



March 30, 2026

To,
The Listing Department
Metropolitan Stock Exchange of India Limited
Building A, Unit 205(A), 2nd Floor,
Agastya Corporate Park, Sunder Baug Lane,
L.B.S. Road, Kurla (W), Mumbai – 400070

Symbol: PKLEASING

Sub: Intimation of Extra-Ordinary General Meeting (EGM) under Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to **Regulation 30 read with Schedule III and Regulation 44** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), we hereby inform you that an **Extra-Ordinary General Meeting (“EGM”)** of the Members of the Company is scheduled to be held on **Thursday, 7th May, 2026 at 10:00 A.M. (IST)** through **Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)**.

The Notice of the EGM along with the **Explanatory Statement** pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith and is also available on the Company’s website: www.pkleasing.in.

Further, in compliance with Regulation 44 of SEBI (LODR), details of e-voting are as follows:

1. **Cut-off date for determining eligibility of shareholders for voting: Thursday, 30th April, 2026**
2. **Date of dispatch of Notice (through electronic mode): Tuesday, 7th April, 2026**
3. **Remote e-voting period: Commences on Monday, 4th May, 2026 at 09:00 A.M. (IST) Ends on Wednesday, 6th May, 2026 at 05:00 P.M. (IST)**
4. **E-voting facility during EGM:** The Company shall also provide e-voting facility during the EGM to those Members who have not cast their vote through remote e-voting.
5. **Declaration of Voting Results:** The results of voting will be declared on or before **Friday, 8th May, 2026 at 05:00 P.M. (IST)** and the same shall be submitted to the Stock Exchange and uploaded on the Company’s website.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For P.K. Leasing & Finance Ltd

Anil Kumar Agarwal
Managing Director
DIN: 00315722



NOTICE

NOTICE is hereby given that the **Extra-Ordinary General Meeting** (“EGM”) of the members (“the members” or “the shareholders”) of **P K Leasing & Finance Ltd** (“the Company”) will be held on **Thursday, 7th May, 2026 at 10:00 (IST)** through Video Conference (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following special business:

SPECIAL BUSINESS

Item No. 1: Increase in Authorized Share Capital of the Company and consequent amendment in the Capital Clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with enabling provisions of the Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crore and Fifty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 4,60,00,000/- (Rupees Four Crore and Sixty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) and 11,00,000 (Eleven Lakh) Preference Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:



“V. The Authorized Share Capital of the Company is Rs. 4,60,00,000/- (Rupees Four Crore and Sixty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 11,00,000 (Eleven Lakh) Preference Shares of Rs. 10/- (Rupees Ten only) each with rights, privileges and conditions attached thereto as may be provided by the regulations of the Company for the time being in force with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified, deferred or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and/or severally authorized to take such steps as may be deemed necessary and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/ forms with the Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

Item No. 2: Approval for the issuance of Unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares (“NCRPS”) on Private Placement Basis

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), and subject to the provisions of the Articles of Association of the Company, any other applicable laws for the



time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the members be and is hereby accorded to the Board of Directors ("Board", which term shall include any committee thereof) to create, offer, issue and allot up to 11,00,000 (Eleven Lakh) fully paid-up unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 17/- (Rupees Seventeen only) per share, for cash, aggregating to Rs. 2,97,00,000/- (Rupees Two Crore and Ninety-Seven Lakh only), to such identified investors, not exceeding 200 in number in a financial year (excluding Qualified Institutional Buyers and employees under ESOP), as may be determined by the Board, including, without limitation, promoters, members of promoter group, directors, key managerial personnel, existing shareholders, banks, financial institutions, mutual funds, insurance companies, bodies corporate and other eligible investors of the Company, on a private placement basis through issue of Private Placement Offer Letter in Form PAS-4, on the terms and conditions given below:

- a) **Size of Issue:** Up to 11,00,000 fully paid-up unlisted NCRPS having face value of Rs. 10/- each at a premium of Rs. 17/- per share, aggregating to Rs. 2,97,00,000/-, for cash consideration on private placement basis.
- b) **Pricing of the NCRPS:** Each NCRPS shall be issued at Rs. 27/- per share (including premium of Rs. 17/- per share). The issue price has been determined on the basis of a valuation report obtained from a Registered Valuer.
- c) **Nature of such shares:** Unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares.
- d) **Rate of Dividend:** Dividend at the rate of 0.001% per annum on the face value of NCRPS, payable subject to availability of distributable profits and at the discretion of the Board.
- e) **Terms and Conditions/Redemption Terms:** The NCRPS shall be redeemable within a period not exceeding twenty (20) years from the date of allotment.



The NCRPS shall be redeemed out of distributable profits of the Company or out of the proceeds of a fresh issue of shares, as permitted under applicable law.

The NCRPS shall be redeemed at a price not less than the issue price and on such terms as may be determined by the Board in accordance with the terms of issue and applicable provisions of the Companies Act, 2013.

- f) **Priority with respect to payment of dividend and repayment of Capital:** The NCRPS shall carry preferential rights over equity shares with respect to payment of dividend and repayment of capital.
- g) **Listing:** The NCRPS shall not be listed on any stock exchange.
- h) **Date of Allotment:** The date of allotment shall be determined by the Board upon receipt of shareholders' approval and subscription money.
- i) **Voting Rights:** The holders of NCRPS shall not be entitled to voting rights except as provided under the Companies Act, 2013, including in circumstances where dividend in respect of such preference shares has remained unpaid for an aggregate period of two years or more.
- j) **Participating Rights:** The holders of NCRPS shall not have any right or claim as regards participation in surplus funds nor in surplus assets and profits of the Company which may remain after the entire redemption value has been repaid.
- k) **Rights on winding-up or repayment of capital:** In the event of winding-up or repayment of capital, the holders of NCRPS shall have preferential rights over equity shareholders for repayment of capital, but shall not be entitled to participate further in surplus assets.
- l) **Early Redemption:** The Company may, at its discretion and subject to applicable law, redeem the NCRPS in one or more tranches at any time after the date of allotment.



P. K. Leasing & Finance Ltd.

P-36, India Exchange Place, 4th Floor
Kolkata-700 001 • Phone : +91 33 2225 3123
E-mail : anilpklf@yahoo.co.in • anilpklf@gmail.com
Web. : www.pkleasing.in

CIN : L65910WB1992PLC055895

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the NCRPS, the Board of Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals, for the issuance and allotment of the NCRPS, as may be required, issuing clarifications on the issue and allotment of the NCRPS, resolving any difficulties, effecting any modifications, changes, variations, alterations, additions and/or deletions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the NCRPS and as the Board may, in its absolute discretion, deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law and to delegate any or all of the powers conferred upon it by this resolution to any committee of directors and/or officer(s) of the Company.”

**By Order of the Board
For P K LEASING & FINANCE LTD**

Sd/-

**Anil Kumar Agarwal
Managing Director
DIN: 00315722**

**Place: Kolkata
Date: 30.03.2026**

**Add: P-36, India Exchange Place,
4th Floor, Kolkata – 700001, West Bengal, India**



NOTES:

1. The Ministry of Corporate Affairs (MCA) has, vide its Circular dated September 19, 2024 read together with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), allowed convening the Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the EGM of the Company is being held through VC. The deemed venue for the EGM shall be the registered office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing Board Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to mseema8@gmail.com.
4. The members can join the Extra-Ordinary General Meeting in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for at least 150



members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.

5. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities of listed companies shall be affected only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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, Niche Technologies Private Limited, for assistance in this regard.
6. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares are held by them in electronic form and to the Company in case the shares are held by them in physical form.
8. 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. Members are requested to submit the said details to their DP in case the shares



are held by them in electronic form and to the Company in case the shares are held in physical form.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company. Members may note that the Notice will also be available on the Company's website www.pkleasing.in and websites of the Stock Exchange, i.e., Metropolitan Stock Exchange of India at www.msei.in and on the website of CDSL.
11. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
13. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 1 and 2 setting out all material facts relating to the Special Business is annexed hereto.
14. Instructions for e-voting and joining the EGM are as follows:



VOTING THROUGH ELECTRONICS MEANS

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- b) The remote e-voting period commences on **Monday, 4th May, 2026 at (09:00 a.m.)** and ends on **Wednesday, 6th May, 2026 at (17:00 p.m.)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Thursday, 30th April, 2026**, i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- c) The Board of Directors has appointed **Ms. Seema Manglunia (More) (Membership No. FCS: 9390, CP: 10520), Practicing Company Secretary**, as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
- d) The members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.



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

1. The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
5. Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to the meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at anilpklf@yahoo.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile



number at anilpklf@yahoo.co.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Login method for CDSL e-Voting and joining virtual meetings:

e-voting Details:	
Commencement of e-voting Date & Time:	Monday, 4 th May, 2026 at (09:00 a.m.)
Conclusion of e-voting Date & Time:	Wednesday, 6 th May, 2026 at (17:00 p.m.)
Meeting Date & Time:	Thursday, 7 th May, 2026 at (10:00 a.m.)

Type of Shareholders	Login Method
	(Please refer the detailed e-voting instruction mentioned in the Notice sent by the company.)
Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL.	<u>Login access through CDSL Depository system</u> CDSL EASI/EASIEST USERS: Visit www.cdslindia.com - click on login - My Easi NON EASI/EASIEST USERS: Visit www.cdslindia.com - click on E-Voting



	If You have any queries or issues regarding Login access through CDSL Depository system, you can write an email to helpdesk.evoting@cdslindia.com .
Shareholders who are holding shares in “Physical Form” and “Non- Individual Shareholders holding shares in Demat form”.	<u>Login access through respective e-voting service providers (ESPs) system</u> If you have any queries or issues regarding Login access through e-voting service providers (ESPs) system, you need to contact respective ESPs.

Please refer the Notice for detailed instructions for e-Voting and joining the EGM.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, **the detailed login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL.**

1. Users who have already 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. Visit www.cdslindia.com/ and click on Login icon and select My Easi.
2. Alternatively, the user can directly access e-Voting page by providing Demat Account Number (BOID) and PAN No. from a e-Voting Tab available on CDSL home page www.cdslindia.com click on E Voting The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
3. After successful login, user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting 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.



4. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on Login icon and select My Easi and Register.

If you have any queries or issues regarding Login access through CDSL Depository system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode with NSDL

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

Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to 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 you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>.



P. K. Leasing & Finance Ltd.

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Web. : www.pkleasing.in

CIN : L65910WB1992PLC055895

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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

Presently, the Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore and Fifty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

The Company proposes to issue unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") as set out in Item No. 2 of this Notice. In order to facilitate the issuance of such preference shares, it is necessary to increase the Authorized Share Capital of the Company to include preference share capital. Accordingly, the Authorized Share Capital of the Company is proposed to be increased from Rs. 3,50,00,000/- (Rupees Three Crore and Fifty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 4,60,00,000/- (Rupees Four Crore and Sixty Lakh only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 11,00,000 (Eleven Lakh) Preference Shares of Rs. 10/- (Rupees Ten only) each.

Consequent to the aforesaid increase in authorized share capital, the relevant provisions of the Memorandum of Association of the Company would be required to be altered.

A duly altered draft copy of the Memorandum of Association of the Company is available at the Registered Office of the Company for inspection of the members and also will be made available to the members from whom request is received on anilpklf@yahoo.co.in through their e-mail address registered with the Company.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

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.2

The Company, vide resolution mentioned in Item No. 2 of this Notice, seeks the approval of Shareholders for issuance of unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares (“NCRPS”). Accordingly, the Board of Directors of the Company, at its meeting held on March 10, 2026, had approved the said proposal pursuant to the applicable provisions of Sections 42 and 55 of the Companies Act, 2013 and the rules framed thereunder and all other applicable laws, rules and regulations, to offer, issue and allot up to 11,00,000 (Eleven Lakh) fully paid-up unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares (“NCRPS”) having face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 17/- (Rupees Seventeen only) per share, aggregating to Rs. 2,97,00,000/- (Rupees Two Crore and Ninety-Seven Lakh only), to such identified investors, not exceeding 200 in number in a financial year (excluding Qualified Institutional Buyers and employees under ESOP), as may be determined by the Board, including, without limitation, promoters, members of promoter group, directors, key managerial personnel, existing shareholders, banks, financial institutions, mutual funds, insurance companies, bodies corporate and other eligible investors of the Company, on a private placement basis and on such terms and conditions set out in the Private Placement Offer Letter in Form PAS-4.

Furthermore, as per Section 42 of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to securities, including NCRPS on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, for each such offer and invitation.

The approval of members is accordingly being sought by way of Special Resolution under Sections 42 and 55 of the Act read with rules framed thereunder, as amended from time to time, for the issue and offer of NCRPS as set out in the Resolution at Item No.2 and to allot the NCRPS, on a private placement basis.



As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue are as follows:

Sr. No.	Particulars	Details
1.	Particulars of the offer including date of passing of Board Resolution	The Board, at its meeting held on March 10, 2026, subject to the approval of the members and such other approvals as may be required, approved the issuance of up to 11,00,000 unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 17/- (Rupees Seventeen only) per share, aggregating to Rs. 2,97,00,000/- (Rupees Two Crore and Ninety-Seven Lakh only), for cash, on a private placement basis.
2.	Kinds of securities offered and the price at which security is being offered	Up to 11,00,000 unlisted NCRPS at a price of Rs. 27/- (Rupees Twenty-Seven only) per share including premium of Rs. 17/- (Rupees Seventeen only) per share.
3.	Basis or justification of the price (including premium, if any) at which the offer or invitation is being made	The issue price of Rs. 27/- per share (including premium of Rs. 17/- per share) is based on the valuation report provided by the Registered Valuer, Mukesh Banka, Registered Valuer (IBBI Regn. No. IBBI/RV/06/2020/12905)
4.	Name and Address of the Valuer who performed the valuation	Mr. Mukesh Banka, Registered Valuer (IBBI Regn. No. IBBI/RV/06/2020/12905) Address: 2, Lal Bazaar Street, 1 st Floor, Room No. 107C, Kolkata – 700001, West Bengal, India
5.	Amount which the Company intends to raise by way of such securities	Aggregating up to Rs. 2,97,00,000/- (Rupees Two Crore and Ninety-Seven Lakh only).
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	The NCRPS shall carry a dividend at the rate of 0.001% per annum on the face value, payable subject to availability of distributable profits and at the discretion of the Board. The date of allotment shall be determined by the Board upon receipt of shareholders' approval and subscription money. The proceeds of the issue shall be utilized towards meeting the Net Owned Fund (NOF) requirements of the Company.
7.	Size of the issue and number of preference shares to be issued and nominal value of each share	Up to 11,00,000 (Eleven Lakh) fully paid-up NCRPS of face value of Rs. 10/- each at a premium of Rs. 17/- per share, aggregating to Rs. 2,97,00,000/-.



8.	Objects of the issue	To meet the Net Owned Fund (NOF) requirements of the Company.
9.	Manner of issue of shares	On a Private Placement basis.
10.	Price at which such shares are proposed to be issued and basis on which the price has been arrived at	The NCRPS shall be issued at Rs. 27/- per share (including premium of Rs. 17/- per share), based on the valuation report of Mr. Mukesh Banka, Registered Valuer (IBBI Regn. No. IBBI/RV/06/2020/12905).
11.	Terms of issue, including terms and rate of dividend on each share, etc.	Dividend at 0.001% per annum on face value, subject to availability of profits and at the discretion of the Board, and shall remain fixed over the tenure of the NCRPS.
12.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The NCRPS shall be redeemable within a period not exceeding 20 (twenty) years from the date of allotment. Redemption shall be at a price not less than the issue price and in accordance with applicable provisions of the Companies Act, 2013. The NCRPS shall be non-convertible in nature.
13.	Manner and modes of redemption	The NCRPS shall be redeemed out of distributable profits of the Company or out of the proceeds of a fresh issue of shares, as permitted under applicable law.
14.	Current shareholding pattern of the Company	Shareholding of the Company as on December 31, 2025 is given as Annexure – I .
15.	Expected dilution in equity share capital upon conversion of preference shares	Not applicable as the NCRPS are non-convertible.
16.	The change in the control, if any, in the Company that would occur consequent to the offer	There shall be no change in control of the Company pursuant to the issue, as the NCRPS are non-convertible.
17.	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	Not applicable. The proposed issue is for cash consideration.

The Board of Directors believes that the proposed private placement of NCRPS is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth at Item No. 2 of this Notice for approval of the members by way of a Special Resolution.



P. K. Leasing & Finance Ltd.

P-36, India Exchange Place, 4th Floor
Kolkata-700 001 • Phone : +91 33 2225 3123
E-mail : anilpklf@yahoo.co.in • anilpklf@gmail.com
Web. : www.pkleasing.in

CIN : L65910WB1992PLC055895

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, except to the extent of securities that may be subscribed by them, if any, on a private placement basis.

**By Order of the Board
For P K LEASING & FINANCE LTD**

Sd/-

**Anil Kumar Agarwal
Managing Director
DIN: 00315722**

**Place: Kolkata
Date: 30.03.2026**

**Add: P-36, India Exchange Place,
4th Floor, Kolkata – 700001, West Bengal, India**

Format of holding of specified securities

Annexure - I

- 1 **Name of Listed Entity : P K LEASING & FINANCE LTD.**
- 2 Scrip Code/Name of Scrip/Class of Security :
- 3 Share Holding Pattern Filed under: Reg. 31(1) (b) : **Quarter Ended 31/12/2025**
- 4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

- 5 The tabular format for disclosure of holding of specified securities is as follows:-

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants ESOP etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XII) = (VII)+X	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII)+X as a % of (A+B+C)	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Non-Disposal Undertaking (XV)		Other encumbrances, if any (XVI)		Total Number of Shares encumbered (XVII) = (XIV)+XV+(XVI)		Number of equity shares held in dematerialized form (XVIII)	Shareholding (No. of shares) under (XIX)					
								No. of Voting Rights						Total as a % of Total Voting rights	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	Sub-category (i)	Sub-category (ii)	Sub-category (iii)
								Class X	Class Y	Total																				
(1) Institutions (Domestic)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0							
(a) Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(b) Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(c) Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(d) Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Financial Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(e) Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(f) Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(g) Asset Reconstruction Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(h) Sovereign Wealth Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(i) NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(j) Other Financial Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(k) Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Sub-Total (B)(1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(2) Institutions (Foreign)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(a) Foreign Direct Investment		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(b) Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(c) Sovereign Wealth Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(d) Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Category I		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Category II		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(e) Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(f) Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
QFI Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
FPI - CORPORATE - CAT-III		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Foreign Corporate Bodies (Incl.FDI)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(3) Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(a) Central Government/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(b) State Government/Governor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
(c) Shareholding by Companies or Bodies Corporate where Central/State Government is a Promoter		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						
Sub-Total (B)(3)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0	0.000	0						

