



GFL LIMITED

Registered office: 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018
CIN: L65100MH1987PLC374824 • Tel. No.: +91- 22 4032 3851 • Fax No.: +91- 22 4032 3191
Website: www.gflimited.co.in • Email ID: contact@gflimited.co.in

6th July, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

BSE Scrip Code: 500173

NSE Symbol: GFLLIMITED

Sub.: Postal Ballot Notice- Disclosure under Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed a copy of the Postal Ballot Notice approved by the Board at its Meeting held on May 29, 2026 seeking approval of the Members of the Company, by way of remote electronic voting (“E-voting”):

- 1. Re- Appointment of Mr. Shashi Kishore Jain (Din: 00443861) for a second consecutive term of 5 (Five) years as A Non-Executive- Independent Director on the Board of the Company w.e.f. 30th May, 2026 up to 29th May, 2031.**

Following is the Date of Events relevant to Postal Ballot:

Sr. No.	Particulars	Date of Event
1)	Cut-off date for determining shareholders to whom postal ballot notice will be sent	03/07/2026
2)	Date of completion of dispatch of notice of postal ballot through Email	06/07/2026
3)	E- Voting Starting Date	07/07/2026
4)	E-Voting ending date	05/08/2026
5)	Date of intimation of result of passing of special resolution through postal ballot to the Stock Exchanges and placing the same on website of the Company.	07/08/2026

The Company has engaged Central Depository Services (India) Limited (“CDSL”) for providing E-voting facility to all its Members and has appointed Mr. Dhruvil M. Shah, Partner of Dhruvil M. Shah & Co. LLP as the Scrutinizer for conducting Postal Ballot and E-voting process.

The Postal Ballot Notice is also available on the website of the Company at www.gflimited.co.in.

This is for your information and records.

Thanking you,

Yours faithfully,

For **GFL Limited**

Lakhan Laxmi Rajam Shamala
Company Secretary & Compliance Officer



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE of postal ballot (“Notice”) is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with read with the General Circular issued by the Ministry of Corporate Affairs, Government of India from time to time (collectively, referred to as the “MCA Circulars”),. that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company (as on the Cut-off Date) for passing by means of Postal Ballot by voting through electronic means (“E-voting”) only.

Pursuant to Sections 102, 108 and 110 of the Companies Act, the resolution proposed to be passed by way of Postal Ballot through e-voting and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for consideration of the Members.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The Board of Directors of the Company (“the Board”) vide resolution adopted at their Meeting held on 29th May, 2026 has appointed Mr. Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries (FCS: 8021; CP: 8978), as the Scrutinizer for conducting the Postal Ballot by way of E-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions in this Notice and cast their vote electronically from 09.00 a.m. on Tuesday, 07th July, 2026 onwards till 05.00 p.m. on Wednesday, 05 August, 2026, failing which it will be strictly considered that no reply has been received from the Member. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman. The results of Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting and the result declared along with the Scrutinizer's report, be communicated to the stock exchanges, Company's RTA, NSDL/CDSL and will also be displayed on the Company's website www.gflimited.co.in .

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of completion of e-voting, i.e. Wednesday, 05 August, 2026.



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Special Business:

Re- Appointment of Mr. Shashi Kishore Jain (Din: 00443861) for a second consecutive term of 5 (Five) years as A Non-Executive- Independent Director on the Board of the Company w.e.f. 30th May, 2026 up to 29th May, 2031.:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152, read with Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 17 & Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Shashi Kishore Jain (DIN: 00443861) (whose first term of 5 years expires on 29th May, 2026) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing w.e.f. 30th May, 2026 up to 29th May, 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby also accorded for the continuation of office of directorship of Mr. Shashi Kishore Jain (DIN: 00443861) as a Non-Executive Independent Director of the Company, who has attained the age of 75 years.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Shashi Kishore Jain (DIN: 00443861) shall be entitled to receive the remuneration as permitted to be received in the capacity of a Non-Executive, Independent Director of the Company under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and by the shareholders where necessary, from time to time.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

Place: Mumbai
Date: 29th May, 2026

By order of the Board of Directors
For **GFL Limited**

Registered Office:
7th Floor, Ceejay House,
Dr. Annie Besant Road, Worli,
Mumbai - 400018.

Lakhan Laxmi Rajam Shamala
Company Secretary & Compliance Officer
Mem. No.:- A71090



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NOTES:

1. An Explanatory Statement setting out the material facts and the reason/rationale pursuant to Section 102 of the Act and the other applicable provisions of the Act, in respect of the proposed Special Resolution is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. This postal ballot notice is being sent by e-mail to all the Members, whose names appear on the register of Members/list of beneficial owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 03rd July, 2026 (the “Cut-Off Date”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's registrar and share transfer agent, MUFG Intime India Private Limited, (“RTA”).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.
4. The Members are requested to read carefully the instructions and complete the remote e-voting on or before 05.00 p.m. Wednesday, 05 August, 2026.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the depository participant(s) or the Company. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents.
6. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper (in vernacular language).
7. The Board of Directors of the Company (“Board”) vide resolution adopted at their Meeting held on 29th May, 2026, has appointed Mr. Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries (FCS: 8021; CP: 8978), as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot by way of E-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman. The results of Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting and the results along with the Scrutinizer's report, will be communicated to the stock exchanges, Company's RTA, NSDL/CDSL and will also be displayed on the Company's website www.gflimited.co.in
8. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on contact@gflimited.co.in up to the last date of e-voting i.e. Wednesday, 05 August, 2026.
9. The results of the postal ballot will be placed on the Company's website, www.gflimited.co.in and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE, in accordance with the provisions of SEBI Listing Regulations.



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10. E-voting:

- In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- The e-voting period commences from 09.00 a.m. on Tuesday, 07th July, 2026 onwards till 05.00 p.m. on Wednesday, 05 August, 2026. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, 03rd July, 2026.
- Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday, 03rd July, 2026, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

Instructions and other information relating to remote e-voting is provided under the section “Electronic Voting Particulars”.



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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING (ELECTRONIC VOTING PARTICULARS):

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the 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.

- (ii) 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 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	<ol style="list-style-type: none">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 & New System Myeasi 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 & New System Myeasi Tab and then click on registration option.



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	<p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">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.nsd.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.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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.



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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.co.in or call at toll free no.: 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.

(iii) Login method for Remote e-Voting 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) <ul style="list-style-type: none"> • 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.



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Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none">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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant ‘GFL LIMITED’ on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **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.



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- 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; contact@gflimited.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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, Sr. Manager, (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 at toll free no. 1800 21 09911.



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 17 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the Board of Directors at their Meeting held 29th May, 2026, based on the recommendation of Nomination and Remuneration Committee, have re-appointed Mr. Shashi Kishore Jain (DIN: 00443861), (whose first term of 5 years expires on 29th May, 2026), for a second consecutive term of 5 (five) years as a Non-Executive Independent Director of the Company w.e.f. 30th May, 2026 up to 29th May, 2031 under read with schedule IV and Section 161(1) of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company, subject to the approval of the Members through Special Resolution.

The Company has received the following documents from Mr. Shashi Kishore Jain:

- i. consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- iii. a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the Listing Regulations;
- iv. a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20th June, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority and that he is not aware of any circumstances or situation which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence;
- v. certificate of registration with the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

As per Regulation 17(1A) of SEBI Listing Regulations, 2015, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (Seventy-Five) years unless a special resolution is passed to that effect and justification for appointing such a person is given in the explanatory statement annexed to the notice. Mr. Shashi Kishore Jain has already attained the age of 75 (Seventy-Five) years and therefore special resolution has been proposed.

The Board is of the opinion that Mr. Shashi Kishore Jain's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2), in respect Mr. Shashi Kishore Jain seeking reappointment is provided in the Annexure to this Notice and forms part of the Statement



GFL LIMITED

Registered office: 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018
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Website: www.gflimited.co.in • Email ID: contact@gflimited.co.in

A copy of the draft letter for the appointment of Mr. Shashi Kishore Jain as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 05.00 p.m. on Wednesday, 05 August, 2026.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. 05.00 p.m. on Wednesday, 05 August, 2026.

No director, key managerial personnel or their relatives are interested in or concerned with the resolution.

In the opinion of the Board, Mr. Shashi Kishore Jain fulfils the conditions specified under the Act and SEBI Listing Regulations for re-appointment as an Independent Director of the Company and he is independent of the management. Further, considering his background, experience and contributions made during his tenure, the Board is of the opinion that his continued association would be of immense benefit to the Company and recommends the special resolution for continuation of his directorship in the Company w.e.f 30th May 2026, in order to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulation, 2015. The Board recommends passing of the proposed Special Resolution contained in Special Business 1 of the accompanying Notice for the approval of the Members.

Place: Mumbai

Date: 29th May, 2026

By order of the Board of Directors
For **GFL Limited**

Registered Office:

7th Floor, Ceejay House,
Dr. Annie Besant Road, Worli,
Mumbai, Maharashtra, 400018.

Lakhan Laxmi Rajam Shamala
Company Secretary & Compliance Officer
Mem. No.:- A71090



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Annexure

Additional information about the Director recommended for appointment as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Name of Director	Shashi Kishore Jain
Brief Resume	Mr. Shashi Kishore Jain comes with more than 50 years of work experience. He completed his B.Sc. (Engg.) - Electrical from Delhi College of Engineering, Delhi in 1971. He has worked as Plant Development Engineer responsible for Revamping/Upgrading the Plant and Equipment and involved in the New Projects/Plant. He has independently handled the JV Company overseas for supply of Plant, Equipment and Technology Transfer for Telecommunication Cable Industry. He was responsible for setting up a unit for the manufacture of Industrial gases, Managing the Production & Marketing of Industrial Gases. He is also providing consultation for setting up a large gas manufacturing unit for industrial and medical gases
Date of Birth	5 th June, 1949
Age	77 Years
Date of first appointment on the Board	30 th May, 2021
Directors Identification Number	00443861
Qualification	Degree in Electrical Engineering from Delhi College of Engineering
Experience / Expertise in Specific Functional Area	He has over 50 Years of work experience. He was responsible for setting up a unit for the manufacture of Industrial gases, Managing the Production & Marketing of Industrial Gases. He is also providing consultation for setting up a large gas manufacturing unit for industrial and medical gases.
Directorship held in other Companies	<ul style="list-style-type: none">INOX Infrastructure Limited
Membership / Chairmanship of other Companies	<ul style="list-style-type: none">INOX Infrastructure Limited (Member of Audit and Nomination & Remuneration Committee)
The Number of Meeting of the Board Attended during the year	5 out 5
Remuneration last drawn	1.40 lakhs
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr Shashi Kishore Jain is not related to any of the Directors on the Board.
Shareholding in the Company	Nil