

Shikhar Leasing and Trading Limited
Annual Report 2023-2024

NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of **Shikhar Leasing and Trading Limited** will be held on Tuesday, 24th September, 2024 at 3.00 p.m. at the registered office of the Company situated at 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.**

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

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended on March 31, 2024 and the reports of the Board of Directors and Auditors’ thereon laid before this meeting, be and are hereby considered and adapted”.

- 2. To re-appoint Mr. Vipul Popatlal Chheda (DIN: 00297838) who retires by rotation and being eligible, offers himself for re-appointment.**

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 the Section 152 of the Companies Act, 2013, Mr. Vipul Popatlal Chheda (DIN: 00297838), who retires by rotation at the ensuing annual general meeting and being eligible offers himself for the re appointment, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. To consider reappointment of Mr. Vipul Popatlal Chheda (DIN: 00297838) as Wholtime Director of the Company and in this regard pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act 2013 and the Companies (Appointment and remuneration of Managerial

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Personnel) Rules, 2014 and pursuant to Articles of Association of the Company and subject to any other approvals as may be required, the consent of the company be and is hereby accorded for re-appointment of Mr. Vipul Popatlal Chheda (DIN: 00297838), as the Wholetime Director of the Company for the period of five consecutive years with effect from 1st April, 2024 to 31st March, 2029.

4. To appoint Mr. Ravindra Kanji Myatra (DIN: 00298604) as Non-executive, Independent Director:

To appoint Mr. Ravindra Kanji Myatra (DIN: 00298604), as a Non – Executive Independent Director and in this regard pass the following resolution as **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ravindra Kanji Myatra (DIN: 00298604) is appointed as a Non – Executive and Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation and to hold office for the first term for the period of five consecutive years with effect from the ensuing 40th Annual General Meeting to be held for the financial year ended 31st March, 2024 up to the conclusion of the 45th Annual General Meeting to be held for the financial year ended 31st March, 2029.”

5. To appoint Mr. Dhanesh Bipinchandra Parikh (DIN: 00676930) as Non-executive, Independent Director:

To appoint Mr. Dhanesh Bipinchandra Parikh (DIN: 00676930), as a Non – Executive Independent Director and in this regard pass the following resolution as **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of

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Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dhanesh Bipinchandra Parikh (DIN: 00676930) is appointed as a Non – Executive and Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation and to hold office for the first term for the period of five consecutive years with effect from the ensuing 40th Annual General Meeting to be held for the financial year ended 31st March, 2024 up to the conclusion of the 45th Annual General Meeting to be held for the financial year ended 31st March, 2029.”

6. Increase in the authorized share capital and consequent alteration of memorandum of association:

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution(s)**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, the Authorised Equity Share Capital of the Company, be and is hereby increased from the existing Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 1,30,00,000 (Rupees One Crore Thirty Lakh Only) divided into 13,00,000 (Thirteen Lakh Only) Equity Shares of Rs. 10/- (Rupees One Only) each, by creation of additional 3,00,000 (Three Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect of existing Equity Shares.”

“**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 as to Authorised Share Capital be and is hereby substituted in its place stated as under -

V. The Authorised Share Capital of the Company is Rs. 1,30,00,00 (Rupees One Crore Thirty Lakhs Only) divided into 13,00,000 (Thirteen Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

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“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to execute and sign and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard, to give effect to this resolution.

7. To issue 2,77,260 Bonus Equity Shares with the ratio of 1:3:

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to approval of the members of the company, consent be and is hereby given to capitalize a sum not exceeding Rs 27,72,600/- (Rupees Twenty Seven lacs Seventy two thousand six hundred) from and out of the free reserve, and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of 2,77,260 equity shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid as Bonus Shares to eligible non Promoters members of the Company holding equity shares of Rs 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members and in the beneficial records of the depositories on the ‘Record Date’, in the proportion of 3 new fully paid-up equity share of Rs 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs 10 /- (Rupees Ten) each held by them;

RESOLVED FURTHER THAT the new equity shares so allotted shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these equity shares;

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RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to file the necessary documents / form(s) with the BSE Limited, Registrar of Companies, SEBI, RBI, NSDL, CDSL, RTA and any other concerned authorities and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper.”

BY ORDER OF THE BOARD

VIPUL POPATLAL CHHEDA
WHOLETIME DIRECTOR
DIN – 00297838

Registered Office:

1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400013

Date: 13th August, 2024

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NOTES:

1. The additional information in respect of item 2 to 7 of the notice is annexed hereto and forms part of the Notice.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. The proxy holder shall prove his identity at the time of attending the Meeting.
3. In terms of the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment, thereof, for the time being in force), M/s. A D V & Associates (Firm Registration No – 128045W), have been appointed as auditors of the Company at the 38th Annual General Meeting held on September 30, 2022, to hold the office for a period of five years till the conclusion of the 43rd Annual General Meeting of the Company to be held in the calendar year 2027 at such remuneration plus applicable tax and out of pocket expenses as may be fixed by the Board of Directors of the Company.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. Disclosure pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2), with respect to Director seeking re-appointment at the **40th Annual General Meeting (AGM)** is annexed hereto.
6. In accordance with the MCA General Circular Nos. 20/2020 dated May 5, 2020 and 10/2022 dated December 28, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the

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Company/ RTA or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company or RTA by following due procedure. A copy of the Notice of this AGM along with Annual Report for the FY 2023-24 is available on the website of the Company at www.shikharleasingandtrading.in, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry (India) Private Limited are held by them in physical form.
8. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company's RTA/ the Company or who will register their email address with the Company.
9. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding the shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register/ update the same by writing to the Registrar and Transfer Agent of the Company viz. M/s. Purva Sharegistry (India) Private Limited ("RTA"), 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel (East), Mumbai – 400011. Tel: 022-23010771 / 49614132 , Fax: (022) 23012517, e-mail: support@purvashare.com
 - b. Members holding the shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.
10. The Register of Members and Share Transfer Books of the Company shall be closed on from **Wednesday, 18th September, 2024 to Tuesday, 24th September, 2024 (both days inclusive)** for the purpose of **Annual General Meeting and Bonus Issue of Shares**, in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11. Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Tuesday, 17th September, 2024 ("Cut-off Date")**, are entitled to vote on the

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Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

12. 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 in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, 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 Purva Sharegistry (India) Private Limited (herein after referred to as Purva) 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 Purva.

The facility for voting through ballot paper shall also be made available at the AGM and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot Papers.

13. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.

However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;

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- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website at www.shikharleasingandtrading.in.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

14. Members may please note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available at www.shikharleasingandtrading.in.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

16. Members are also requested to notify changes in their registered addresses, if any. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

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17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.shikharleasingandtrading.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
18. The Register of Directors and Key Manager, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. Institutional/ Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) intending to send their authorized representative(s) to attend the Meeting are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) at info.roc7412@gmail.com. Such authorization shall contain necessary authority in favour of its authorized representative(s).
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time. In view of the above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its Circular dated January 25, 2022, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited for assistance in this regard.

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A. VOTING THROUGH ELECTRONIC MEANS

- i. 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 in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, 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 Purva Shareregistry (India) Private Limited (herein after referred to as Purva) 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 Purva.
- ii. The facility for voting through ballot paper shall be made available at the venue of meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot paper.
- v. Mrs. Dhanraj Kothari of M/s. D. Kothari and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. (Both Remote e-voting and ballot voting).
- vi. The voting right of shareholders 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. **Tuesday, 17th September, 2024.**
- vii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Tuesday, 17th September, 2024** shall be entitled to avail the facility of Remote e-voting or voting at the AGM through Ballot paper.

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- viii. The voting period begins on **Saturday, 21st September, 2024 at 09:00 A.M. and ends on Monday, 23rd September, 2024 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. **Tuesday, 17th September, 2024**) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ix. Details of the e-voting process and other relevant details is as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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

Step 2 : Access through PURVA 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 **Saturday, 21st September, 2024 at 09:00 a.m. and ends on Monday, 23rd September, 2024 at 05:00 p.m.** 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 **Tuesday, 17th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by PURVA 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**,

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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 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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.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, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration

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	<p>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 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 Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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</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 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.</p>

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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues 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 toll free no. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

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

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.

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- 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 EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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)	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. <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 as mentioned in instruction (v).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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; info.roc7412@gmail.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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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 Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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

**ADDITIONAL INFORMATION IN RELATION ITEM NO. 2 AND 3 OF
THE NOTICE**

ITEM NO. 2 and 3:

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

Name of the Director	Mr. Vipul Popatlal Chheda
Date of Birth / Age	24/09/1967, 57 Years
Date of First Appointment on the Board	15/05/2002
Qualification	B.Com, Diploma in Taxation
Expertise in specific functional areas and Brief Profile	Taxation
Experience	32 years of experience in field of taxation
Relationship with other Directors	Nil
Board Membership of other Companies as on March 31, 2024	As given below
Chairperson/ Member of the Committee of the Board of Directors of the Company as on March 31, 2024	Shikhar Leasing and Trading Limited - Stakeholders Relationship Committee (Member)
Name of the listed entities from which he has resigned in the past three years	NIL
Shareholding in the Company including shareholding as a beneficial owner in the listed entity (as on 31/03/2024)	NIL
No. of Board Meetings attended during the last financial year (2023-2024)	4
Terms and Conditions of appointment or re-appointment	Retires by rotation and is liable for re-appointment.

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	Appointment of Vipul Popatlal Chheda (DIN No : 00297838) as the Wholetime Director of the Company for the period of five consecutive years with effect from 01 st April, 2024 to 31 st March, 2029.
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LIST OF DIRECTORSHIP OF MR. VIPUL POPATLAL CHHEDA

Sr. No	CIN/FCRN	Company Name
1	U27106MH2008PTC187590	EUREKA STEEL PRODUCTS PRIVATE LIMITED
2	U70200MH2008PTC184260	NINE X REAL ESTATES DEVELOPERS PRIVATE LIMITED
3	U01110MH1995PTC088742	QUIET AGRO FARMS PRIVATE LIMITED
4	U24100MH2009PTC194942	ANCHOR COLOURS PRIVATE LIMITED
5	U24110MH1994PTC080115	AUROVIN CHEMICAL SPECIALITIES PRIVATE LIMITED
6	U24230MH2001PTC133910	ASHWINI LIFE SCIENCE PRIVATE LIMITED
7	U24246MH1994PTC083354	AVANTI HEALTH CARE PRIVATE LIMITED
8	U74120MH2015PTC268016	CTRLSHIFT.GREEN PRIVATE LIMITED

Except Mr. Vipul Chheda (DIN No: 00297838), being an appointee, none of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 and 3.

ITEM NO. 4:

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

Particulars	Mr. Ravindra Kanji Myatra
Age	01/10/1956, 68 years
Qualification	B. Com.
Experience (including	More than 10 years' experience in the field

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Expertise in specific functional area)/Brief Resume	of Accounts.
Terms and Conditions of Reappointment	To be appointed as Non-executive, Independent Director for first term for the period of five consecutive years with effect from the ensuing 40th Annual General Meeting to be held for the financial year ended 31st March, 2024 i.e. 24th September, 2024 up to the conclusion of the 45th Annual General Meeting to be held for the financial year ended 31st March, 2029.
Date of first appointment on the Board	24 th September, 2024
Shareholding in the Company as on March 31, 2024	NIL
Relationship with other Directors/ Key Managerial Personnel	NIL
Number of meetings of the Board attended during the year	NIL
Directorships of Boards as on March 31, 2024	As Mentioned below

LIST OF DIRECTORSHIP OF MR. RAVINDRA MYATRA

Sr. No	CIN/FCRN	Company Name
1	L18101MH1984PLC034857	HINDUSTAN APPLIANCES LIMITED
2	L45202MH1949PLC007048	SHAH CONSTRUCTION COMPANY LIMITED

ITEM NO. 5:

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

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Particulars	Mr. Dhanesh Bipinchandra Parikh
Age	13/08/1962, 62 Years
Qualification	B. Com.
Experience (including Expertise in specific functional area)/Brief Resume	More than 29 years of experience in field of accounts.
Terms and Conditions of Reappointment	To be appointed as Non-executive, Independent Director for first term for the period of five consecutive years with effect from the ensuing 40th Annual General Meeting to be held for the financial year ended 31st March, 2024 i.e. 24th September, 2024 up to the conclusion of the 45th Annual General Meeting to be held for the financial year ended 31st March, 2029.
Date of first appointment on the Board	24 th September, 2024
Shareholding in the Company as on March 31, 2024	NIL
Relationship with other Directors/ Key Managerial Personnel	NIL
Number of meetings of the Board attended during the year	NIL
Directorships of Boards as on March 31, 2024	As Mentioned below

LIST OF DIRECTORSHIP OF MR. DHANESH PARIKH

Sr. No	CIN/FCRN	Company Name
1	L25209MH1985PLC036049	CLASSIC ELECTRICALS LIMITED
2	U92110MH1995PTC091429	PURNIMA FILMS PRIVATE LIMITED
3	U51900MH1995PLC091084	KSHANIKA TRADING LIMITED
4	U21020MH2009PTC198094	ROMA WRITING INSTRUMENTS PRIVATE LIMITED
5	U23201MH1995PTC090974	PRAMADA OILS PRIVATE LIMITED
6	U27200MH1996PTC102270	KYORI METALS PRIVATE LIMITED
7	U31500MH1982PTC027655	ANCHOR LAMPS PVT LTD

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8	U70100TN1978PLC012211	KALPANA LIFESPACES LIMITED
9	U45200MH2008PTC182997	CHEERS LEADER BUILDERS PRIVATE LIMITED
10	U45202MH2008PTC183902	ARIANA BUILDERS PRIVATE LIMITED
11	U51900MH1995PTC089457	BARINDRA OVERSEAS PRIVATE LIMITED
12	U51900MH1995PTC089723	DHANISHTA EXPORTS PRIVATE LIMITED
13	U51900MH1995PTC090124	NAKSHATRA EXPORTS PRIVATE LIMITED
14	U51900MH1993PTC073001	INDRAJEET EXPORTS PRIVATE LIMITED
15	U74900MH2010PTC209527	ANCHOR MOTION PICTURES PRIVATE LIMITED

Except Mr. Dhanesh Parikh (DIN No: 00676930), being an appointee, none of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

ITEM NO. 6

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

In accordance with the SEBI Order dated 4th June, 2013 and subsequent directions of SEBI, the Company is required to increase the Minimum Public Shareholding (MPS) to 25%. Hence the Board has proposed to issue 2,77,260 Bonus Shares to the Non promoter shareholders of the Company and hence it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 1,30,00,000 (Rupees One Crore Thirty Lakh Only) divided into 13,00,000

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(Thirteen Lakh Only) Equity Shares of Rs. 10/- (Rupees One Only) each, by creation of additional 3,00,000 (Three Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect of existing Equity Shares.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above special resolution as set out at Item No. 6 for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 7

In accordance with the SEBI Order dated 4th June, 2013 and subsequent directions of SEBI, the Company had to increase the Minimum Public Shareholding (MPS) to 25% by inter alia issuing 2,77,260 Bonus Shares to the Non promoter shareholders of the Company in the ratio of 1:3 as proposed in the resolution in item no. 7 and promoter foregoing their entitlement of bonus shares.

The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

Pursuant to the provisions of Section 63 of the Companies Act, 2013, approval of the Members is required for issuance of Bonus Shares to the Members of the Company by way of passing a Special Resolution. Accordingly, the resolutions set out at Item No. 7 seek approval of the Members for Issue of Bonus Shares to the Non promoter Members of the Company.

The Board of Directors is of the opinion that the aforesaid issue of Bonus shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 7 as Special Resolution.

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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.
