHER THAT the “Relevant Date” pursuant to regulation 161 of SEBI (ICDR) Regulations, 2018 in relation to the above-mentioned Preferential Issue of Warrants is Friday, 12th August 2022, being the date, which is 30 days prior to the date of the General Meeting.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the proposed allottees and equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) Amount payable on allotment of warrants shall be 25% of the price per warrant and the amount payable before the date of conversion of warrants into Equity Shares would be 75% of the total consideration.

- b) The consideration for allotment of Convertible Equity Warrants shall be paid to the Company from the bank accounts of the Proposed Allottees.
- c) The said Warrants shall be issued and allotted to the allottees within a period of 15 days from the date of passing of this resolution provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d) The Equity Shares allotted on conversion of the Warrants shall rank *pari-passu* in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within of 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- i) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations, 2018 and all other applicable regulations from time to time.

- j) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations, 2018.
- k) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and

further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

11. TO SET LIMITS PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the company, the consent of the members be and is hereby accorded to the Board of Directors (‘Board’) of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf] or any officer/executive/representative of the Board to:

1. Make Loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies Corporate;
2. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
3. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 100/- Crore (One Hundred Crore only).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit, subject to the provisions of the Companies Act, 2013.”

**By the order of the Board
For JSG Leasing Limited**

Sd/-

Sd/-

**Motibhai Rabari
Whole-time Director
DIN: 08573080**

**Kalpesh Medhekar
Executive Director
DIN: 09519789**

**Place: New Delhi
Date: 18th August 2022**

NOTES:

1. **AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A Person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member.

Proxies in order to be effective must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting ("AGM"). A Proxy form is being sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority together with specimen signature, as applicable.

3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company at its Registered Office, a certified copy of the Board Resolution / authorization document authorising their representative to attend and vote on their behalf at the AGM.
4. Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 12th August 2022 (Record Date).
5. The AGM Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA") unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the AGM, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through permitted mode.
6. Notice of the AGM will also be available on the Company's website www.jsgleasinglimited.club for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a

request for the same free of cost. For any communication, the members may also send requests to the Company's investor email id jsgleasingltdco@gmail.com

7. An explanatory statement pursuant to the provisions of section 102 of the companies act, 2013 ("act") setting out the material facts concerning the businesses to be transacted is annexed hereto.
8. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
9. The e-voting period shall commence on Sunday, 11th September 2022 from 9.00 a.m. (IST) and shall end on Tuesday, 13th September 2022 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 7th September 2022.
11. The Board of Directors of the Company ("the Board"), has appointed Mr. Chirag Jain, Practicing Company Secretary (COP: 13687) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
12. As per the requirement of the Secretarial Standard - 2 on "General Meetings" the route map showing directions to reach the venue of the meeting is annexed to the Notice.
13. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this Annual General Meeting will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
14. To support the "Green initiative" members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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-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.

2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jsleasinglimited.club. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

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

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

- (i) The voting period begins on Sunday, 11th September 2022 at 9.00 a.m. (IST) and ends on Tuesday, 13th September 2022 at 5.00 p.m. (IST). 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 07th September 2022 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 SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 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**. 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.

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <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. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful |

| | |
|--|--|
| | <p>authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 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: 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 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 & voting during the meeting. 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 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 & voting during the meeting. |
| <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. 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. 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 & voting during the meeting.</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. CDSL and NSDL

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

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

(v) 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.
- 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 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:

| For Physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|--|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |

| | |
|--|--|
| | <ul style="list-style-type: none"> 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. |
| Dividend Bank Details OR 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"> 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. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. JSG Leasing Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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 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.
 - 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 should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 viz; jsgleasingltdco@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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)
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 or contact at 022-23058738 and 022-23058542/43.

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THERETO (THE "ACT") AND SEBI (ICDR) REGULATIONS IS AS FOLLOWS:

ITEM NO. 3:

M/s. K. Singh & Associates, Chartered Accountants (Firm Registration No.: 012458N) had resigned from the post of Statutory Auditors due to pre-occupancy in other assignments, resulting into a casual vacancy in the office of the Statutory Auditors of the company.

As envisaged by section 139 (8) of the Companies Act, 2013, casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors in their meeting held on 18th August 2022 filled the casual vacancy by appointing M/s. Rawka & Associates, Chartered Accountants, (FRN: 021606C). Further they recommend appointment of M/s. Rawka & Associates to members of the Company.

M/s. Rawka & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of this Notice.

The Board recommends resolution as set out in Item No. 3 for approval of the Members of the Company as an Ordinary Resolution.

ITEM NO. 4:

The Board of Directors of the Company ("Board"), upon recommendation of the Nomination and Remuneration Committee of the Board, at its Meeting held on 25th February 2022 appointed Mr. Kalpesh Medhekar (DIN: 09519789) as an Additional Executive Director of the Company. Pursuant to Section 161(1) of the Companies Act, 2013 ("Act"), Mr. Kalpesh Medhekar would hold office up to the date of ensuing Annual General Meeting of the Company.

Mr. Kalpesh Medhekar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has, inter alia received:

1. Consent in writing to act as Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
2. Intimation in Form DIR - 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013.

The Board considers that the association of Mr. Kalpesh Medhekar would be of immense benefit to the Company, and it is desirable to avail his guidance as an Executive Director.

The Board recommends resolution as set out in Item No. 4 for approval of the Members of the Company. Brief resume of Mr. Kalpesh Medhekar is forming part of this Notice.

Except Mr. Kalpesh Medhekar, none of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of this Notice.

ITEM NO. 5:

The Board of Directors of the Company ("Board"), upon recommendation of the Nomination and Remuneration Committee of the Board, at its Meeting held on 3rd March 2022 appointed Mr. Subhash Nagam (DIN: 09526544) as an Additional Non-executive Director of the Company. Pursuant to Section 161(1) of the Companies Act, 2013 ("Act"), Mr. Subhash Nagam would hold office up to the date of ensuing Annual General Meeting of the Company.

Mr. Subhash Nagam is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has, inter alia received:

1. Consent in writing to act as Director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
2. Intimation in Form DIR – 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013.

The Board considers that the association of Mr. Subhash Nagam would be of immense benefit to the Company, and it is desirable to avail his guidance as a Non-executive Director.

The Board recommends resolution as set out in Item No. 5 for approval of the Members of the Company. Brief resume of Mr. Subhash Nagam is forming part of this Notice.

Except Mr. Subhash Nagam, none of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of this Notice.

ITEM NO. 6:

The Board of directors in their meeting held on 18th August 2022 approved the name change of the company from "JSE Leasing Limited" to "**Colab Cloud Platforms Limited**" as re-branding strategy. The Management is of the opinion that the proposed new name shall enhance the brand image and better represent the company's business profile in the market.

Accordingly, the name clause (Clause I) of Memorandum of Association of the Company is also required to be suitably amended.

The copy from Mohandas & Co., Chartered Accountants, confirming the compliance of regulation 45(1) is enclosed for your perusal and marked as **Annexure - 1**.

The Board recommends resolution as set out in Item No. 6 for approval of the Members of the Company.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this Notice.

ITEM NO. 7:

The existing Memorandum of Association of the Company was formulated as per the provisions of the Companies Act, 1956. To comply with provisions of the Companies Act, 2013, the Board of Directors propose to change the title of Memorandum of Association from "The Companies Act, 1956" to "The Companies Act, 2013". All other clauses including Clause iii related to Main and Objects incidental or ancillary to the main attainment of the main Objects stands still subject to approval of Members for any further alteration(s) or modification(s).

The Board recommends resolution as set out in Item No. 7 as Special Resolution for approval of Members of the Company.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of this Notice.

ITEM NO. 8:

The existing Articles of Association (AoA) of the Company was formulated based on the provisions of the Companies Act, 1956 and contains certain provisions which are no longer in force.

Therefore, it is proposed to replace the existing regulations of the Articles of Association with new set of regulations as per the requirements of Table F of First Schedule of the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the applicable Rules, consent of the members is sought by way of special resolution as set out at item no. 8 of the notice for adoption of new Articles of Association of the Company. The Board of

Directors at the meeting held on 18th August 2022 had accorded their consent for alteration of Articles of Association.

The Board recommends resolution as set out in Item No. 8 for approval of the Members of the Company.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of this Notice.

ITEM NO. 9:

The Board in its meeting held on 18th August 2022 have approved the issue of up to 72,00,000 (Seventy Two Lakh) convertible equity warrants through preferential allotment / private placement, subject to the approval of members. Each warrant shall be convertible into one equity share of Rs. 10/- each. The said resolution is proposed for the approval of members in Item no. 10 of this notice.

To facilitate the said issue and for any future requirements of fund raising, it is proposed to increase the Authorised Share capital from Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000 (Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The increase in the authorized share capital as aforesaid would entail consequential alteration of the existing clause V of the Memorandum of Association of the Company, which in turn requires member's approval in terms of section 13 and 61 of the Companies Act, 2013. The Board recommends the resolution no. 9 for the approval of members.

The draft copy of the Memorandum of Association and Articles of Association will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. to 4.00 p.m till the date of Annual General Meeting.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of this Notice.

ITEM NO. 10:

M/s Skybridge Incap Advisory LLP had entered into share Purchase Agreement with Mrs. Kaminiben Atulbai Patni, Mr. Rakesh Bhailalbhair Patel, Mr. Riddhish Gopal Modi, Mr. Atul J. Patni, Mr. Nitin K. Modi and Mr. Jayesh Modi (selling Promoter shareholders) to acquire 8,73,800 (Eight Lakh Seventy Three Thousand Eight Hundred) Shares (SPA Shares) and takeover the Company. According to the SEBI (SAST) Regulations, 2011 Skybridge Incap Advisory LLP has completed open offer for the takeover of the company on 21st June 2022. It is in the process of acquiring the SPA shares and has been designated as new promoter of the Company in the Board Meeting held on 18th August 2022.

The Board intends to augment the capital base of the Company to fund business operations of the Company. Hence, it is proposed to raise funds through preferential issue of securities. The board of directors in their meeting held on 18th August 2022 proposed to issue 72,00,000 (Seventy-Two Lakhs) Convertible Equity Warrants, on preferential issue basis at an exercise price of Rs. 21/- (Rupees Twenty-One only) per underlying equity share of the face value of Rs. 10/- (Rupees Ten only) each [including a premium of Rs. 11/- (Rupees Eleven only) per equity Share] or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the Proposed Allottee, belonging to the Promoter and Non-promoter group category, on preferential and private placement basis.

Since your company is listed on BSE Limited, the proposed issue of Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the SEBI (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any.

In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

The company proposed to issue 72,00,000 (Seventy-Two Lakhs) convertible equity warrants, on preferential basis at an exercise price of Rs. 21 /- (Rupees Twenty-One only) per share including a premium of Rs. 11 /- (Rupees Eleven only) per share or such higher issue price as may be determined as per the SEBI (Issue of Capital & Disclosure Requirements), Regulations, 2018 to the following proposed allottees:

| Sr. No. | Name of the Proposed Allottees | Category | Maximum No. of warrants proposed to be allotted |
|----------------|---------------------------------------|-----------------|--|
| 1. | Skybridge Incap Advisory LLP | Promoter | 25,81,620 |
| 2. | Akarshika Traders LLP | Non-Promoter | 6,76,900 |
| 3. | Dam Commosales LLP | Non-Promoter | 4,99,800 |
| 4. | Gittanjali Commosales LLP | Non-Promoter | 4,89,600 |
| 5. | Intex Commosales LLP | Non-Promoter | 7,01,100 |
| 6. | Betal Traders LLP | Non-Promoter | 7,76,500 |
| 7. | Moonlight Multitrade LLP | Non-Promoter | 7,88,000 |
| 8. | Rukhmani Garments LLP | Non-Promoter | 6,86,480 |
| | Total | | 72,00,000 |

Convertible Equity Warrants shall be entitled to convert the same into equal number of Equity Shares of a face value of Rs. 10/- (Rupees Ten only) each of the Company in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

1. Pending Preferential Issue:

During the financial year, no issue or allotment on preferential basis has been made and further there is no preferential allotment under process except as proposed in this notice.

2. Objects of the Preferential Issue:

Funds raised through the proposed preferential issue will be utilized for the purpose of meeting long-term/ short-term working capital requirements, financing and investing in other body corporates, explore opportunities of organic and inorganic growth and other general corporate purposes.

3. The total number of securities to be issued and pricing:

The Board intends to offer, issue and allot up to 72,00,000 (Seventy-Two Lakhs) Convertible Equity Warrants at a price of Rs. 21/- (Rupees Twenty-One only) per share, each warrant convertible into or exchangeable for 1 (One) Equity Share of face value Rs. 10/- (Rupees Ten only) each.

4. Basis on which the price has been arrived at:

Since the shares of the Company are infrequently traded and some allottees are subscribing for warrants which may increase their post-issue shareholding beyond 5% of the post issue capital, the issue price for the preferential allotment is determined as per the regulation 165 of SEBI (ICDR) Regulations, 2018.

Accordingly, the valuation report is issued by the Independent Registered Valuer – Bhavesh M. Rathod, Chartered Accountants (Reg. IBBI/RV/06/2019/10708)) having office at 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400 066.

Based on the valuation provided by the above said valuer, the Board has decided the price of the convertible equity warrants and the underlying equity shares to be issued at Rs. 21/- (Rupees Twenty-One only) per share including a premium of Rs. 11/- (Rupees Eleven only) per share. Each warrant is convertible into one equity share of Face value of Rs. 10/- (Rupees Ten only) each fully paid up in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.

5. Relevant Date:

The “Relevant Date” as per regulation 161 (a) of the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of warrants (in case of frequently traded shares) is 12th August 2022, which is a date 30 days prior to the date on which the resolution is deemed to be passed.

Note: As per explanation provided under Regulation 161 of SEBI (ICDR) Regulations, 2018, Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. As Relevant date falls on 15th August 2022 (National Holiday), to comply with the provisions of Regulation, 12th August 2022 has been taken as Relevant Date (as 13th August 2022 and 14th August 2022 being weekend).

However, the relevant date in terms of Regulation 161 (a) of SEBI (ICDR) Regulations, 2018 for determining the price of Warrants with reference to the proposed allotment is not applicable for the preferential allotment as the shares of the company are infrequently traded.

6. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:

| Sr. No. | Category | Pre-issue shareholding | | Post- issue shareholding (assuming full conversion of Equity Warrants) | |
|-----------|--|------------------------|-------------------|--|-------------------|
| | | No. of Equity Shares | % of Shareholding | No. of Equity Shares | % of Shareholding |
| A | *Promoters and Promoter Group Holding: | | | | |
| 1 | Individual | 8,73,800 | 29.13 | 8,73,800 | 8.57 |
| 2 | Non-Individual: | | | | |
| | LLP | - | - | 25,81,620 | 25.31 |
| | Sub Total (A) | 8,73,800 | 29.13 | 34,55,420 | 33.88 |
| B1 | Non-Promoter Holding: | | | | |
| | Institutions | | | | |
| | Non - Institutions | | | | |
| 1 | Individuals (share Capital up to Rs. 2 lakhs) | 15,426 | 0.51 | 15,426 | 0.15 |
| 2 | Individuals (share Capital in excess of Rs. 2 lakhs) | 4,30,400 | 14.35 | 4,30,400 | 4.22 |
| 3 | Others: | | | | |
| a. | Body Corporates | 2,95,073 | 9.84 | 2,95,073 | 2.89 |
| b. | NRI | - | - | - | - |
| c. | HUF | 1,12,401 | 3.75 | 1,12,401 | 1.10 |
| d. | LLP | 9,73,000 | 32.42 | 55,91,380 | 54.82 |
| e. | Firm | 2,99,900 | 10.00 | 2,99,900 | 2.94 |
| | Sub-Total (B) | 21,26,200 | 70.87 | 67,44,580 | 66.12 |
| C1 | Shares underlying DRs | - | - | - | - |
| C2 | Shares held by Employee Trust | - | - | - | - |
| C | Non-Promoter - Non-Public | - | - | - | - |
| | Grand Total** | 30,00,000 | 100.00 | 1,02,00,000 | 100 |

* M/s Skybridge Incap Advisory India LLP is the new promoter of Company. It is in the process of acquiring shares from Mrs. Kaminiben Atulbai Patni, Mr. Rakesh Bhailalbai Patel, Mr. Riddhish Gopal Modi, Mr. Atul J. Patni, Mr. Nitin K. Modi and Mr. Jayesh Modi (collectively referred to as outgoing promoters).

As on the date of this notice the equity shares under the promoter group are held by the outgoing promoters.

Post the completion of acquisition of shares by Skybridge Incap Advisory LLP from the outgoing promoters. Equity shares under the category of promoter/promoter group will be held by Skybridge Incap Advisory LLP.

**Assuming full conversion of convertible equity warrants.

7. Proposal/ Intention of Promoters, Director or Key Managerial Personnel(s) to subscribe the offer:

Except M/s. Skybridge Incap Advisory LLP, None of the Promoters, Director or Key Managerial Personnel(s) intends to participate or subscribe to this offer.

8. The proposed time within which the issue or allotment shall be completed:

As required under SEBI (ICDR) Regulations, 2018, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

Further, the allotment of Equity shares upon conversion of warrants shall be done within a period of 15 days from the date of exercise of option of warrants into equity shares by the allottees.

9. Change in control, if any, in the Company that would occur consequent to the preferential offer:

Consequent to the proposed preferential issue of Convertible Equity Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

10. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

All the aforesaid Proposed Allottees are persons belonging to the Promoter and Non-promoter Group, as on the date and before the preferential issue. There shall not be any change in the status of the Proposed Allottees even after the preferential issue.

11. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues payable toward SEBI, Stock Exchange or Depositories.

12. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

13. Lock-in period:

Entire pre-preferential shareholding of allottees, if any shall be lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

The Equity Shares allotted upon conversion of warrants are subject to lock-in and transfer restrictions stipulated as per the terms of Regulation 167 and 168 of SEBI ICDR Regulations.

14. Intention of promoters/directors/key management persons to subscribe:

Apart from the Proposed Allottees, as mentioned above, no promoter or any director or key management person intend to subscribe to the proposed preferential issue.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

16. Practicing Company Secretary Certificate:

The Certificate being issued by M/s. JCA & Co., Practicing Company Secretary (COP: 13687) certifying that the present preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, as amended up to date.

A copy of the certificate shall be kept open for inspection at the Registered Office of the Company during the business hours up to the date of close of remote e-voting period. The

certificate of the practicing Company Secretary can also be accessed on the Company Website on www.jsgleasinglimited.club

17. Undertaking with regard to re-computation of issue price:

In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Equity Warrants, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

18. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- i. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- ii. No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 6 (Six) months.
- iii. No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- iv. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- v. It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge any of its promoters is a fraudulent borrower.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue:

| Sr. No | Name, Address & PAN of the proposed allottee | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding | | No. of Warrants to be issued | Shareholding post exercise of warrants | | Post-issue Category |
|--------|---|--------------------|--|----------------------|--------------|------------------------------|--|--------------|---------------------|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding | |
| 1. | Name: Skybridge Incap Advisory LLP* Add: 30, Floor 2nd, Plot 327, Nawab Building, D.N. | Promoter | Devang Master Kiran Thakore | - | - | 25,81,620 | 25,81,620 | 25.31 | Promoter |

| | | | | | | | | | |
|----|--|--------------|---|----------|------|----------|----------|------|--------------|
| | Road, Hutatma Chowk, Fort, Mumbai - 400001. PAN: AENFS3799F | | | | | | | | |
| 2. | Name: Akarshika Traders LLP Add: D-89, Shri RangAshish Society, On Canal, Isanpur Road, Maninagar, Ahmedabad - 380008. PAN: ABBFA7737J | Non-Promoter | Sushma Sawant Pramod Upadhyay | 1,18,700 | 1.16 | 6,76,900 | 7,95,600 | 7.80 | Non-Promoter |
| 3. | Name: Dam Commosales LLP Add: Room No. 13, Daulat Nagar, Road 7, Borivali East, Near Jain Derasar, Mumbai - 400066. PAN: AALFD3777E | Non-Promoter | Ramila Furia Dhiraj Furia | - | - | 4,99,800 | 4,99,800 | 4.90 | Non-Promoter |
| 4. | Name: Gittanjali Commosales LLP Add: 81, Chandresh Accord Bldg 13, Mira Bhindar Road, Mira Road (East) Thane - 401107. PAN: AANFG4154E | Non-Promoter | Dnyaneshwar Bhoir Darshana Bhoir | - | - | 4,89,600 | 4,89,600 | 4.80 | Non-Promoter |
| 5. | Name: Intex Commosales LLP Add: 312 - Sharda Chambers No.1, 3 rd Floor, 31-Keshavji Naik Road, Bhat Bazar, Mumbai - 400009. PAN: AAFFI2676H | Non-Promoter | Bheemraj Patel Amribai Patel | 63,900 | 2.13 | 7,01,100 | 7,65,000 | 7.50 | Non-Promoter |
| 6. | Name: Betal Traders LLP Add: 96- 1 st Floor, Santikrupa Society, Aaspaas, Main Road Godadara, Surat - 395010. PAN: AAOFB3092K | Non-Promoter | Bhairoprasad Gupta Durgadevi Gupta | 90,500 | 3.02 | 7,76,500 | 8,67,000 | 8.50 | Non-Promoter |

| | | | | | | | | | |
|----|--|--------------|---------------------------------|----------|------|----------|----------|------|--------------|
| 7. | Name: Moonlight Multitrade LLP Add: 1/3/52, Krishna Chawl, Opp. Bihari Mills Khokhrahmedabad Gujarat - 380008. PAN: AAZFM2094B | Non-Promoter | Kajal Gala Keval Gada | 1,04,500 | 3.48 | 7,88,000 | 8,92,500 | 8.75 | Non-Promoter |
| 8. | Name: Rukhmani Garments LLP Add: B-204, Chaya lodha heven kalyan shil road, Nilje, Dombivali - 421201. PAN: AARFR2673M | Non-Promoter | Nehal Malde Varsha Malde | 1,00,000 | 3.33 | 6,86,480 | 7,86,480 | 7.71 | Non-Promoter |

* As M/s. Skybridge Incap Advisory LLP (new promoter) is in the process of acquiring 8,73,800 equity shares from the selling promoters. After the completion of the said shares, the pre and post shareholding of M/s. Skybridge Incap Advisory LLP shall be as under:

| Name | Category | Pre- Issue holding | | No. of Warrants to be issued | Post Issue Holding | | Post Issue Category |
|------------------------------|----------|--------------------|-----------|------------------------------|--------------------|-----------|---------------------|
| | | No. of Shares | % Holding | | No. of Shares | % Holding | |
| Skybridge Incap Advisory LLP | Promoter | 8,73,800 | 29.13 | 2581620 | 3455420 | 33.88 | Promoter |

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by the way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the Warrants would be within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its members and therefore, recommends the special resolution as specified under item no. 10 of the accompanying notice for the approval of the members of the Company.

Except Ms. Skybridge Incap Advisory LLP, none of the promoters, Directors, Key Managerial Personnel of the Company or their respective relative, are concerned or interested in the above resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the company, if any.

ITEM NO. 11:

In terms of section 186 of the Companies Act, 2013, no company shall directly or indirectly:

1. Give any loan to any person or other body corporate;
2. Give guarantee, or provide security, in connection with a loan to any other body corporate or person; and
3. Acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more unless authorised by a special resolution passed in a general meeting of the members of the company.

The Company in routine course of business and/or for furtherance of its business including venturing into the new business, either on its own accord and/or through joint venture, and/or for organic/inorganic business opportunities may consider investing in equity shares and/or preference shares and/or any other equity linked instruments and/or any other instruments and / or by way of extending loans in the form of inter-corporate deposits or otherwise in various body(ies) corporate and / or give guarantee or provide security in connection with a loan to any other body corporate or person or persons, as the Board may deem fit, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

Considering the same, it is felt desirable to obtain consent of the members of the Company in terms of the provisions of Section 186 of the Companies Act, 2013 to make investment(s) and / or give loan(s) and / or provide guarantee(s) and / or security(ies) beyond the prescribed limits and to an extent of Rs. 100 Crores (Rupees Hundred Crores only).

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 11 of this Notice.

Place: New Delhi
Date: 18th August 2022

By the order of the Board
For JSG Leasing Limited
Sd/- Sd/-
Motibhai Rabari **Kalpesh Medhekar**
Whole-time Director **Executive Director**
DIN: 08573080 **DIN: 09519789**

TO WHOMSOEVER IT MAY CONCERN

The Board of Directors of M/s. JSG Leasing Limited (CIN: L65993DL1989PLC038194) in their meeting held on 18th August 2022 approved the proposal for change of name of the Company from "JSG Leasing Limited" to "**Colab Cloud Platforms Limited**", subject to approval of the relevant statutory authorities and members of the Company. The company received the confirmation from the Registrar of Companies for the availability of the aforesaid name.

Accordingly, the Company has proposed the special resolution for the approval of members at ensuing Annual General Meeting.

We hereby confirm that -

1. The Company has not changed its name in the last one year and it continues to operate in the same line of business of technology and media-based services.
2. There is no change in the business activity of the Company.

The Company is compliant with regulation 45 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W
Sd/-
CA Belle Mohandas Shetty
(Proprietor)
M. No.: 031256
UDIN: 22031256APIGCF1767

Date: 19th August 2022

Place: Mumbai

ANNEXURE TO THE NOTICE:

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard - 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

| Name | Mr. Kalpesh Medhekar | Mr. Subhash Nagam |
|---|---|-----------------------------|
| DIN | 09519789 | 09526544 |
| Date of Birth | 19 th May 1996 | 28 th May 1978 |
| Age (in years) | 26 years | 44 years |
| Qualification | Graduate | Graduate |
| Experience and Expertise in specific functional area | Sales, Marketing and Business Operation | Business Manager |
| Terms and conditions of Appointment or re-appointment along with details of remuneration sought to be paid | N.A. | N.A. |
| Remuneration last drawn by such person, if applicable | Nil | Nil |
| Remuneration sought to be paid | None | None |
| Date of first appointment on the Board | 25 th February 2022 | 03 rd March 2022 |
| Membership/Chairmanship of Committees of the Board of the Company | None | None |
| Other Directorships and Membership / Chairmanship of Committees of other Boards | None | None |
| No. of shares held in the Company | Nil | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | None | None |
| No. of Meetings of the Board of Directors attended during the year 2021-22 | 1 | None |

JSG Leasing Limited

Regd. Office: 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049.

E-mail: jsgleasinglimited@gmail.com, **Website:** www.jsgleasinglimited .club

Contact No: 8828865429 **CIN:** L65993DL1989PLC038194.

PROXY FORM

| | | |
|-------------------------------|--|---------------|
| Name of the Member(s): | | |
| Registered Address: | | |
| Folio No./Client Id: | | DP Id: |

I/We, being the member(s) of _____ shares of JSG Leasing Limited, hereby appoint:

1. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
2. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
3. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 14th September 2022 at 9.00 a.m. at Registered Office of the Company situated at 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | List of Resolution | Voted | |
|---------|---|-------|---------|
| | | For | Against |
| 1. | To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2022 and the Report of the Board of Director's and Auditor's Thereon. | | |
| 2. | There are no directors being offered for re-appointment/ retirement by rotation in the company for the financial year 2021-22. | - | - |
| 3. | Appointment of M/s. Rawka & Associates, Chartered Accountants, (FRN: 021606C) as Statutory Auditors. | | |
| 4. | Regularization of Mr. Kalpesh Medhekar (DIN: 09519789) as an Executive Director of the Company. | | |
| 5. | Regularization of Mr. Subhash Nagam (DIN: 09526544) as a Non-executive Director of the Company. | | |
| 6. | Change the name of the Company. | | |
| 7. | Alteration of Memorandum of Association of the Company. | | |
| 8. | Alteration of Articles of Association of the Company. | | |
| 9. | Increase in the Authorised Share Capital of the Company and consequent amendment to the Clause V of Memorandum of Association (MoA) of the Company. | | |

| | | | |
|-----|---|--|--|
| 10. | Issue convertible equity warrants through preferential allotment/private placement. | | |
| 11. | To set limit pursuant to section 186 of the Companies Act, 2013. | | |

Signed this _____ day of _____, 2022.

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the Annual General Meeting.
3. Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

JSG Leasing Limited

Regd. Office: 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049.

E-mail: jsgleasinglimited@gmail.com, **Website:** www.jsgleasinglimited .club

Contact No: 8828865429 **CIN:** L65993DL1989PLC038194.

ATTENDANCE SLIP

| | | |
|---------------------------|--|--|
| DP Id* | | Name & Address of Registered Shareholders |
| Client Id* | | |
| Regd. Folio. No. | | |
| No. of Shares Held | | |

*Applicable for investors holding shares in electronic form

Name and address of the Proxy holder:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 14th September 2022 at 9.00 a.m. at Registered Office of the Company situated at 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049, and at any adjournment thereof in respect of such resolutions as are indicated below:

Member's / Proxy's Signature

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

JSG Leasing Limited

Regd. Office: 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049.

E-mail: jsgleasinglimited@gmail.com, **Website:** www.jsgleasinglimited.club

Contact No: 8828865429 **CIN:** L65993DL1989PLC038194.

Route Map for Annual General Meeting

Date : 14th September 2022
Day : Wednesday
Time : 9.00 a.m.
Address : 125, 2nd Floor, Shahpur Jat, New Delhi, Delhi - 110 049.

