

Date: 17.09.2022

To,
BSE LIMITED
25TH FLOOR, P J TOWERS,
DALAL STREET,
MUMBAI-400001, MH

Scrip Code: 532829

Dear Sir/Madam,

SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING AND INTIMATION OF BOOK CLOSURE FOR THE EGM

Dear Sir/ Madam,

We wish to inform you that, the Notice convening Extraordinary General Meeting of the Members of the Company scheduled to be held on Wednesday, October 12, 2022 at 3:00 p.m. at the registered office of the company in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI. The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ('e-voting').

The Notice is also uploaded on the Company's website www.leharfootwear.com.

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer books will remain closed from Thursday, October 06, 2022 to Wednesday, October 12, 2022 (both days inclusive) for the purpose of the EGM.

We request you to kindly take the same on record.

Yours faithfully,
for **Lehar Footwears Limited**

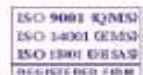
Digitally signed
by Raj Kumar
Agarwal
Date: 2022.09.17
10:02:05 +05'30'

RAJ KUMAR AGARWAL
MANAGING DIRECTOR
DIN: 00127215



LEHAR FOOTWEARS LIMITED

(Formerly known as Lawreshwar Polymers Limited)
A-243(A), Road No.6, V.K.I. Area, Jaipur (INDIA)
Phone : +91-141-4157777, Fax No. +91-141-4157766
W- www.leharfootwear.com, E-info@leharfootwear.com •
CIN No. : L19201RJ1994PLC008196



IWE LR Evawave **ISTUDENT PU BLISS** **OKTHO RELAX**
Caring of Your Feet

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting ("EGM" or "Meeting") of the Members of Lehar Footwears Limited (hereinafter referred to as the "Company") will be held on Wednesday, 12th October, 2022 at 03:00 P.M. at A-243 (A) Road No.6, V.K.I. Area Jaipur 302013 RJ to transact the following special business:

SPECIAL BUSINESS

1. To consider and approve issuance of Warrants convertible into Equity Shares on Preferential Basis

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**"the Act"**), the Companies Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (**"FEMA"**) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI Takeover Regulations"**), the uniform listing agreement entered into by the Company with BSE Limited on which the Equity Shares of the Company having face value ₹10/- each (**"Equity Shares"**) is listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**) and/or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 40,00,000 (Forty Lakhs) warrants, of the Company, at a price of ₹ 52/- (Rupees Fifty Two only) per warrant each (**"Warrant Exercise Price"**) convertible into 1 (One) Equity share of face value of ₹ 10/- each at a premium of ₹ 42/- (Rupees Forty Two only) per share aggregating to not more than ₹ 20,80,00,000/- (Rupees Twenty Crore Eighty Lakhs Only) on a

preferential allotment basis (“**Preferential Allotment**”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the to the following Warrant Allottees:

Sr. No.	Name of Warrant Allottees	Category	No. of Convertible Warrants to be allotted
1.	Naresh Kumar Agarwal	Promoter	2,50,000
2.	Raj Kumar Agarwal	Promoter	2,50,000
3.	Pramod Kumar Agarwal	Promoter	3,50,000
4.	Lakshita Agarwal	Promoter Group	1,00,000
5.	Naveen Kumar Agarwal	Promoter Group	2,50,000
6.	Megha Agarwal	Promoter Group	1,00,000
7.	Sanjay Kumar Agarwal	Promoter Group	2,50,000
8.	Megha Agarwal	Promoter Group	1,00,000
9.	Pankaj Agarwal	Promoter Group	2,75,000
10.	Shally Agarwal	Promoter Group	1,00,000
11.	Prateek Agarwal	Promoter Group	3,65,000
12.	Divya Gupta	Promoter Group	1,00,000
13.	Pooja Agarwal	Promoter Group	2,00,000
14.	Saroj Devi	Promoter Group	1,50,000
15.	Dinesh Kumar Gupta	Promoter Group	75,000
16.	Manju Gupta	Promoter Group	75,000
17.	Navita Goyal	Promoter Group	50,000
18.	Savita Kumari Agarwal	Promoter Group	1,50,000
19.	Latadevi Anilkumar Gadia	Promoter Group	3,00,000
20.	Rakesh Kumar Soni	Non-Promoter	5,000
21.	Vinod Kumar Mishra	Non-Promoter	5,000
22.	Rahul Porwal	Non-Promoter	1,00,000
23.	Govind Saboo	Non-Promoter	65,000
24.	Kapil S Somani HUF	Non-Promoter	25,000
25.	Kaylin Realty Private Limited	Non-Promoter	50,000
26.	Manju Goyal	Non-Promoter	50,000
27.	Neena Saboo	Non-Promoter	50,000
28.	Vidya Gupta	Non-Promoter	30,000
29.	Sangeeta Gupta	Non-Promoter	30,000
30.	Lal Bahadur Singh Chaudhary	Non-Promoter	1,00,000
TOTAL			40,00,000

(collectively known as “**Warrant Allottees**”), on a preferential basis through private placement

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Warrants convertible into Equity Shares is Monday, September 12, 2022, being the date 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting (“**Relevant Date**”).

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolution, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the Warrants to subscribe to the Equity Shares, at any time within 18 (eighteen) months from the date of allotment of the Warrant (**“Warrant Exercise Period”**).
- (b) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares.
- (c) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations.
- (d) The Warrants in respect of which the entire Warrant Exercise Price has been paid, may be exercised by the Investor(s), in one or more tranches, at any time on or before the expiry of Warrant Exercise Period by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in the dematerialized form.
- (e) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (f) The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (h) The Equity Shares arising from the exercise of the Warrants will be listed on the BSE Limited subject to the receipt of necessary regulatory permissions and approvals.
- (i) In the event the rights attached to the Warrants are not exercised within the Warrant Exercise Period, then such Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the consent of the members is hereby accorded to record the names and address of the Investors for

the issue of invitation to subscribe to the Warrants and private placement offer cum application letter in Form PAS-4 to the Investors, inviting them to subscribe to the Warrants in accordance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarification, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek fresh approval from the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares pursuant to exercise of the Warrants and listing thereof with BSE Limited as appropriate and utilization of proceeds of the issue, take all the other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

By order of Board of Directors
For **Lehar Footwears Limited**

Sd/-
Raj Kumar Agarwal
Managing Director
DIN: 00127215

Place: Jaipur

Date: September 16, 2022

Registered Office:

A-243 (A) Road No.6, V.K.I. Area
Jaipur 302013 RJ

NOTES:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy in order to be valid must be received at least 48 hours before the meeting.

Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the businesses is annexed hereto and forms part of this Notice.
3. The Notice calling the EGM has been uploaded on the website of the Company at www.leharfootwear.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com.
4. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, 06th October, 2022 to Wednesday, 12th October, 2022 (both days inclusive) for the purpose of the Extraordinary General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend (if declared). The Company or its Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change in their address or bank mandates immediately to the company or Bigshare.
7. Members are requested to produce the enclosed attendance slip/ e-voting form, duly signed as per the specimen signature recorded with the Company, for admission to the meeting

- hall. Members holding shares in dematerialised form are requested to bring their DP-ID and ClientID numbers for easier identification for attendance at the meeting.
8. All documents referred to in the Notice and Explanatory Statement are available for inspection at the registered office of the Company during the business hours between 10:30 A.M to 6:00 P.M on all working days of the Company upto the date of the Extraordinary General Meeting of the Company.
 9. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least Ten (10) working days prior to the meeting, so that the required information can be made available at the meeting.
 10. Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agent. In case the shares are held in dematerialized form, this information should be sent by the Members to their respective depository participants. Members are requested to quote their folio numbers / DP-ID and Client-ID numbers in their correspondence with the Company.
 11. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agent of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
 12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 13. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extraordinary General Meeting.
 14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 15. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
 16. The route map to the venue of the Meeting is at the end of the notice for easy location.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING / VOTING AT VENUE ARE AS UNDER:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means.

The remote e-voting period begins on October 9, 2022 at IST 09:00 a.m. and ends on October 11, 2022 at IST 05 p.m. The remote e-voting module shall be disabled by CDSL 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. October 5, 2022, 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 October 5, 2022.

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

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

The instructions for members for voting electronically are as under:-

1. Log on to the e-voting website www.evotingindia.com
2. Click on Shareholders
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RAOOOOOOOI in the PAN field.</p>
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 4.</p>
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7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for Lehar Footwears Limited.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If D-mat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdeskevoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdeskevoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com. under help section or write an email to helpdeskevoting@cdslindia.com.

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

Item No. 1

The Board of Directors of the Company at their meeting held on Friday, September 16, 2022 have proposed to issue convertible warrants through preferential allotment to selected group of people as mentioned in the resolution and also in the explanatory statement.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V of "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot convertible warrants on preferential basis to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

(a) Objects of the Preferential Issue:

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- i. To augment the net worth of the Company and to broad base the capital structure of the company required for its business growth.
- ii. To meet increased working capital requirements.
- iii. To meet the long term fund requirements of the Company,
- iv. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

(b) Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

Name of the Proposed Allottees	Class	No. of Convertible Warrants to be allotted	Total Amount (₹ in Lacs)
Naresh Kumar Agarwal	Promoter	2,50,000	130.00
Raj Kumar Agarwal	Promoter	2,50,000	130.00
Pramod Kumar Agarwal	Promoter	3,50,000	182.00
Lakshita Agarwal	Promoter Group	1,00,000	52.00
Naveen Kumar Agarwal	Promoter Group	2,50,000	130.00
Megha Agarwal	Promoter Group	1,00,000	52.00
Sanjay Kumar Agarwal	Promoter Group	2,50,000	130.00
Megha Agarwal	Promoter Group	1,00,000	52.00
Pankaj Agarwal	Promoter Group	2,75,000	143.00
Shally Agarwal	Promoter Group	1,00,000	52.00
Prateek Agarwal	Promoter Group	3,65,000	189.80
Divya Gupta	Promoter Group	1,00,000	52.00
Pooja Agarwal	Promoter Group	2,00,000	104.00
Saroj Devi	Promoter Group	1,50,000	78.00
Dinesh Kumar Gupta	Promoter Group	75,000	39.00
Manju Gupta	Promoter Group	75,000	39.00
Navita Goyal	Promoter Group	50,000	26.00
Savita Kumari Agarwal	Promoter Group	1,50,000	78.00
Latadevi Anilkumar Gadia	Promoter Group	3,00,000	156.00
Rakesh Kumar Soni	Non-Promoter	5,000	2.60
Vinod Kumar Mishra	Non-Promoter	5,000	2.60
Rahul Porwal	Non-Promoter	1,00,000	52.00
Govind Saboo	Non-Promoter	65,000	33.80
Kapil S Somani HUF	Non-Promoter	25,000	13.00
Kaylin Realty Private Limited	Non-Promoter	50,000	26.00
Manju Goyal	Non-Promoter	50,000	26.00
Neena Saboo	Non-Promoter	50,000	26.00
Vidya Gupta	Non-Promoter	30,000	15.60
Sangeeta Gupta	Non-Promoter	30,000	15.60
Lal Bahadur Singh Chaudhary	Non-Promoter	1,00,000	52.00
TOTAL		40,00,000	2,080.00

(c) Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on Friday, September 16, 2022 proposed to issue and allot upto 40,00,000 convertible warrants at a price of ₹ 52/- (Rupees Fifty Two only) per warrant each convertible into 1 (One) Equity share of face value of ₹ 10/- each at a premium of ₹ 42/- (Rupees Forty Two only) per share aggregating to not more than ₹ 20,80,00,000/- (Rupees Twenty Crore Eighty Lakhs Only) to the proposed allottees.

The price of each equity share to be issued in lieu of warrants is fixed at ₹ 52/- (Rupees Fifty Two Only) per share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date.

(d) Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on BSE Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. Monday, September 12, 2022 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

In terms of applicable provisions of SEBI ICDR Regulations, the floor price at which the Warrants shall be allotted is ₹ 51.02/- (Rupees Fifty One and Two paisa only), being higher of the following;

- i. The 90 trading days volume weighted average price of the related Equity Shares of the Company quoted on BSE, preceding the Relevant Date, i.e. ₹ 51.02 per Equity Share; or
- ii. the 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on BSE, preceding the Relevant Date, i.e. ₹ 50.17 per Equity Share;

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Equity Shares to be allotted shall be higher of the following parameters:

- I. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹ 51.02/- (Rupees Fifty one and two paisa only) per Equity Share.

OR

- II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is ₹ 51.38/- (Rupees Fifty one and thirty eight paisa only) per Equity Share.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 51.38 per Equity Share which has been rounded off to ₹ 52/- per equity share. The issue price is ₹ 52/- per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

A Valuation Report received from Litesh Korshi Gada, an Independent Registered Valuer (Registration No. IBBI/RV/05/2019/12643) in terms of Regulation 166A of the SEBI (ICDR) Regulations has been hosted on the website of the company which can be accessed at <http://jpr.leharfootwear.com/>

(e) Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Warrant convertible into equivalent number of Equity Shares of the face value ₹ 10 each to be issued is being Monday, September 12, 2022 i.e. 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) i.e. Wednesday, October 12, 2022

(f) Amount which the Company intends to raise by way of issue of Warrants:

The Company proposes to raise upto ₹ 20,80,00,000/- (Rupees Twenty Crore Eighty Lakhs Only) from the present issue.

(g) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

Mr. Naresh Kumar Agarwal, Mr. Raj Kumar Agarwal and Mr. Pramod Kumar Agarwal (Promoters), Mr. Sanjay Kumar Agarwal, Ms. Latadevi Anil Kumar Gadia, Ms. Lakshita Agarwal, Mr. Naveen Kumar Agarwal, Ms. Megha Agarwal, Ms. Megha Agarwal, Mr. Pankaj Agarwal, Mr. Shally Agarwal, Mr. Prateek Agarwal, Ms. Divya Gupta, Ms. Pooja Agarwal, Ms. Saroj Devi, Mr. Dinesh Kumar Gupta, Ms. Manju Gupta, Ms. Navita Goyal, Ms. Savita Kumari Agarwal (Promoter Group) and Mr. Rakesh Kumar Soni (Key Managerial Personal) have shown their intent to subscribe to the convertible warrants proposed to be issued by the Company.

Apart from them no other Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Warrants under the Preferential Issue. The proposed allotment of convertible warrants is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters.

(h) The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Warrants on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Warrants, provided that where the issue and allotment of the Warrants is pending on account of pendency of any approval or permission for such issue and allotment by and regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

(i) Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on

willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

(j) Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants/ equity shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

(k) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the year 2021-22 and during the period from April 1, 2022 till the date of this notice.

(l) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Naresh Kumar Agarwal	Promoter	Promoter
Raj Kumar Agarwal	Promoter	Promoter
Pramod Kumar Agarwal	Promoter	Promoter
Lakshita Agarwal	Promoter Group	Promoter Group
Naveen Kumar Agarwal	Promoter Group	Promoter Group
Megha Agarwal	Promoter Group	Promoter Group
Sanjay Kumar Agarwal	Promoter Group	Promoter Group
Megha Agarwal	Promoter Group	Promoter Group
Pankaj Agarwal	Promoter Group	Promoter Group
Shally Agarwal	Promoter Group	Promoter Group
Prateek Agarwal	Promoter Group	Promoter Group
Divya Gupta	Promoter Group	Promoter Group
Pooja Agarwal	Promoter Group	Promoter Group
Saroj Devi	Promoter Group	Promoter Group
Dinesh Kumar Gupta	Promoter Group	Promoter Group
Manju Gupta	Promoter Group	Promoter Group

Navita Goyal	Promoter Group	Promoter Group
Savita Kumari Agarwal	Promoter Group	Promoter Group
Latadevi Anilkumar Gadia	Promoter Group	Promoter Group
Rakesh Kumar Soni	Non-Promoter	Non-Promoter
Vinod Kumar Mishra	Non-Promoter	Non-Promoter
Rahul Porwal	Non-Promoter	Non-Promoter
Govind Saboo	Non-Promoter	Non-Promoter
Kapil S Somani HUF	Non-Promoter	Non-Promoter
Kaylin Realty Private Limited	Non-Promoter	Non-Promoter
Manju Goyal	Non-Promoter	Non-Promoter
Neena Saboo	Non-Promoter	Non-Promoter
Vidya Gupta	Non-Promoter	Non-Promoter
Sangeeta Gupta	Non-Promoter	Non-Promoter
Lal Bahadur Singh Chaudhary	Non-Promoter	Non-Promoter

(m) Lock-in Period:

The warrants and the Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

(n) Listing:

The Company will make an application to the Stock Exchange at which the existing Equity Shares are listed for listing of Equity Shares resulting pursuant to conversion of Warrants. The above Equity Shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company in all respects including dividend.

(o) Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

Sr. No.	Name of the proposed allottee(s)	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*)	
1.	Kapil S Somani HUF	Non Promoter-Public	Name of Coparceners	
			Kapil Somani	
			Anuradha Somani	
			Khushi Somani	
2.	Kaylin Realty Private Limited	Non Promoter-Public	Name	
			Rohitkumar Doshi	
			Hemangi Doshi	
			% of Equity holding	
				50.00%
				50.00%

(p) The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	Holding Pre-preferential Issue		No. of Convertible Warrants to be allotted	Holding/Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of shares	%		No. of shares	%
1.	Naresh Kumar Agarwal	Promoter	12,68,566	9.27%	2,50,000	15,18,566	8.59%
2.	Raj Kumar Agarwal	Promoter	14,92,618	10.91%	2,50,000	17,42,618	9.86%
3.	Pramod Kumar Agarwal	Promoter	11,13,632	8.14%	3,50,000	14,63,632	8.28%
4.	Lakshita Agarwal	Promoter Group	1,017	0.01%	1,00,000	1,01,017	0.57%
5.	Naveen Kumar Agarwal	Promoter Group	6,70,960	4.91%	2,50,000	9,20,960	5.21%
6.	Megha Agarwal	Promoter Group	1,85,655	1.36%	1,00,000	2,85,655	1.62%
7.	Sanjay Kumar Agarwal	Promoter Group	3,50,722	2.56%	2,50,000	6,00,722	3.40%
8.	Megha Agarwal	Promoter Group	-	0.00%	1,00,000	1,00,000	0.57%
9.	Pankaj Agarwal	Promoter Group	1,51,365	1.11%	2,75,000	4,26,365	2.41%
10.	Shally Agarwal	Promoter Group	-	0.00%	1,00,000	1,00,000	0.57%
11.	Prateek Agarwal	Promoter Group	29,722	0.22%	3,65,000	3,94,722	2.23%
12.	Divya Gupta	Promoter Group	58,825	0.43%	1,00,000	1,58,825	0.90%
13.	Pooja Agarwal	Promoter Group	24,083	0.18%	2,00,000	2,24,083	1.27%
14.	Saroj Devi	Promoter Group	-	0.00%	1,50,000	1,50,000	0.85%
15.	Dinesh Kumar Gupta	Promoter Group	1,200	0.01%	75,000	76,200	0.43%
16.	Manju Gupta	Promoter Group	6,000	0.04%	75,000	81,000	0.46%
17.	Navita Goyal	Promoter Group	-	0.00%	50,000	50,000	0.28%
18.	Savita Kumari Agarwal	Promoter Group	-	0.00%	1,50,000	1,50,000	0.85%
19.	Latadevi Anil kumar Gadia	Promoter Group	3,800	0.03%	3,00,000	3,03,800	1.72%

20.	Rakesh Kumar Soni	Non-Promoter	-	0.00%	5,000	5,000	0.03%
21.	Vinod Kumar Mishra	Non-Promoter	-	0.00%	5,000	5,000	0.03%
22.	Rahul Porwal	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.57%
23.	Govind Saboo	Non-Promoter	-	0.00%	65,000	65,000	0.37%
24.	Kapil S Somani HUF	Non-Promoter	-	0.00%	25,000	25,000	0.14%
25.	Kaylin Realty Private Limited	Non-Promoter	-	0.00%	50,000	50,000	0.28%
26.	Manju Goyal	Non-Promoter	-	0.00%	50,000	50,000	0.28%
27.	Neena Saboo	Non-Promoter	-	0.00%	50,000	50,000	0.28%
28.	Vidya Gupta	Non-Promoter	-	0.00%	30,000	30,000	0.17%
29.	Sangeeta Gupta	Non-Promoter	-	0.00%	30,000	30,000	0.17%
30.	Lal Bahadur Singh Chaudhary	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.57%

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

(q) Shareholding pattern of the issuer before and after the preferential issue:

Sr. No.	Category of shareholding	Pre issue		Post issue	
		Total No. of shares	% of Total No. of shares	Total No. of shares	% of Total No. of shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	91,29,375	66.74	1,26,19,375	71.38
	Bodies Corporate	2,68,750	1.96	2,68,750	1.96
	Sub Total (A)(1)	93,98,125	68.71	1,28,88,125	72.90
2	Foreign	-	-	-	-
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
(B)	Public Shareholdings				

1	Institution	-	-	-	-
	Sub Total (B)(1)	-	-	-	-
2	Non-Institutions				
	Individual				
	a) Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	20,26,929	14.82	20,36,929	11.52
	b) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	10,98,230	8.03	15,23,230	8.62
	Any Other (Specify)				
	a) HUF	2,23,031	1.63	2,48,031	1.40
	b) Bodies Corporate	8,51,463	6.23	9,01,463	5.10
	c) NRIs	9,838	0.07	9,838	0.06
	d) Clearing Members	70,783	0.52	70,783	0.40
	e) Unclaimed Suspense Account	400	0.00	400	0.00
	Sub Total (B)(2)	42,80,674	31.29	47,90,674	27.10
	Total Public Shareholding (B)=(B)(1)+(B)(2)	42,80,674	31.29	47,90,674	27.10
(C)	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	1,36,78,799	100.00	1,76,78,799	100.00

Notes:

- In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.
- The Proposed Allottees being the Promoters & Person belonging to Promoters' Group have confirmed that upon the conversion of the warrants into equal number of equity shares, the Shareholding of Promoters & Promoters' Group shall be maintained at permissible non-public shareholding i.e. 75% in compliance with the provisions of the Securities Contract (Regulation) Rules, 1957 and it shall not exceed more than the maximum permissible non-public shareholding, at any point of time. Consequently, it is assumed that the post issue shareholding of Promoter and Promoter' Group, after conversion of warrants into equity shares, would not exceed 75%.

(r) Practicing Company Secretary's Certificate:

A certificate from Mr. Ronak Jhuthawat (Membership No. F9738 and COP No. 12094) of M/s. Ronak Jhuthawat & Co, Practicing Company Secretary certifying that the Preferential Issue of Warrants convertible into equity shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the Extra-Ordinary General Meeting of the shareholders. The certificate shall be made available online for inspection to the Members at the Meeting and which can be accessed at <http://jpr.leharfootwear.com/>

(s) Principal terms of assets charged as securities:

Not applicable.

(t) Other Disclosures:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. The proposed allottees (along with Promoter/ Promoter group in case of allotment to Promoter group) have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- iii. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No. 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

Except Mr. Ramesh Chand Agrawal Mr. Raj Kumar Agarwal, Mr. Sanjay Kumar Agarwal, Mr. Rakesh Kumar Soni and Mr. Naresh Kumar Agarwal along with their relatives, no other Director, Key Managerial Personnel and their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution.

By order of Board of Directors
For **Lehar Footwears Limited**

Sd/-
Raj Kumar Agarwal
Managing Director
DIN: 00127215

Place: Jaipur

Date: September 16, 2022

Registered Office:

A-243 (A) Road No.6, V.K.I. Area
Jaipur 302013 RJ

ATTENDANCE SLIP

LEHAR FOOTWEARS LIMITED
(Formerly known as Lawreshwar Polymers Limited)
A-243(A) ROAD NO. 06, V K I AREA, JAIPUR -302013 (RAJ)

(Please fill this attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Extra Ordinary General Meeting of the company to be held at A-243(A) Road No. 06, V K I Area, Jaipur- 302013(RAJ.) on Wednesday, October 12, 2022 at 03:00 P.M.

Folio No. # _____

DP ID* _____

No. of Shares held _____

CLIENT ID* _____

Member's / Proxy's name (in Block Letter)

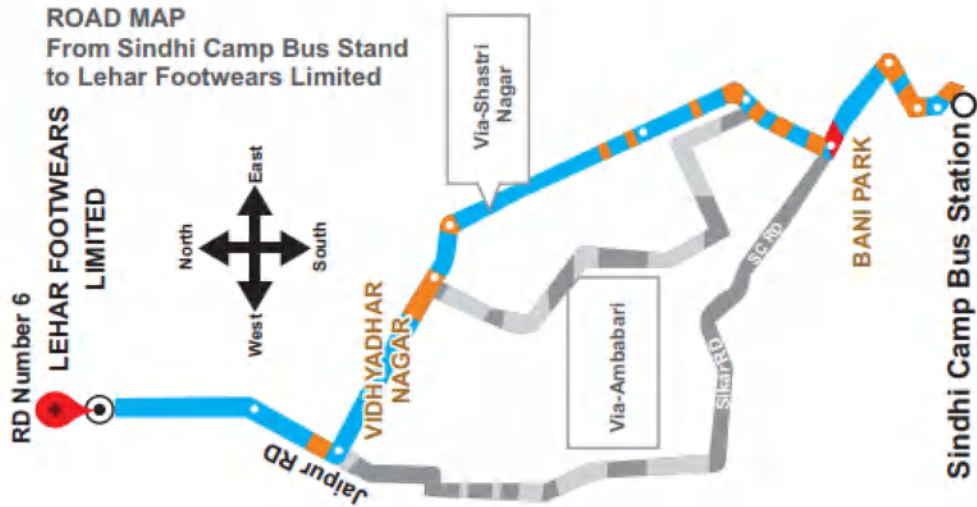
Applicable for shares held in Physical Form

* Applicable for shares held in Dematerialized Form

PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

VENUE: A-243 (A) ROAD NO.6, V.K.I. AREA JAIPUR-302013 RJ

ROUTE MAP



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company: LEHAR FOOTWEARS LIMITED

CIN: L19201RJ1994PLC008196

Registered office: Registered Office: A-243(A) ROAD NO. 06, V K I AREA, JAIPUR-302013 RJ

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature.....or failing him

2. Name:

Address:

E-mail Id:

Signature.....or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Wednesday, October 12, 2022 at 03:00 P.M. at A-243(A), Road No. 06, V.K.I. Area, Jaipur 302013 Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. To consider and approve issuance of Warrants convertible into Equity Shares on Preferential Basis.

Signed this..... day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)

AFFIX RS.
ONE
REVENUE

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.