Date: September 04, 2026

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001

BSE Scrip Code: 530855 (GDL Leasing and Finance Limited)

Subject: Outcome of the meeting of the Board of Directors of GDL Leasing and Finance Limited held on Friday, September 04, 2026.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the board of directors of the Company in its meeting held today, i.e., Friday, September 04, 2026, at the Registered Office of the company, has inter-alia, considered and approved the following business:

1. **Increase of Authorized Share Capital of the Company from ₹5,50,00,000/- to ₹8,50,00,000/-:**
   The Board considered and approved the Increase in the Authorised Share Capital of the Company from 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, and consequent alteration in Clause V of the Memorandum of Association of the Company relating to the share capital of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting (**"AGM"**).

2. **Issuance of Warrants convertible into equity shares of the Company to the Non-Promoter category on preferential basis:**
   The Board considered and approved proposal for fund raising through *Approval of* issuance of up to 30,00,000 (Thirty Lakhs) warrants convertible into equity shares on preferential basis (**"Preferential Issue"**) to the persons belonging to non-promoter category subject to the approval of shareholders, in accordance with the Companies Act, 2013 read with the rules made there under and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2018 (**"SEBI ICDR Regulations"**) read with other applicable regulations, if any, at a price of ₹14/- (Rupees Fourteen Only) per warrant, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Annual General Meeting (**"AGM"**) and other regulatory authorities, as may be applicable.

The details as required pursuant to Regulation 30 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. **SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated January 30, 2026, are enclosed herewith as ***Annexure-A***.

3. **Appointment of Additional Director (Independent Director):**
The Board based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of shareholders at the ensuing Annual General Meeting (AGM), has approved the appointment of Mr. Pankaj Bansal (DIN: 10394872) as an Additional Director, in the category of Non-Executive and Independent director of the Company, for a term of five consecutive years, with effect from September 4, 2026.

The details with respect to the appointment as required under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations and read with SEBI Master Circular No. **SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated January 30, 2026, are enclosed herewith as ***Annexure B***.

4. **Convening an Annual General Meeting (AGM) of the Company:**
The Board considered and fixed the day, date and time of Annual General Meeting (**"AGM"**), and approved the Annual Report along with Draft Notice of the AGM, scheduled to be held on **Wednesday, September 30, 2026**, at 12:15 P.M., through Video Conferencing / Other Audio Visual Means (OAVM), pursuant to section 101 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Management and Administration) Rules 2014, including proposed resolution(s) and explanatory statement.

5. **First Cut-off Date:**
The Board considered and fixed Friday, September 04, 2026, as the **"First Cut-off Date"** for Dispatch of Notice to the Shareholders.

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

www.gdlleasing.com
info@gdlleasing.com
gdlgroup@yahoo.com

1. **Cut-off date to determine the eligibility of the members for remote e-voting:**
   The Board considered and fixed Wednesday, September 23, 2026, as the "**Cut-off Date**" for the purpose of determining the Members eligible to remote e-voting on the resolutions set out in the Notice of the AGM,

2. **Appointment of Scrutinizer:**
   The Board has appointed M/s Akash & Co., Practicing Company Secretaries, as a Scrutinizer for the purpose of conducting the e-voting process and Voting at the Annual General Meeting of the Company.

The meeting of Board of Directors commenced at 03:00 P.M. and concluded at 4:15 P.M.

You are requested to please take the above information on record.

Thanking You,
Yours Faithfully,
For **GDL Leasing and Finance Limited**

Prem Kumar Jain
Digitally signed by Prem Kumar Jain
Date: 2026.09.04 16:21:06 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

Encl.: As above

Annexure-A

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are given as below:

S. No.	**Particulars**	**Details**
1.	**Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)**	Issue of up to 30,00,000 warrants convertible into equity shares of face value of ₹10/- each on Preferential basis to the non-promoter category.
2.	**Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)**	Preferential Issue of warrants convertible into equity shares in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made thereunder.
3.	**Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)**	Issue of up to 30,00,000 warrants convertible into equity shares of face value of ₹10/- each on Preferential basis to the non-promoter category (Investors) at a price of ₹14/- (Rupees Fourteen Only) per warrant aggregating up to ₹4,20,00,000.00/- (Rupees Four Crore Twenty Lakh Only) ("**Total Issue Size**")
4.	**Additional Information in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):**	
(i)	**Names of the Investors:**	

S. No.	**Name of the proposed allottee**	**Category (Promoter Group/ Non-Promoter)**	**No. of Warrant 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**

(ii) (a)	**Post allotment of securities – Outcome of the subscription:**	

S. No.	Name of the Proposed allottee	Pre-Preferential		Warrants	Post Preferential	
		Shares	%		Shares	%*
1.	Shalini Jain	2,32,200	4.63%	12,50,000	14,82,200	18.50%
2.	SRR Tech Consilium Private Limited	0	0.00%	11,00,000	11,00,000	13.73%
3.	Chirag Jain	0	0.00%	5,00,000	5,00,000	6.24%
4.	Jay Singh Bardia	0	0.00%	1,50,000	1,50,000	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 Lakhs Ten Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 30,00,000 warrants convertible into equity shares to be allotted in the current preferential issue.*

(b)	**Issue price / Allotted price (in case of convertibles)**	₹14/- (Rupees Fourteen Only) per warrant
(c)	**Number of investors**	4 (Four) Investors
(iii)	**In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument**	Each of the Warrant is exercisable into 1 Equity Share having face value of ₹10/- (Rupees Ten Only) each. The tenor of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.
5.	**Any cancellation or termination of proposal for issuance of securities including reasons thereof**	Not Applicable

For **G D L Leasing and Finance Limited**

Prem Kumar Jain

Digitally signed by Prem Kumar Jain
Date: 2026.09.04 16:21:35 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

Annexure B

The details with respect to the appointment as required under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations and read with SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

S. No.	Particulars	Information
1.	Name of the Director	Mr. Pankaj Bansal (DIN: 10394872)
2.	Reason for change viz. **appointment**, ~~re-appointment, resignation, removal, death or otherwise~~	Appointed as an Additional Director (Non-Executive, Independent director), subject to the approval of the members.
3.	Date of **appointment**~~/reappointment/cessation (as applicable) & term of appointment/re-appointment~~	With effect from September 4, 2026, (To hold office up to the date of the ensuing AGM of the Company) To be appointed for a term of 5 years. On such terms and conditions as may be mutually agreed upon between the Board of Directors and the appointee.
4.	Brief profile (in case of appointment)	Mr. Pankaj Bansal is a Graduate professional with over two decades of entrepreneurship and commercial experience. In 2002, he founded his business venture specializing in the commercial trading and distribution of higher education books, academic publications, and professional literature for post-secondary students and professionals. Over the past 24 years, he has built extensive expertise in business management, supply chain operations, strategic planning, and financial management within the corporate sector.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
6.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	Mr. Pankaj Bansal is not debarred from holding the office of Director by virtue of any order from SEBI or any other authority