

**NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING FOR THE
FINANCIAL YEAR 2025-26.**

NOTICE is hereby given that the First Extra-Ordinary General Meeting of the Members of Leapfrog Engineering Services Limited for the Financial Year 2025-26 will be held at shorter notice on Thursday, 9th October, 2025 at 11:30 AM. at the registered office of the Company at No. 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bengaluru - 560 076, Karnataka, to transact the following business as Special Business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, read with the Companies (Audit and Auditors Rules), 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on 4th October, 2025, M/s GRSM & Associates, Chartered Accountants, Bengaluru (Firm Registration Number: 000863S) be and are hereby appointed as Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rao Associates, Chartered Accountants, Bengaluru.”

“**RESOLVED FURTHER THAT** M/s GRSM & Associates, Chartered Accountants, Bengaluru (Firm Registration Number: 000863S) be and are hereby appointed as Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ending 31st March, 2026 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration, as may be fixed by the Board of Directors in consultation with the Auditors and reimbursement of travelling and out-of-pocket expenses, incurred by them for the purpose of audit. ”

**By Order of the Board of Directors
For LEAPFROG ENGINEERING SERVICES LIMITED**


Sneha Laxminarayan Hegde
Company Secretary

Date: 4th October, 2025
Place: Bengaluru.

NOTES:

1. An explanatory statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and such proxies need not be



Members of the Company. In order to be valid, proxy form(s) duly complete in all respects, should be lodged with the Company at its registered office of the Company. Proxy form pursuant to Section 105 of the Companies Act, 2013 is attached herewith.

3. Members attending the meeting are requested to bring with them the attendance slip duly filled in and signed and handover the same at the meeting. The attendance slip forms part of this Notice.
4. The Notice of Meeting is being sent to the Members through electronic mode to their e-mails registered with the Company.
5. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during the business hours on all working days up to the date of the Extra-Ordinary General Meeting.
6. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map of the venue of the Extra-Ordinary General Meeting is enclosed.

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

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the special business mentioned under ITEM No. 1 of the accompanying Notice dated 4th October, 2025.

ITEM NO 1:

APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:

M/s Rao Associates, Chartered Accountants have tendered their resignation as Statutory Auditors with effect from 29th September, 2025 due to other professional commitments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of Statutory Auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended the appointment of M/s. GRSM & Associates, Chartered Accountants (Firm Registration No. 000863S) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rao Associates. Accordingly, Shareholders' approval by way of Ordinary Resolution is sought for the appointment of M/s. GRSM & Associates., Chartered Accountants (Firm Registration No. 000863S) as Statutory Auditors of the Company from this Extraordinary General Meeting and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the financial year ending 31st March, 2026.

M/s. GRSM & Associates., Chartered Accountants (Firm Registration No. 000863S) have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

In view of the above and in terms of Section 139 (8) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, as amended, the approval of the members of the Company is required by way of an **Ordinary Resolution**.

The appointment of Statutory Auditor to fill casual vacancy is in the best interest of the Company and therefore your Board of Directors recommends the resolution for members approval by way of **Ordinary Resolution**.

Therefore, the Board recommends the proposed resolution as set out in *Item No 1* in the accompanying notice for the consideration and approval of the members by way of passing of Ordinary Resolution.

None of the Directors or Key Managerial Persons of the Company, including their relatives, except to the extent of their shareholding in the Company, are concerned or interested in the said resolution.

**By Oder of the Board of Directors
For LEAPFROG ENGINEERING SERVICES LIMITED**


Sneha Laxminarayan Hegde
Company Secretary



Date: 4th October, 2025
Place: Bengaluru



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]

CIN : U74210KA2005PLC036274

Name : LEAPFROG ENGINEERING SERVICES LIMITED

Registered Office : No. 496, Chaitanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Main Road, Bangalore - 560076.

Name of the Member(s) :	
Registered Address :	
E-Mail ID :	
Folio No/ Client ID :	
DP ID :	

I/ We being the member(s) of _____ Equity shares of above Company hereby appoint

1. Name :
2. Address :
3. Email ID :
4. Signature: _____, or failing him,

1. Name :
2. Address :
3. Email ID :
4. Signature: _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the First Extra-Ordinary General Meeting of the Members of the Company for the Financial Year 2025-26 to be held at shorter notice on Thursday, 9th October, 2025 at 11:30 AM, at the registered office of the Company at No. 496, Chaitanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bengaluru-560076, Karnataka and at any adjournment thereof in respect of resolution indicated below:

1. Appointment of statutory auditor to fill casual vacancy.

(Signature of Shareholder)

(Signature of Proxy Holder)

Signed this _____ day of _____ 2025

Notes: Proxy Form in order to be effective should be completed, signed and deposited at the Registered Office of the Company not less than half an hour before the Meeting.

ATTENDANCE SLIP
(To be presented at the entrance)

CIN : U74210KA2005PLC036274
Name : LEAPFROG ENGINEERING SERVICES LIMITED
Regd Office : No. 496, Chaitanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank
Layout, Bannerghatta Main Road, Bengaluru - 560076, Karnataka.

Registered Folio No./ DP ID & Client ID	
Name & address of the member	
Number of shares held	

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the First Extra-Ordinary General Meeting (“EGM”) to be held at shorter notice on Thursday, 9th October, 2025 at 11:30 AM. at the registered office of the company at No. 496, Chaitanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bengaluru - 560 076.

(Signature of Member/ Proxy)

NOTE: Shareholders / Proxy holders are requested to bring this attendance slip to the meeting and hand over the same at the entrance duly signed.



ROUTE MAP



