LEO DRYFRUITS & SPICES TRADING LIMITED

CIN No. : L10799MH2019PLC333102 • **GST No.** : 27AAECL0791L1Z6

E : leodryfruit@gmail.com • **M** : +91-70211 81554

PLOT NO. A - 812, THANE-BELAPUR ROAD, MIDC KHAIRANE, TTC INDUSTRIAL AREA, KOPER KHAIRANE, NAVI MUMBAI - 400710

Date: August 12, 2026

To,
BSE Limited,

25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai- 400 001.

Scrip Code: 544329

Dear Sir/Madam,

Subject: Submission of Notice of Extraordinary General Meeting and E-voting Information under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to our earlier communication dated **August 8, 2026** intimating the outcome of the Meeting of the Board of Directors of the Company approving, inter alia, convening of an Extraordinary General Meeting ("EGM") for Issuance of Warrants Convertible into Equity Shares on Preferential Basis to Promoters/Non-Promoters of The Company, we hereby submit the Notice of the Extraordinary General Meeting of the Company.

The Extraordinary General Meeting of the Members of the Company is scheduled to be held on **Friday, September 4, 2026 at 2:30 P.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to its Members through National Securities Depository Limited ("NSDL").

The details of remote e-voting are as under:

Cut-off Date:	Friday, August 28, 2026
Commencement of Remote E-voting:	Tuesday, September 1, 2026 at 9:00 A.M. (IST)
End of Remote E-voting:	Thursday, September 3, 2026 at 5:00 P.M. (IST)

The Notice of the EGM has already been dispatched electronically to the Members of the Company and has also been made available on the website of the Company.

Kindly take the same on record.

Thanking you.

For Leo Dryfruits & Spices Trading Limited

KAUSHIK SOBHAG CHAND SHAH

Digitally signed by KAUSHIK SOBHAGCHAND SHAH
Date: 2026.08.12 11:18:47 +05'30'

LEO DRYFRUITS & SPICES TRADING LTD. NAVI MUMBAI 400710

Kaushik Shah
Chairman and Managing Director
DIN: 09484633

Encl.: Notice of Extraordinary General Meeting

NOTICE

Notice is hereby given that the Extraordinary General Meeting ("EGM") of the Members of Leo Dryfruits & Spices Trading Limited will be held on Friday, September 4, 2026 at 2.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

1. **Approval of Issuance of Warrants Convertible into Equity Shares on Preferential Basis to Promoters/Non-Promoters Of The Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended from time to time ("Act"), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, if applicable, and all other applicable laws, rules, regulations, notifications, circulars and guidelines, subject to such approvals, permissions, sanctions and consents as may be necessary from the Stock Exchange(s), SEBI and other statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed while granting such approvals, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorised by the Board) to create, offer, issue and allot, in one or more tranches, up to 70,00,000 (Seventy Lakh) Fully Convertible Warrants, each carrying a right exercisable by the Warrant holder to subscribe to and be allotted one (1) fully paid-up Equity Share of the Company having a face value of ₹10/- (Rupees Ten only) each, at an issue price of ₹55/- (Rupees Fifty-Five only) per Warrant, aggregating up to ₹38,50,00,000/- (Rupees Thirty-Eight Crore Fifty Lakh only), on a preferential basis for cash, to the following proposed allottees in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottee	Category	No. of Warrants	Amount (₹)	PAN
1	Kaushik Sobhagchand Shah	Promoter	12,00,000	6,60,00,000	AFBPS3957G
2	Ketan Sobhagchand Shah	Promoter	12,00,000	6,60,00,000	AINPS3514N
3	Shree Ram Realities	Public (Non-Promoter)	16,00,000	8,80,00,000	ACAFS4752K
4	Jignesh Jaswantrai Mehta	Public (Non-Promoter)	14,00,000	7,70,00,000	AIVPM4759M
5	Sejal Rohit Sanghvi	Public (Non-Promoter)	1,00,000	55,00,000	BCUPS3668D
6	Dharmi Paresh Mehta	Public (Non-Promoter)	2,50,000	1,37,50,000	GDZPM5607P
7	Ami Niraj Shah	Public (Non-Promoter)	10,00,000	5,50,00,000	AOUPS9279R
8	Sana Fatima Syed	Public (Non-Promoter)	2,00,000	1,10,00,000	AHLPR1266M
9	Magha Devi Solanki	Public (Non-Promoter)	50,000	27,50,000	DFFPS3155M
Total			70,00,000	38,50,00,000	

RESOLVED FURTHER THAT the Relevant Date for determination of the issue price in accordance with Regulation 161 of the SEBI ICDR Regulations shall be August 05, 2026, being the date 30 days prior to the date of the Extraordinary General Meeting.

RESOLVED FURTHER THAT the issue price of ₹55/- (Rupees Fifty-Five only) per Warrant has been determined in accordance with Regulation 164 read with Regulation 161 and other applicable provisions of Chapter V of the SEBI ICDR Regulations, considering the Relevant Date, and the said issue price is not lower than the floor price determined under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants shall be subject to the following terms and conditions:

A. Each Warrant shall be convertible into one (1) fully paid-up Equity Share of the Company.

B. The conversion option may be exercised by the Warrant holder, in one or more tranches, at any time within 18 (Eighteen) months from the date of allotment of the Warrants.

C. An amount equivalent to 25% of the issue price shall be payable at the time of subscription and allotment of the Warrants and the balance 75% shall be payable at the time of exercise of the conversion option.

D. If the conversion option is not exercised within the aforesaid period of 18 months, the Warrants shall lapse and the amount already paid shall stand forfeited by the Company in accordance with the SEBI ICDR Regulations.

E. The issue price and the number of Equity Shares arising upon exercise of the Warrants shall be subject to appropriate adjustments as permitted under the SEBI ICDR Regulations and other applicable laws in the event of subdivision, consolidation, bonus issue, rights issue, merger, demerger or other corporate actions.

F. The Warrants shall not confer upon the Warrant holders any voting rights or any rights as shareholders until conversion and allotment of Equity Shares.

G. The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations.

H. The Warrant holder shall be entitled to exercise any or all of the Warrants in one or more tranches by giving written notice to the Company together with payment of the balance consideration.

I. The Equity Shares allotted pursuant to conversion of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend, voting rights and all other corporate benefits from the date of allotment.

J. The Company shall obtain the necessary in-principle approval, listing and trading approvals from BSE Limited for the Equity Shares arising upon conversion of the Warrants.

K. The Warrants and the Equity Shares allotted pursuant to conversion thereof shall be subject to the lock-in provisions prescribed under Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, applications, forms, writings and agreements, make necessary filings with BSE Limited, SEBI, the Registrar of Companies and other statutory authorities, appoint intermediaries and advisors, settle any questions, difficulties or doubts that may arise in relation to the preferential issue and to delegate all or any of its powers to any Committee of Directors, Director, Company Secretary or any other officer of the Company, as may be considered necessary for giving effect to this resolution."

By order of the Board of Directors
Leo Dryfruits & Spices Trading Limited

Kaushik

Kaushik Sobhagchand Shah
Managing Director and Chairman
DIN: 09484633

LEO DRYFRUITS & SPICES TRADING LTD. ★ NAVI MUMBAI 400710

Navi Mumbai, August 8, 2026
Corporate Identification Number (CIN): L10799MH2019PLC333102

Regd. Office:
A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Navi Mumbai 400710

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 forms part of this Notice
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/ CFD/CFDPoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFDPoD- 2/P/ CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Extra-Ordinary General Meeting through VC/OAVM. In terms of the said circulars, the Extra-Ordinary General Meeting ("EGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/ OAVM only.

3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for EGM shall be the registered office of the Company, i.e. A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koper Khairane 400710.

4. 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 and SEBI Circular 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.

5. Members will be provided with a facility of e-voting and for attending the EGM through VC/ OAVM by the National Securities Depository Limited ('NSDL') e-Voting system i.e. www. evoting.nsdl.com.

6. 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 (LODR) Regulations, 2015 the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Tuesday, September 1, 2026 at 9.00 a.m. and ends on Thursday, September 3, 2026 at 5.00 p.m. The voting rights of the 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., Friday, August 28, 2026.

7. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Bigshare Services Private Limited having registered office at E-2/3, Ansa Industrial Estate, Sakivihar Rd, Saki Naka, Andheri (East), Mumbai 400072.

8. As per the provisions of Section 72 of the Act and the SEBI Circulars, the facility for making nomination is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH- 14 as the case may be. The said forms can be downloaded from the Company's website www.leodryfruitsandspices.com. The Members are requested to submit the said details to their DPs in case the Equity Shares are held by them in dematerialised form and to the RTA of the Company quoting their folio number in case the Equity Shares are held by them in physical form.

9. The Members holding Equity Shares of the Company in physical form are requested to furnish their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.leodryfruitsandspices.com. Attention of the Members holding Equity Shares of the Company in physical form is invited to go through the same and submit the said Form ISR- 1, at the earliest.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company 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 Depository Participant and holdings should be verified from time to time.

11. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. The Company has also issued a Notice in this regard in the Newspapers.

12. 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.

13. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

14. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Email id of the Company: info@leodryfruitsandspices.com

15. Information and other instructions relating to e-voting are as under:
    a. 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 C Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as mentioned above the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL
    b. The Members can join the EGM in the VC/ OAVM mode 15 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 EGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
    c. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility
    d. The Board of Directors of the Company at their meeting held on August 8, 2026 has appointed Mr. Ritul Parmar (Membership No. F13125), proprietor of M/s. Ritul Parmar & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
    e. Voting rights shall be reckoned on the paid- up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e., August 28, 2026.
    f. 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., August 28, 2026 only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
    g. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.leodryfruitsandspices.com. The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.
    h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., September 4, 2026.
    i. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

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

The remote e-voting period begins on **Tuesday, September 1, 2026 at 09:00 A.M. (IST) and ends on Thursday, September 3, 2026 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 28, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 28, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting C voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp

Type of shareholders	Login Method
	4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting C voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia. com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 option. 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.

	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting C voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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

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

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

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

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

8. Now,youwillhaveto clickon "Login" button.

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

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

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

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

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

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csritulparmar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawale at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@leodryfruitsandspices.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) info@leodryfruitsandspices.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting System**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@leodryfruitsandspices.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 13 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND REGULATION 163 OF CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

Item No. 1

(Pursuant to Section 102 of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

ITEM NO. 1

The Board of Directors ("Board") of **Leo Dryfruits & Spices Trading Limited** ("Company") at its Meeting held on **Saturday, August 08, 2026**, subject to the approval of the Members and such other statutory, regulatory and governmental approvals as may be required, approved the issuance of **up to 70,00,000 (Seventy Lakh) Fully Convertible Warrants** ("Warrants"), each carrying a right exercisable by the Warrant holder to subscribe to and be allotted one (1) fully paid-up Equity Share of the Company having a face value of **₹10/- (Rupees Ten only)** each, at an issue price of **₹55/- (Rupees Fifty-Five only) per Warrant**, aggregating up to **₹38,50,00,000/- (Rupees Thirty-Eight Crore Fifty Lakh only)**, on a preferential basis for cash, in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The proposed preferential issue is intended to strengthen the Company's capital base, improve its financial position and provide long-term resources for business growth and expansion.

Pursuant to Sections **42** and **62(1)(c)** of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, the proposed preferential issue requires approval of the Members by way of a Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

DISCLOSURES UNDER REGULATION 163 OF THE SEBI ICDR REGULATIONS

1. Objects of the Preferential Issue

The proceeds from the proposed preferential issue are proposed to be utilized for one or more of the following purposes:

- Funding working capital requirements;
- Supporting business expansion and growth initiatives;
- Capital expenditure;
- Strategic investments and business opportunities;
- Repayment/prepayment of borrowings, wherever considered commercially appropriate;
- Strengthening the Company's capital base;
- General corporate purposes.

Pending utilization, the proceeds shall be invested in accordance with applicable laws.

2. Maximum Number of Warrants and Amount Proposed to be Raised

The Company proposes to issue **up to 70,00,000 (Seventy Lakh) Fully Convertible Warrants**, each convertible into one Equity Share having a face value of ₹10/- each, at an issue price of **₹55/- per Warrant**, aggregating up to **₹38,50,00,000/-**.

3. Particulars of the Preferential Issue

The preferential issue shall be made on a private placement basis in accordance with Chapter V of the SEBI ICDR Regulations.

Each Warrant shall be convertible into one fully paid-up Equity Share of the Company.

The Warrants may be converted in one or more tranches at any time within **18 (Eighteen) months** from the date of allotment.

Twenty-five per cent (25%) of the issue price shall be payable at the time of subscription and allotment of the Warrants and the balance seventy-five per cent (75%) shall be payable at the time of exercise of the conversion option.

In case the Warrant holder does not exercise the conversion option within the prescribed period, the Warrants shall lapse and the upfront subscription amount shall stand forfeited in accordance with the provisions of the SEBI ICDR Regulations.

4. Relevant Date

In accordance with Regulation 161 of the SEBI ICDR Regulations, the **Relevant Date** for determination of the issue price is **August 05, 2026**, being the date **30 days prior to the date of the Extraordinary General Meeting**, i.e., **September 04, 2026**.

5. Basis on which the Price has been Arrived At

The Equity Shares of the Company are listed on **BSE Limited** and are frequently traded in accordance with the SEBI ICDR Regulations.

The issue price of **₹55/- per Warrant** has been determined in accordance with **Regulation 164 read with Regulation 161 and other applicable provisions of Chapter V of the SEBI ICDR Regulations**, considering the Relevant Date.

The issue price is **not lower than the floor price** determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

As placed before the Board:

Particulars	**Amount**
Relevant Date	05 August 2026
90 Trading Day VWAP	₹51.8763
10 Trading Day VWAP	₹53.1025
Floor Price under Regulation 164	₹53.1025
Issue Price Approved by the Board	**₹55.00**

Accordingly, the proposed issue price is higher than the minimum price prescribed under the SEBI ICDR Regulations.

6. Valuation Report

Since the Equity Shares of the Company are frequently traded on BSE Limited, the issue price has been determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

Accordingly, a valuation report from a Registered Valuer is not required for determination of the issue price under the applicable provisions of the SEBI ICDR Regulations.

7. Intention of Promoters, Directors and Key Managerial Personnel

The following Promoters propose to subscribe to the preferential issue:

- **Mr. Kaushik Sobhagchand Shah**
- **Mr. Ketan Sobhagchand Shah**

Except as stated above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed issue.

8. Identity of the Natural Persons who are the Ultimate Beneficial Owners of the Proposed Allottees

The details of the proposed allottees and the ultimate beneficial owners, wherever applicable, are as under:

Sr. No.	Name of Proposed Allottee	Category	Ultimate Beneficial Owner	No. of Warrants
1	Kaushik Sobhagchand Shah	Promoter	Self	12,00,000
2	Ketan Sobhagchand Shah	Promoter	Self	12,00,000
3	Shree Ram Realities	Public (Non-Promoter)	Narendra Pratap & Prabha Devi, Partners of Firm	16,00,000
4	Jignesh Jaswantrai Mehta	Public (Non-Promoter)	Self	14,00,000
5	Sejal Rohit Sanghvi	Public (Non-Promoter)	Self	1,00,000
6	Dharmi Paresh Mehta	Public (Non-Promoter)	Self	2,50,000
7	Ami Niraj Shah	Public (Non-Promoter)	Self	10,00,000
8	Sana Fatima Syed	Public (Non-Promoter)	Self	2,00,000
9	Magha Devi Solanki	Public (Non-Promoter)	Self	50,000

9. Shareholding Pattern Before and After the Preferential Issue

The shareholding pattern before and after the proposed preferential issue (assuming full conversion of all Warrants) shall be as follows:

Category	Pre-Issue Shares	Pre-Issue %	Warrants Proposed	Post-Issue Shares*	Post-Issue %*
Promoter & Promoter Group	68,18,980	38.11%	24,00,000	92,18,980	37.04%
Public (including all Non-Promoter categories)	1,10,72,460	61.89%	46,00,000	1,56,72,460	62.96%
Total	**1,78,91,440**	**100.00%**	**70,00,000**	**2,48,91,440**	**100.00%**

10. Existing Shareholding of Proposed Allottees

The existing shareholding of the proposed allottees, based on the latest Benpos as on **31 July 2026**, is as follows:

Sr. No.	Proposed Allottee	Existing Shares	Warrants Proposed	Shares after Conversion*
1	Kaushik Sobhagchand Shah	23,58,580	12,00,000	35,58,580
2	Ketan Sobhagchand Shah	20,45,050	12,00,000	32,45,050
3	Shree Ram Realities	2,000	16,00,000	16,02,000
4	Jignesh Jaswantrai Mehta	Nil	14,00,000	14,00,000
5	Sejal Rohit Sanghvi	16,000	1,00,000	1,16,000
6	Dharmi Paresh Mehta	70,350	2,50,000	3,20,350
7	Ami Niraj Shah	7,00,000	10,00,000	17,00,000
8	Sana Fatima Syed	2,000	2,00,000	2,02,000
9	Magha Devi Solanki	Nil	50,000	50,000

* Assuming full conversion of all Warrants.

11. Intention of Promoters to Subscribe

The following Promoters propose to subscribe to the preferential issue:

- Mr. Kaushik Sobhagchand Shah
- Mr. Ketan Sobhagchand Shah

Except as stated above, no other Promoter or Promoter Group entity proposes to subscribe to the preferential issue.

12. Change in Control

The proposed preferential issue shall **not result in any change in the management or control of the Company** within the meaning of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

13. Consequential Changes in Voting Rights

Upon conversion of the Warrants into Equity Shares, the voting rights of the respective allottees shall stand increased in proportion to the Equity Shares allotted upon conversion.

14. Lock-in

The Warrants and the Equity Shares arising upon conversion thereof shall be subject to the lock-in requirements prescribed under Chapter V of the SEBI ICDR Regulations and other applicable laws.

15. Time within which the Preferential Allotment shall be Completed

The Company shall complete the allotment of Warrants within **15 days** from the date of passing of the Special Resolution by the Members or within such extended period as may be permitted under the applicable provisions of the SEBI ICDR Regulations or any other applicable law, where the allotment is pending on account of any approval from any regulatory authority or the Central Government.

16. Listing

The Company shall make an application to **BSE Limited** for obtaining in-principle approval for the preferential issue and for listing and trading approval in respect of the Equity Shares arising upon conversion of the Warrants.

17. Undertakings

The Company hereby undertakes that:

(a) It shall re-compute the price of the specified securities in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.

(b) If the amount payable on account of such re-computation is not paid within the time stipulated under the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till such time as the amount payable pursuant to such re-computation is paid.

(c) None of the Company, its Promoters or Directors is classified as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof.

(d) None of the Promoters or Directors is a fugitive economic offender within the meaning of the Fugitive Economic Offenders Act, 2018.

(e) The Company is eligible to undertake the proposed preferential issue in accordance with the applicable provisions of the SEBI ICDR Regulations.

18. Practising Company Secretary's Certificate

A certificate from **Ritul Parmar, Practising Company Secretary**, certifying that the proposed preferential issue is being made in accordance with the requirements of **Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018** shall be available for inspection by the Members during the period commencing from the date of dispatch of this Notice up to the date of the Extraordinary General Meeting. The certificate shall also be made available electronically for inspection by the Members attending the Meeting through Video Conferencing / Other Audio-Visual Means and also available on Company's Website.

19. Statutory Auditor

The Certificate from the Statutory Auditors of the Company **Ratan Chandak & Co LLP, Chartered Accountants**, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available on the Company's Website.

20. Identity of the Natural Persons who are the Ultimate Beneficial Owners

The identity of the Ultimate Beneficial Owners of the proposed allottees, wherever applicable, has been disclosed in this Explanatory Statement. In case of body corporate allottees, the Company has obtained / shall obtain the necessary declarations regarding the Ultimate Beneficial Owners in accordance with applicable law before completion of the allotment.

21. Principal Terms of Assets Charged as Security

Not Applicable, as the proposed issue does not involve creation of any charge on the assets of the Company.

22. Monitoring Agency

Since the size of the proposed issue does not attract the mandatory requirement for appointment of a Monitoring Agency under the SEBI ICDR Regulations, the Company is not required to appoint a Monitoring Agency.

23. Other Approvals

The proposed preferential issue is subject to:

- Approval of the Members by way of Special Resolution.
- In-principle approval of **BSE Limited**.
- Listing and trading approval from **BSE Limited**.
- Such other statutory, regulatory or governmental approvals, permissions or sanctions as may be required.

24. Lock-in

The Warrants and the Equity Shares allotted pursuant to conversion thereof shall be subject to the lock-in requirements prescribed under Chapter V of the SEBI ICDR Regulations.

25. Issue Schedule

The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations or within such extended period as may be permitted by the applicable regulatory authorities.

26. Interest of Directors, Key Managerial Personnel and their Relatives

Except to the extent of their respective shareholding in the Company and the proposed subscription by **Mr. Kaushik Sobhagchand Shah** and **Mr. Ketan Sobhagchand Shah**, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

27. Documents Available for Inspection

The following documents shall be available for inspection by the Members during business hours on all working days up to the date of the Extraordinary General Meeting and shall also be available electronically during the Meeting:

1. Memorandum and Articles of Association of the Company.
2. Certificate of **Ritul Parmar, Practising Company Secretary**, certifying compliance with Chapter V of the SEBI ICDR Regulations.
3. Pricing computation and Relevant Date working under Regulations 161 and 164 of the SEBI ICDR Regulations.
4. Latest shareholding pattern and Benpos of the Company.
5. Copy of the Board Resolution dated **August 08, 2026** approving the preferential issue.
6. Any other documents referred to in this Explanatory Statement.

28. Board Recommendation

The Board of Directors is of the opinion that the proposed preferential issue is in the best interests of the Company and its Members. Accordingly, the Board recommends the Special Resolution set out at **Item No. 1** of the accompanying Notice for approval by the Members.

By order of the Board of Directors
Leo Dryfruits & Spices Trading Limited

Kaushik Sobhagchand Shah
Managing Director and Chairman
DIN: 09484633

Navi Mumbai, August 8, 2026
Corporate Identification Number (CIN): L10799MH2019PLC333102

Regd. Office:
A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Navi Mumbai 400710