GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

Dated: September 05, 2026

To
BSE Limited
Department of Corporate Services,
P. J. Towers, Dalal Street, Fort,
Mumbai- 400001

BSE Scrip Code: 530855 (GDL Leasing & Finance Ltd)

Subject: Notice of the 33rd[h] Annual General Meeting for the Financial Year 2025–26.

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of the 33rd Annual General Meeting of the Company, scheduled to be held on **Wednesday, September 30, 2026, at 12:15 P.M. (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

You are requested to please take the same in your records.

Thanking You

Sincerely,
For **GDL Leasing and Finance Limited**

PREM KUMAR JAIN
Digitally signed by PREM KUMAR JAIN
Date: 2026.09.05 15:56:55 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

Encl: As Above

Head Office:-
GDL Leasing & Finance Ltd.
206, Vardhman Diamond Plaza, Paharganj, New Delhi-110055
Ph. No. 011-69206216

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CIN NO.-L74899DL1994PLC057107

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **33rd (Thirty Third) Annual General Meeting** of the members of the Company will be held on **Wednesday 30th Day of September, 2026 at 12:15 noon** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') (hereinafter referred to as 'e-AGM') to transact the following:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March 2026, including audited Balance Sheet as at 31st March, 2026 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

ITEM NO. 2 – RE-APPOINTMENT OF DIRECTOR, WHO RETIRED BY ROTATION

To appoint a Director in place of Mr. Ashish Jain (DIN: 02196387) who retires by rotation and being eligible to offer himself for re-appointment.

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ashish Jain (DIN: 02196387) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

ITEM NO. – 03 APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Akash & Co., Company Secretaries, a peer reviewed firm (Peer Review No. 3283/2023), be and are hereby appointed as Secretarial Auditors to conduct the Secretarial Audit of the Company for five consecutive years, i.e. from financial year 2026-27 to financial year 2030-31, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

ITEM NO. 04 APPOINTMENT OF MR. PANKAJ BANSAL (DIN: 10394872) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Pankaj Bansal (DIN: 10394872), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from 4th September, 2026 by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 4th September 2026 up to 3rd September, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 05 TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. PREM KUMAR JAIN (DIN: 01151409), MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Prem Kumar Jain (DIN: 01151409), Managing Director of the Company to a maximum limit of ₹48,00,000/- (Rupees Forty Eight Lakhs Only) per annum for each financial year commencing from FY 2026–27, notwithstanding that such remuneration may exceed the overall limits prescribed under Section 197 of the Act and/or the threshold prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

RESOLVED FURTHER THAT the aforesaid remuneration shall represent the maximum permissible annual limit and shall not be construed as an entitlement to receive the said amount in any particular financial year, and the actual remuneration payable shall be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits approved herein, having regard to the performance and profitability of the Company, responsibilities entrusted, individual contribution and such other relevant factors as may be considered appropriate.

RESOLVED FURTHER THAT the Board of Directors shall have authority to alter, vary, revise or enhance the remuneration structure, including salary, perquisites, allowances and other benefits, within the limits approved herein and in accordance with applicable law.

RESOLVED FURTHER THAT this approval shall supersede all earlier approvals relating to remuneration payable to Mr. Prem Kumar Jain.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to make necessary filings with regulatory authorities as may be required to give effect to this resolution.**”**

ITEM NO. 06 TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. ATUL JAIN (DIN: 06608095), CFO & DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Atul Jain (DIN: 06608095), CFO & Director of the Company to a maximum limit of ₹48,00,000/- (Rupees Forty-Eight Lakhs Only) per annum for each financial year commencing from FY 2026–27, notwithstanding that such remuneration may exceed the overall limits prescribed under Section 197 of the Act and/or the threshold prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

RESOLVED FURTHER THAT the aforesaid remuneration shall represent the maximum permissible annual limit and shall not be construed as an entitlement to receive the said amount in any particular financial year, and the actual remuneration payable shall be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits approved herein, having regard to the performance and profitability of the Company, responsibilities entrusted, individual contribution and such other relevant factors as may be considered appropriate.

RESOLVED FURTHER THAT the Board of Directors shall have authority to alter, vary, revise or structure the remuneration, including salary, perquisites, allowances and other benefits, within the limits approved herein and in accordance with applicable law.

RESOLVED FURTHER THAT this approval shall supersede all earlier approvals relating to remuneration payable to Mr. Atul Jain.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to make necessary filings

with regulatory authorities as may be required to give effect to this resolution."

ITEM NO. 7 TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing ₹5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) consisting of 55,00,000 (Fifty-Five Lakhs) equity shares of face value ₹10.00/- each to ₹8,50,00,000/- (Rupees Eight Crore Fifty Lakhs Only) consisting of 85,00,000 (Eighty Five Lakhs) equity shares of face value ₹10.00/- each, ranking pari passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is ₹8,50,00,000/- (Rupees Eight Crore Fifty Lakhs Only) consisting of 85,00,000 (Eighty Five Lakhs) equity shares of face value ₹10.00/- each

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution."

ITEM NO . 8 ISSUANCE OF UPTO 30,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO NON – PROMOTER GROUP ON A PREFERENTIAL ISSUE

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

"RESOLVED THAT pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the "**Listing Regulations**"), and subject to any other applicable 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 enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (**" BSE ")** and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the **"Board"**) in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot from time to time, in one or more tranches, 30,00,000 Convertible Warrants into Equity shares on preferential basis , at a price of ₹14/- (Rupees Fourteen Only) per warrant, aggregating up to ₹4,20,00,000/- (Rupees Four Crore Twenty Lakh Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10.00/- (Rupees Ten only), each at a premium of ₹4/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("**Warrant Holder"/ "Proposed Allottees**") belonging to Non-Promoter Group of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of the proposed allottee	Category (Promoter Group/ Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Shalini Jain	Non-Promoter	12,50,000
2.	SRR Tech Consilium Private Limited	Non-Promoter	11,00,000
3.	Chirag Jain	Non-Promoter	5,00,000
4.	Jay Singh Bardia	Non-Promoter	1,50,000
		Total	**30,00,000**

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the purpose of calculating the minimum issue price for the issue of warrants be and is hereby fixed as Monday, August 31, 2026, being 30 days prior to the date of Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, September 30, 2026.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

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

I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (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), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies ("**ROC**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders 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 any fresh approval of the members of the Company 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 and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all 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 be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

For and on behalf of Board of Directors

G D L Leasing and Finance Limited

Sd/-

Prem Kumar Jain

Managing Director

DIN: 01151409

Date: 4th September 2026

Place: New Delhi

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL

3. The Members can join the AGM 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 AGM through VC/OAVM will be made available to atleast 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/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gdlleasing.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or

before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020

9. **To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.**

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on Sunday, 27th September 2026 at 9:00 a.m. (IST) and ends on Tuesday, 29th September 2026 at 5:00 p.m. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 23rd September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iv)In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting

Type of shareholders	Login Method
	page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 and 022 - 2499 7000

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

(v)Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi)After entering these details appropriately, click on “SUBMIT” tab.

(vii)Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii)For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix)Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x)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.

(xi)Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.gdlleasing@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs.gdlleasing@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs.gdlleasing@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

For and on behalf of Board of Directors

G D L Leasing and Finance Limited

Sd/-

Prem Kumar Jain

Managing Director

DIN: 01151409

Date: 4th September 2026

Place: New Delhi

ANNEXURE-1

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

IN PURSUANCE OF REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mr. Ashish Jain	Mr. Pankaj Bansal
DIN	02196387	10398472
Father's Name	Mr. Prem Kumar Jain	Mr. Ram Kishore Bansal
Date of Birth	29/03/1986	27/07/1971
Date of First Appointment on the Board	January 15, 2024	4th September 2026
Address	103, Blue Chip Arcade 3-6-111, Himyantnagar, Hyderabad - 500029	S/o Ram Kishor Bansal, Chandan Nagar, Ghaziabad, Uttar Pradesh - 201011
Nature of Expertise in specific functional areas	Finance and Business Administration	Business Administration
Qualifications	Master of Administration in Marketing from Osmania University, Hyderabad	Graduate
Directorship of other Listed Entity	NIL	NIL
Memberships of Committees of other Listed Entity	NIL	NIL
Details of Listed Entity from which person has resigned in past three years	NIL	NIL
Disclosure of relationship between director inter-se	Mr. Ashish Jain is the son of Mr. Prem Kumar Jain (Managing Director) of the Company.	NA
No. of Shares held in the Company	5,02,809 Equity Shares (10.04%)	NA
Details of Remuneration sought to be paid	As per existing approved terms and conditions	NA

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

The following explanatory statements set out all material facts relating to the Special Businesses mentioned in the accompanying notice.

ITEM NO. 3

APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY FROM FY 2025-26 FOR THE TERM OF 5 (FIVE) CONSECUTIVE YEARS

In terms of Regulation 30 and any other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors at its meeting held on September 4, 2026 approved the appointment of M/s Akash & co., Practicing Company Secretaries, as the Secretarial Auditors for conducting the Secretarial Audit of the Company to hold the office for the term of 5 (Five) consecutive years effective from FY 2026-27 to FY 2030-2031 based on the recommendation of the Audit Committee.

The Brief Profile of Secretarial Auditors:

Sr. No.	Particulars	
1	Name of Firm	M/s Akash & Co.
2	Date of appointment	4 th September, 2026
3	Brief Profile	Mr. Akash Goel, proprietor of M/s Akash & co., Company Secretaries is a member of Institute of Company Secretaries of India with more than 7 years of experience in various laws including corporate laws. The M/s Akash & co., Company Secretaries is a Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI. M/s Akash & co., Company Secretaries, has been the Secretarial Auditors of the Company from FY25-26 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date. In the opinion of the Board, Mr. Akash Goel possesses the relevant expertise and experience which is commensurate with the size and requirements of the Company and Board recommends the passing of resolution at Item No. 3 of the Notice as an Ordinary Resolution
4	Membership Number of Auditor	F13219
5	Tenure	5 Years

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM No. 4:

REGULARISATION OF MR. PANKAJ BANSAL AS AN INDEPENDENT DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Pankaj Bansal** (DIN: 10394872) as an Additional Director of the Company in the category of Independent Director with effect from 4th September , 2026. In terms of Section 161(1) of the Companies Act, 2013, Mr. Pankaj Bansal holds office only up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director.

The Company has received from Mr. Pankaj Bansal (i) his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) an intimation in Form DIR-8 to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013; (iii) a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations; and (iv) a confirmation that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority, in terms of the circulars issued by the Stock Exchanges in that behalf.

Mr. Pankaj Bansal has confirmed that he has registered herself with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and that he will comply with the requirement of the online proficiency self-assessment test to the extent applicable to him.

In the opinion of the Board, Mr. Pankaj Bansal is a person of integrity and possesses the requisite expertise, experience and proficiency for appointment as an Independent Director of the Company, and she fulfils the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for such appointment and is independent of the management. The Board is further of the view that her appointment will strengthen the Board, particularly in the areas of Governance and Accountability, which are relevant to the business the Company now carries on.

The corporate governance provisions of the SEBI Listing Regulations, including Regulations 17 and 25, did not apply to the Company during the financial year ended 31st March, 2026 by virtue of Regulation 15(2)(a), for the reasons set out in the Board's Report. His appointment is accordingly placed before the Members as a Special Resolution in conformity with Regulation 25(2A) and is placed before this Annual General Meeting in conformity with Regulation 17(1C). As an Independent Director, Mr. Pankaj Bansal shall not be liable to retire by rotation and shall not be entitled to any remuneration other than sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses, nor to any stock option.

The particulars of Mr. Pankaj Basal required to be disclosed under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are set out in Annexure-1 to this Notice.

Save and except Mr. Pankaj Bansal and his relatives, to the extent of their respective shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the Members.

ITEM No. 5:

TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. PREM KUMAR JAIN (DIN: 01151409), MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on May 27, 2026, based on the recommendation of the Nomination and Remuneration Committee, has approved, subject to the approval of the members, revision of remuneration payable to Mr. Prem Kumar Jain, Managing Director of the Company.

Considering his continued leadership in driving the strategic direction of the Company, overseeing key business initiatives, supporting expansion plans and contributing significantly to the overall growth and performance of the Company, the Board considers it appropriate to revise his remuneration.

It is now proposed to revise the remuneration up to a maximum limit of ₹48,00,000/- (Rupees Forty-Eight Lakhs Only) per annum for each financial year commencing from FY 2026–27.

The proposed remuneration represents an overall maximum ceiling and shall not be construed as an entitlement to receive the said amount in any particular financial year. It is hereby clarified that the remuneration being approved shall operate as an upper limit, and the actual remuneration payable shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, within the said limits, having regard to the Company's performance, profitability, responsibilities entrusted and other relevant factors.

The proposed remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations and is therefore placed before the members for approval by way of Special Resolution.

Approval of the members is accordingly sought pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations.

Except Mr. Prem Kumar Jain and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM No. 6:

TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. ATUL JAIN (DIN: 06608095), CFO & DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on May 27, 2026, based on the recommendation of the Nomination and Remuneration Committee, has approved, subject to the approval of the members, revision of remuneration payable to Mr. Atul Kumar Jain , CFO & Director of the Company.

Considering his significant operational responsibilities, continued contribution in execution of key business functions and strategic involvement in the growth and development of the Company, the Board considers it appropriate to revise his remuneration.

It is now proposed to revise the remuneration up to a maximum limit of ₹48,00,000/- (Rupees Forty-Eight Lakhs Only) per annum for each financial year commencing from FY 2026–27.

The proposed remuneration represents an overall maximum ceiling and shall not be construed as an entitlement to receive the said amount in any particular financial year. It is hereby clarified that the remuneration being approved shall operate as an upper limit, and the actual remuneration payable shall

be determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, within the said limits, having regard to the Company's performance, profitability, responsibilities entrusted and other relevant factors.

The proposed remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations and is therefore placed before the members for approval by way of Special Resolution.

Approval of the members is accordingly sought pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations.

Except Mr. Atul Jain and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members.

ITEM No. 7:

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

In order to broaden the existing capital structure of the Company and to enable the Company to issue Preferential Warrants convertible into Equity shares, the board of directors at its meeting held on Friday, September 4, 2026, have recommended to increase the authorised share capital of the Company by infusion of more Capital into the Company. Presently, the Authorized Share Capital of the Company is ₹5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) consisting of 55,00,000 (Fifty-Five Lakhs) equity shares of face value ₹10.00/- each, it is proposed to increase the Authorized Share Capital to ₹8,50,00,000/- (Rupees Eight Crore Fifty Lakhs Only) consisting of 85,00,000 (Eighty Five Lakhs) equity shares of face value ₹10.00/- each each by the creation of additional 30,00,000 equity shares of ₹10.00/- (Rupees Ten Only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 5.00 P.M. on all working days of the Company (except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 7 of this Notice.

ITEM N0. 8

ISSUANCE OF UPTO 30,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO NON-PROMOTER GROUP, ON A PREFERENTIAL BASIS

As required by Section 102 of the Companies Act, 2013 (the "**Act**"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 8 of the accompanying Notice dated September 04, 2026:

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on Friday, September 04, 2026, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, up to 30,00,000 (Thirty Lakh) convertible warrants ("**Warrants**"), at a price of ₹14/- (Rupees Fourteen Only) per warrant, aggregating up to ₹4,20,00,000/- (Rupees Four Crore Twenty Lakh Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10/- (Rupees Ten Only), each at a premium of ₹4/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("**Warrant Holder"/ "Proposed Allottees**") belonging to non-promoter group of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws as mentioned in the resolution no. 8.

S. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	Shalini Jain	Non-Promoter	12,50,000
2.	SRR Tech Consilium Private Limited	Non-Promoter	11,00,000
3.	Chirag Jain	Non-Promoter	5,00,000
4.	Jay Singh Bardia	Non-Promoter	1,50,000
		Total	**30,00,000**

b. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to offer, issue and allot, in one or more tranches, up to 30,00,000 (Thirty Lakh) convertible warrants into equity shares ("Warrants"), at a price of ₹14/- (Rupees Fourteen Only) per warrant, aggregating up to ₹4,20,00,000/- (Rupees Four Crore Twenty Lakh Only) ("Total Issue Size") by way of a Preferential Issue.

c. Objects of the Issue:

The Company has come up with the preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise funds up to ₹4,20,00,000/- (Rupees Four Crore Twenty Lakh Only) through issue of warrants on preferential basis to the person/entity belong to non-promoter group of Company.

The Company needs to raise additional funds to achieve the Net Owned Fund of ₹10.00/- crores, which shall be required to maintain by the Company as per notification issued by Reserve Bank of India under Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022 and to meet out the working capital requirement, business expansion and other general corporate purposes of the Company.

As per the notification issued by the RBI i.e. Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022, non-banking financial companies holding a certificate of registration as on October 22, 2021 issued by the Reserve Bank of India and having net owned fund of less than ₹10.00/- crore (Rupees Ten Crore Only), shall require to achieve the Net owned Fund of ₹10.00/- crore (Rupees Ten Crore Only) by March 31, 2027.

d. Maximum number of securities to be issued and price at which securities being offered:

The Company proposes to offer, issue and allot, in one or more tranches, up to 30,00,000 (Thirty Lakh) convertible warrants into equity shares (“Warrants”), at a price of ₹14/- (Rupees Fourteen Only) per warrant, aggregating up to ₹4,20,00,000/- (Rupees Four Crore Twenty Lakh Only) (“Total Issue Size”) by way of a Preferential Issue.

The price for the allotment of securities to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹14/- (Rupees Fourteen Only) per Convertible Warrant.

e. Basis on which the price has been arrived along with report of the registered valuer

The Board of the Company has fixed the Issue price of ₹14/- (Rupees Fourteen Only) each which is equal to the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The Minimum price is ₹13.78/- per warrant in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations.

The shares of the Company are listed on BSE Limited and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No.

IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days up to the date of AGM and uploaded on the website of the Company. The Valuation Report is available at the website of the company https://www.gdlleasing.com/investorsdesk1.html.

f. Relevant Date

The relevant date as per Regulation 161 of SEBI ICDR Regulations, for determination of minimum issue price for the issue of warrant is hereby fixed as Monday, August 31, 2026, being 30 days prior to the date of Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, September 30, 2026.

g. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer

None of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer.

h. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

i. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter and Promoter Group' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Warrants to Be Allotted	Post-Issue shareholding (Post Preferential allotment)	
		No. of equity shares held	% of Shares*		No. of equity shares held	% of Shares**
A	**Promoter & Promoter Group Shareholding**					
A1	Indian Promoter	27,01,575	53.92%	-	27,01,575	33.73%
A2	Foreign Promoter	-	-	-	-	
	Sub Total (A)	**27,01,575**	**53.92%**	-	**27,01,575**	**33.73%**
B	**Public Shareholding**					
B1	Institutions (Domestic)	-	-	-	-	0.00%
B2	Institutions (Foreign)	-	-	-	-	0.00%
B3	Central Government/ State Government(s)/ President of India	-	-	-	-	0.00%
B4	Non-Institutions					

Sr. No.	Category	Pre-Issue Shareholding		Warrants to Be Allotted	Post-Issue shareholding (Post Preferential allotment)	
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	3,43,943	6.86%	-	3,43,943	4.29%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	18,45,274	36.83%	19,00,000	37,45,274	46.75%
B5	Non Resident Indian (NRI)	225	0.00%	-	225	0.00%
B6	Bodies Corporate	7,335	0.15%	11,00,000	11,07,335	13.82%
B7	Any Other (specify)	1,11,748	2.23%	-	1,11,748	1.40%
	HUF	75,000	1.50%	-	75,000	0.93%
	Sub Total B= B1+ B2+B3+B4+B5+B6+B7	**23,08,525**	**46.08%**		**53,08,525**	**66.27%**
	Total Shareholding(A+B)	**50,10,100**	**100.00%**	**30,00,000**	**80,10,100**	**100%**

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e., ₹5,01,01,000 (Rupees Five Crore One Lakh One Thousand Only) divided into 50,10,100 (Fifty Lakh Ten Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

***These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹8,01,01,000 (Rupees Eight Crore One Lakh One Thousand Only) divided into 80,10,100 (Eighty Lakh Ten Thousand One Hundred Only) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 30,00,000 Warrants to be allotted in the current preferential issue.*

j. Consequential Changes in the control and change in management.

There will not be any change in the Composition of the Board, the existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Non-Promoters Group consequent to preferential allotment.

k. The number 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:

During the year, the Company has not made any allotment on preferential basis till date.

l. Principle terms of assets charged as securities.

Not applicable.

m. Material terms of raising such securities

The Equity shares being issued after the conversion of such convertible warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

n. Lock-In Period & Transferability

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

o. The current and proposed status of the allottee(s) post Preferential Issue namely, non-promoters

Sl. No.	Name of Allottee	Current Status	Post Status
1.	Shalini Jain	Non-Promoter	Non-Promoter
2.	SRR Tech Consilium Private Limited	Non-Promoter	Non-Promoter
3.	Chirag Jain	Non-Promoter	Non-Promoter
4.	Jay Singh Bardia	Non-Promoter	Non-Promoter

p. The class or classes of persons to whom the allotment is proposed to be made:
The allotment is proposed to be made to the proposed allottees as mentioned at point no. (q) below.

q. 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, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding*		No. of Shares	% of holding**
1.	Shalini Jain	Non-Promoter	Not Applicable	2,32,200	4.63%	12,50,000	14,82,200	18.50%
2.	SRR Tech Consilium Private Limited	Non-Promoter	1. Harsh Bothra 2. Lokesh Dugar	0	0.00%	11,00,000	11,00,000	13.73%
3.	Chirag Jain	Non-Promoter	Not Applicable	0	0.00%	5,00,000	5,00,000	6.24%
4.	Jay Singh Bardia	Non-Promoter	Not Applicable	0	0.00%	1,50,000	1,50,000	1.87%

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e., ₹5,01,01,000 (Rupees Five Crore One Lakh One Thousand Only) divided into 50,10,100 (Fifty Lakh Ten Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹8,01,01,000 (Rupees Eight Crore One Lakh One Thousand Only) divided into 80,10,000 (Eighty

Lakh Ten Thousand One Hundred Only) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 30,00,000 Warrants to be allotted in the current preferential issue.

r. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Category	Percentage of post preferential issue *
1.	Shalini Jain	Non-Promoter	18.50%
2.	SRR Tech Consilium Private Limited	Non-Promoter	13.73%
3.	Chirag Jain	Non-Promoter	6.24%
4.	Jay Singh Bardia	Non-Promoter	1.87%

*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹8,01,01,000 (Rupees Eight Crore One Lakh One Thousand Only) divided into 80,10,100 (Eighty Lakh Ten Thousand One Hundred Only) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 30,00,000 Warrants to be allotted in the current preferential issue.

s. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable, since the proposed allotment of Warrants will be made on cash basis.

t. Amount which the company intends to raise by way of such securities:

Aggregating up to ₹4,20,00,000/- (Rupees Four Crore Twenty Lakh Only).

u. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretary, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.gdlleasing.com.

v. Other disclosures/Undertaking

i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

vi. The Company is in compliance with the conditions for continuous listing.

vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.

viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

x. None of the allottees have previously subscribed to any shares of the Company during the last one year.

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 8 as Special Resolution for your approval.

None of the Promoters, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 8 of this Notice.

For and on behalf of Board of Directors

G D L Leasing and Finance Limited

Sd/-

Prem Kumar Jain
Managing Director
DIN: 01151409

Date: 4^{th} September 2026
Place: New Delhi