



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting of the members of the Company will be held on Tuesday, 9th Day of December 2025 at 03:00 P.M. through video conference/other audio-visual means, to transact the following business(s):

SPECIAL BUSINESS:

ITEM NO. 1: TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakh only) divided into 55,00,000 (Fifty-Five Lakh) equity shares of ₹10/- each to ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of ₹10/- each by creation of additional 45,00,000 (Forty-Five Lakh) equity shares of ₹10/- each, in all respects with the existing equity shares of the Company.

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 Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

“V. The Authorised Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to take all such steps, actions, and do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution.”

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

ITEM NO. 2: ISSUANCE OF UPTO 49,50,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND NON - PROMOTER GROUP ON A PREFERENTIAL ISSUE.

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

“RESOLVED THAT pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and rules made thereunder (the “Act”) and any other applicable provisions, if any, of the Companies Act, 2013, as amended and other relevant rules made there under (including any statutory modification(s) thereto 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 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**”) (“**Stock Exchange**”), RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “**Board**”) of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 49,50,000 (Forty-Nine Lakh Fifty Thousand) convertible warrants (“**Warrants**”), at a price of ₹11.20/- (Rupees Eleven and Twenty Paise Only) per warrant, aggregating up to ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand 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 ₹1.20/- 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 promoter and 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	No. of Warrants to be allotted
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1.	Prem Kumar Jain	Promoter	23,20,400
2.	Shalini Jain	Non-Promoter	12,65,000
3.	Chirag Jain	Non-Promoter	8,95,600
4.	Ajay Kumar Aggarwal HUF	Non-Promoter	50,000
5.	Sejal Aggarwal	Non-Promoter	1,00,000
6.	Nitin Grover HUF	Non-Promoter	69,000
7.	Sandeep Goyal	Non-Promoter	2,00,000
8.	Bhupesh Grover HUF	Non-Promoter	50,000
Total			49,50,000

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 Friday, November 7, 2025, being 30 days prior to the date of Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Tuesday, December 9, 2025. (While reckoning the 30 days i.e., relevant date, the same falls on a weekend therefore the day preceding the weekend is considered as the relevant date for the purpose of calculation of minimum issue price).

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 the aforesaid issue of Warrants shall be subject to the following terms and conditions:

1. 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.
2. 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 SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of Equity Shares. A Warrant exercise price equivalent to 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
3. 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.

4. 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.
5. 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.
6. 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 SEBI ICDR Regulations.
7. The Warrants itself, until exercised and converted into Equity Shares, shall not give 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 SEBI 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 SEBI 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 Exchanges for obtaining of in-principle approval, filing of requisite documents with the concerned 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.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

For & on Behalf of
G D L Leasing and Finance Limited

Sd/-
Prem Kumar Jain
(Managing Director)
DIN: 01151409

Date: 11/11/2025
Place: New Delhi

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the above Items of the accompanying Notice, is annexed hereto. Further, disclosures in relation to above Items of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Extra Ordinary General Meeting ("EGM") virtually, without physical presence of Members at a common venue.
3. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually.
4. The Notice together with the explanatory statement convening this EGM is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a member has specifically requested for a physical copy of the same. Members may kindly note that the Notice together with the explanatory statement convening this EGM will also be available on the Company's website www.gdlleasing.com, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. The Company will also publish an advertisement in the newspapers containing details of the EGM and other relevant information for Members viz. manner of registering e-mail Id, Cut-off date for e-voting etc.

Since this EGM is held through Video Conference/ Other Audio Visual Means ("VC/OAVM"), route map to the venue is not required and therefore, the same is not annexed to this Notice.

Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Tuesday, December 02, 2025 ("Cut-off date") may join the EGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the EGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.

Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first serve basis.

5. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/her/them shall vest in the unfortunate event of his/her/their death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in Form SH-14. The said forms can be downloaded from the Company's website i.e. www.gdlleasing.com.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN'), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - i) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company or RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Master circular SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at i.e. www.gdlleasing.com and is also available on the website of the RTA at <https://www.skylinerta.com/> quoting their folio number, at admin@skylinerta.com
 - ii) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

The Members may contact the Share Department of the Company at the above-mentioned address, telephone numbers and e-mail id or the RTA at their registered office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi, Delhi, 110020; Tel- 011 - 40450193-97; Email- admin@skylinerta.com for any assistance/ clarification.

Appointment of Proxy and Attendance Slip:

1. Since the EGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the EGM, and therefore, proxy form and attendance slip are not annexed to this Notice.
2. The Company has appointed Mr. Akash Goel, Practicing Company Secretary (Membership No. 13219) of M/s. Akash & Co., Company Secretaries, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.

3. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend / vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at akash@akashandco.com with a copy marked to evoting@nsdl.com and cs.gdlleasing@gmail.com.

Electronic dissemination of the EGM Notice:

Notice of the EGM is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of November 07, 2025 and have their email addresses registered with the Company/Depositories.

Members may note that Notice of the EGM will also be available on the Company's website www.gdlleasing.com, website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and also on the website of the Registrar & Transfer Agent at <https://www.skylinerta.com/>

E-voting:

1. In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the EGM) to transact the business mentioned in the Notice convening the EGM.
2. Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned EGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the EGM.
3. Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the Cut-off date.
4. Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the EGM, as the case may be.
5. The procedure for e-voting on the day of the EGM is identical to Remote e-voting instructions as outlined in this Notice.
6. Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.
7. Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of

the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the Cut-off date may follow steps mentioned in the Notice.

8. Members present at the EGM and who have not cast their vote on resolutions set out in the Notice convening the EGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the EGM.
9. However, Members who have exercised their right to vote during the Remote e-voting period may attend the EGM but shall not be entitled to cast their vote again.
10. Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
11. Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail.
12. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote.

Inspection of documents:

The statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this EGM shall be made available for inspection by Members during the remote e-voting period and during the proceedings of the EGM. Members may seek inspection of documents by accessing to the NSDL e-voting platform at <https://www.evoting.nsdl.com> during the aforementioned period.

Speaker registration/facility for non-speakers: Process

1. Registration as speaker at the EGM Members who wish to raise query at the EGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: cs.gdlleasing@gmail.com quoting their name, DP Id. and Client Id./Folio number, on or before 08th December ,2025.
2. The Company reserves the right to restrict the number of questions and/or number of speakers during the EGM, depending upon availability of time and for smooth conduct of the meeting.

3. However, the Company will endeavor to respond to the questions which have remained unanswered during the meeting to the respective shareholders. After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws.
4. The voting results along with the Scrutinizer's report, will be hosted on the Company's website, www.gdlleasing.com website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchange i.e. BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 06th December 2025 at 9:00 A.M. and ends on Monday, 08th December 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 02nd December 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 02nd December 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of	Login Method
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shareholder s	
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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/IdeasDirectRegistration.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 page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting

experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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.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
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	all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akash@akashandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the

download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapatMarg, Lower Parel, Mumbai- 400 013 at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs.gdlleasing@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.gdlleasing@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM/EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.gdlleasing@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The result of voting will be announced at the registered office of the company, by the Chairperson of the **EGM on Thursday, 11th December 2025**. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

For & on Behalf of
G D L Leasing and Finance Limited

Sd/-

Prem Kumar Jain
(Managing Director)
DIN: 01151409

Date: 11/11/2025
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 & REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 01:

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

The Board of Directors of the company at its meeting held on 11th November 2025, proposed an increase in the authorized share capital of the Company from ₹5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only) divided into 55,00,000 (Fifty-Five Lakh) Equity Shares of ₹10/- each to ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of ₹10/- each by creation of additional 45,00,000 (Forty-Five Lakh) equity shares of ₹10/- each, in all respects with the existing equity shares of the Company.

The increase in the authorized share capital is intended to provide the company with the necessary flexibility to meet its future capital requirements. This will allow the company to issue additional shares as and when needed for purposes such as raising funds for business expansion, funding capital-intensive projects, or meeting working capital needs. By increasing the authorized capital, the company ensures that it can issue shares without requiring shareholder approval each time an allotment is made, thus enabling smoother and more efficient management of its capital structure.

As a consequence of the proposed increase, it will also be necessary to amend the Capital Clause (Clause V) of the Memorandum of Association to reflect the revised capital structure. This amendment is required to align the company's constitutional documents with the new authorized share capital.

The Board of Directors of the Company recommends the Resolution to be passed as an Ordinary Resolution as set out in Item No. 01 of the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, except to the extent of their directorship, if any in the resolution set out at Item No. 01 of the Notice.

ITEM NO. 2:

ISSUANCE OF UPTO 49,50,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY, ON A PREFERENTIAL BASIS

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 Tuesday, November 11, 2025, 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 49,50,000 (Forty-Nine Lakh Fifty Thousand) convertible warrants ("Warrants"), at a price of ₹11.20/- (Rupees Eleven and Twenty Paise Only) per warrant, aggregating up to ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand 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 ₹1.20/- 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 promoter and 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. 2.

S. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	Prem Kumar Jain	Promoter	23,20,400
2.	Shalini Jain	Non-Promoter	12,65,000
3.	Chirag Jain	Non-Promoter	8,95,600
4.	Ajay Kumar Aggarwal HUF	Non-Promoter	50,000
5.	Sejal Aggarwal	Non-Promoter	1,00,000
6.	Nitin Grover HUF	Non-Promoter	69,000
7.	Sandeep Goyal	Non-Promoter	2,00,000
8.	Bhupesh Grover HUF	Non-Promoter	50,000
Total			49,50,000

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 49,50,000 (Forty-Nine Lakh Fifty Thousand) convertible warrants into equity shares (“**Warrants**”), at a price of ₹11.20/- (Rupees Eleven and Twenty Paise Only) per warrant, aggregating up to ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand 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 ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand Only) through issue of equity shares on preferential basis to the person/entity belong to promoter and 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 49,50,000 (Forty-Nine Lakh Fifty Thousand) convertible warrants into equity shares (“**Warrants**”), at a price of ₹11.20/- (Rupees Eleven and Twenty Paise Only) per warrant, aggregating up to ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand 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 ₹11.20/- (Rupees Eleven and Twenty Paise 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 ₹11.20/- (Rupees Eleven and Twenty Paise 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 ₹11.20/- per equity share 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 link of Valuation Report is <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 Friday, November 7, 2025, being 30 days prior to the date of Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Tuesday, December 9, 2025 (While reckoning the 30 days, i.e., relevant date, the same falls on a weekend therefore the day preceding the weekend is considered as the relevant date for the purpose of calculation of minimum issue price).

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

Except as follows, none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottee	Promoter/ Director/ KMP	Number of warrants to be issued
1	Prem Kumar Jain	Promoter and Managing Director	23,20,400

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%	23,20,400	50,21,975	50.42%
A2	Foreign Promoter	-	-	-	-	-
	Sub Total (A)	27,01,575	53.92 %	23,20,400	50,21,975	50.42 %
B	Public Shareholding					
B1	Institutions (Domestic)	-	-	-	-	-
B2	Institutions (Foreign)	-	-	-	-	-
B3	Central Government/ State Government(s) / President of India	-	-	-	-	-

B4	Non-Institutions					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2,04,210	4.08%	-	2,04,210	2.05%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	20,27,090	40.46%	24,60,600	44,87,690	45.06%
B5	Bodies Corporate	2,150	0.04%	-	2,150	0.02%
B6	Any Other (specify)					
	HUF	75,075	1.50%	1,69,000	2,44,075	2.45%
	Sub Total B= B1+ B2+B3+B4+B5+ B6	23,08,525	46.08 %	26,29,600	49,38,125	49.58 %
	Total Shareholding(A +B)	50,10,100	100.00 %	49,50,000	99,60,100	100.00 %

*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. ₹9,96,01,000 (Rupees Nine Crore Ninety-Six Lakh One Thousand Only) divided into 99,60,100 (Ninety-Nine Lakh Sixty Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 49,50,000 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 Promoters & 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, promoters and non-promoters

Sl. No.	Name of Allottee	Current Status	Post Status
1.	Prem Kumar Jain	Promoter	Promoter
2.	Shalini Jain	Non-Promoter	Non-Promoter
3.	Chirag Jain	Non-Promoter	Non-Promoter
4.	Ajay Kumar Aggarwal HUF	Non-Promoter	Non-Promoter
5.	Sejal Aggarwal	Non-Promoter	Non-Promoter
6.	Nitin Grover HUF	Non-Promoter	Non-Promoter
7.	Sandeep Goyal	Non-Promoter	Non-Promoter
8.	Bhupesh Grover HUF	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 . N o.	Name of the Proposed Allottees	Catego ry	Ultimate Beneficia l Owner	Pre- Issue Shareholding		Number of Warrant s to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding *		No. of Share s	% of holding **
1.	Prem Kumar Jain	Promot er	Not Applicabl e	20,27,209	40.46%	23,20,400	43,47,609	43.65%
2.	Shalini Jain	Non- Promot er	Not Applicabl e	2,32,200	4.63%	12,65,000	14,97,200	15.03 %
3.	Chirag Jain	Non- Promot er	Not Applicab le	-	-	8,95,600	8,95,600	8.99%
4.	Ajay Kumar Aggarwal HUF	Non- Promot er	Ajay Kumar Aggarwa l	-	-	50,000	50,000	0.50%
5.	Sejal Aggarwal	Non- Promot er	Not Applicab le	-	-	1,00,000	1,00,000	1.00%
6.	Nitin Grover HUF	Non- Promot er	Nitin Grover	-	-	69,000	69,000	0.69%
7.	Sandeep Goyal	Non- Promot er	Not Applicab le	-	-	2,00,000	2,00,000	2.01%
8.	Bhupesh Grover HUF	Non- Promot er	Bhupesh Grover	-	-	50,000	50,000	0.50%

**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. ₹9,96,01,000 (Rupees Nine Crore Ninety-Six Lakh One Thousand Only) divided into 99,60,100 (Ninety-Nine Lakh Sixty Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 49,50,000 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.	Prem Kumar Jain	Promoter	43.65%
2.	Shalini Jain	Non-Promoter	15.03%
3.	Chirag Jain	Non-Promoter	8.99%
4.	Ajay Kumar Aggarwal HUF	Non-Promoter	0.50%
5.	Sejal Aggarwal	Non-Promoter	1.00%
6.	Nitin Grover HUF	Non-Promoter	0.69%
7.	Sandeep Goyal	Non-Promoter	2.01%
8.	Bhupesh Grover HUF	Non-Promoter	0.50%

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹9,96,01,000 (Rupees Nine Crore Ninety-Six Lakh One Thousand Only) divided into 99,60,100 (Ninety-Nine Lakh Sixty Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 49,50,000 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 ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand Only).

u. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares 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 <https://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. 2 as Special Resolution for your approval.

Except, Mr. Prem Kumar Jain belonging to Promoter of Company, 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. 2 of this Notice except and to the extent of their shareholding in the Company.

For & on Behalf of
G D L Leasing and Finance Limited

Sd/-

Prem Kumar Jain
(Managing Director)
DIN: 01151409

Date: 11/11/2025

Place: New Delhi