

G D L LEASING AND FINANCE LIMITED

CIN: L74899DL1994PLC057107

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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 Thursday, 20th Day of February, 2025 at 01:00 P.M through video conference/other audio visual means, to transact the following business(s):

SPECIAL BUSINESS:

1. PREFERENTIAL ALLOTMENT OF UP TO 20,00,000 (TWENTY LAKH) EQUITY SHARES TO THE PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) (“**Stock Exchange**”) on which the Equity Shares of the Company having face value of ₹10/- (Rupees Ten Only) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 20,00,000 (Twenty Lakh) equity shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up (“**Equity Shares**”) for cash, at an issue price of ₹11.50/- (Rupees Eleven and Fifty Paise Only) per shares, aggregating upto ₹2,30,00,000/- (Rupees Two Crore Thirty Lakh Only) (“**Total Issue Size**”) each including a premium of ₹1.50/- (Rupee One and Fifty Paise Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis

(“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person (“**Proposed Allottees**”):

S. No.	Name of Proposed Allottees	Category of Investor	No of equity shares to be issued
1.	Prem Kumar Jain	Promoter	7,70,000
2.	Rakesh Agarwal	Non-Promoter	2,00,000
3.	Sanjay Kumar Hirawat	Non-Promoter	2,00,000
4.	Shalini Jain	Non-Promoter	1,80,000
5.	Gagan Kukreja	Non-Promoter	1,00,000
6.	Manju Hirawat	Non-Promoter	1,00,000
7.	Megha Jain	Non-Promoter	1,00,000
8.	Gitanjali Jain	Non-Promoter	1,00,000
9.	Shallu Jain	Non-Promoter	75,000
10.	Sanjeev Kumar Jain HUF	Non-Promoter	75,000
11.	Venugopal Loya	Non-Promoter	40,000
12.	Saroj Kankani	Non-Promoter	40,000
13.	Saroj Devi Loya	Non-Promoter	20,000

RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating floor price for the issue of Equity Shares is Tuesday, January 21 2025, the date that is 30 (Thirty) days prior to the date of shareholders meeting as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approval.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or

correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

ORDINARY BUSINESS:

2. REGULARISATION OF MR. MUKESH DUDHORIA DIN: (10749468) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Director of the Company, consent of the members be and is hereby accorded to appoint Mr. Mukesh Dudhoria (DIN: 10749468) as Director (Independent Director) of the Company, who was appointed as Additional Director, till the conclusion of ensuing General Meeting.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do sign digitally or otherwise all such necessary e-forms, returns, deeds, documents and writings and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

3. APPOINTMENT (REDESIGNATION) OF MR. ATUL JAIN (DIN: 06608095)

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of Members of the Company be and is hereby accorded to re-designate Mr. Atul Jain (DIN:06608095) from Whole Time Director to Executive Director of the Company with immediate effect as per the terms and conditions set out in the Explanatory Statement annexed to the Notice with other perquisites as per the Rules of the Company and as per the terms and conditions set out in the employment agreement.”

FURTHER RESOLVED THAT Mr. Atul Jain shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

4. APPOINTMENT (REDESIGNATION) OF MR. ASHISH JAIN (DIN: 02196387)

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of Members of the Company be and is hereby accorded to re-designate Mr. Ashish Jain (DIN:02196387) from Whole Time Director to Non-Executive Director of the Company with immediate effect as per the terms and conditions set out in the Explanatory Statement annexed to the Notice with other perquisites as per the Rules of the Company and as per the terms and conditions set out in the employment agreement.”

FURTHER RESOLVED THAT Mr. Ashish Jain shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

5. RESIGNATION OF MR. PREM KUMAR JAIN AS CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

‘RESOLVED THAT Mr. Prem Kumar Jain who had been appointed as a Chief Executive Officer of the company had placed his resignation on 22nd January 2025, from the position of Chief Executive Officer, is hereby approved.

For and on behalf of G D L Leasing and Finance Limited

s/d

Prem Kumar Jain
Managing Director
DIN: 00761959

Place: New Delhi

Date: 25.01.2025

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Since the meeting is being convened via Other Audio Video Means, the provisions of appointing a proxy are not attracted.
3. Brief Resume of the Director(s) seeking appointment/re-designation, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto and forms part of Notice.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 14th day of February, 2025 to Thursday, 20th day of February, 2025 (both days will be inclusive).
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ("the RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Skyline Financial Services Private Limited (RTA).

7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting and number of shares held by them.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
14. In compliance with MCA General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 17/2020 dated 13th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and owing to the difficulties involved in dispatch of physical copies, the Notice of Extraordinary General Meeting (AGM) are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that this Notice will also be available on the Company's website viz. www.gdlleasing.com.
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.gdlleasing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Monday, 17th February, 2025 at 09:00 am and ends on 19th February, 2025 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 13th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) 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 or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.

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

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gdlgroup@yahoo.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For **Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 01: PREFERENTIAL ALLOTMENT OF UP TO 20,00,000 (TWENTY LAKH) EQUITY SHARES TO THE PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY

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 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 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, in its meeting held on Wednesday, January 22, 2025 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 20,00,000 (Twenty Lakh) equity shares having face value of ₹10/- (Rupees Ten Only) per Equity Share, at a price of ₹11.50/- (Rupees Eleven and Fifty Paise Only) per Equity Share including a premium of ₹1.50/- (Rupee One and Fifty Paise Only), aggregating upto ₹2,30,00,000/- (Rupees Two Crore Thirty Lakh Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 1.

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 Board of Directors in its meeting held on Wednesday, January 22, 2025 had approved the issue of equity shares and accordingly propose to issue and allot in aggregate up to 20,00,000 (Twenty Lakh) Equity Shares of face value of ₹10/- (Rupees Ten only) each at a price of ₹11.50/- (Rupees Eleven and Fifty Paise Only) per Equity Share including a premium of ₹1.50/- (Rupee One and Fifty Paise Only), aggregating upto ₹2,30,00,000/- (Rupees Two Crore Thirty Lakh Only) (being not less than the price calculated in terms of ICDR Regulations) to the Promoter and Non-Promoter category on preferential basis.

c) Purpose/Object of the preferential 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 upto ₹2,30,00,000/- (Rupees Two Crore Thirty Lakh 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

It is proposed to issue and allot in aggregate up to 20,00,000 fully paid-up equity shares having face value of ₹10/- (Rupees Ten only) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹11.50/- (Rupees Eleven and Fifty Paise Only).

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

The Board of the Company has fixed the Issue price of ₹11.50/- (Rupees Eleven and Fifty Paise Only) each which is equal or above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The Minimum price is ₹11.50/- 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 upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is www.gdlleasing.com

f) Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Tuesday, January 21 2025, being the working day preceding the date that is 30 (Thirty) days prior to the date of shareholders meeting, to consider and approve the proposed Preferential Issue

g) 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. (h) below.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. No.	Name of the	Category	Ultimate Beneficial	Pre- Issue Shareholding	Number of equity	Post- Issue Shareholding
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	Proposed Allottees		Owner	No. of Shares	% of holding	share to be issued	No. of Shares	% of holding *
1.	Prem Kumar Jain	Promoter	Not Applicable	12,57,209	41.77%	7,70,000	20,27,209	40.46%
2.	Rakesh Agarwal	Non-Promoter	Not Applicable	Nil	Nil	2,00,000	2,00,000	3.99%
3.	Sanjay Kumar Hirawat	Non-Promoter	Not Applicable	Nil	Nil	2,00,000	2,00,000	3.99%
4.	Shalini Jain	Non-Promoter	Not Applicable	52,200	1.73%	1,80,000	2,32,200	4.63%
5.	Gagan Kukreja	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	2.00%
6.	Manju Hirawat	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	2.00%
7.	Megha Jain	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	2.00%
8.	Gitanjali Jain	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	2.00%
9.	Shallu Jain	Non-Promoter	Not Applicable	Nil	Nil	75,000	75,000	1.50%
10.	Sanjeev Kumar Jain HUF	Non-Promoter	Sanjeev Kumar Jain	Nil	Nil	75,000	75,000	1.50%
11.	Venugopal Loya	Non-Promoter	Not Applicable	Nil	Nil	40,000	40,000	0.80%
12.	Saroj Kankani	Non-Promoter	Not Applicable	Nil	Nil	40,000	40,000	0.80%
13.	Saroj Devi Loya	Non-Promoter	Not Applicable	Nil	Nil	20,000	20,000	0.40%

**These percentages have been calculated on the basis of post-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.*

i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer

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

Sr. No.	Name of the Proposed Allottee	Promoter/ Director/ KMP	Number of equity shares to be issued
1	Prem Kumar Jain	Promoter and Managing Director	7,70,000

j) Time frame within which the Preferential Issue shall be completed

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

k) Shareholding pattern pre and post preferential issue would be as follows

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

Sr. No.	Category	Pre Issue Shareholding		Equity Shares to be Allotted	#Post-Issue Shareholding	
		No. of equity shares	%		No. of equity shares	%*
A	Promoter & Promoter Group Shareholding					
(a)	Indian Promoter	19,31,575	64.17%	7,70,000	27,01,575	53.92%
(b)	Foreign Promoter	-	-	-	-	-
	Sub Total (A)	19,31,575	64.17%	7,70,000	27,01,575	53.92%
B	Public Shareholding					
(a)	Institutional Investor					
(i)	Bank	-	-	-	-	-
(ii)	Alternate Investment Funds	-	-	-	-	-
(b)	Non-Institutions					
(i)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	1,83,825	6.11%	20,000	2,03,825	4.07%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	8,92,600	29.65%	11,35,000	20,27,600	40.47%
(iii)	Bodies Corporate	2,100	0.07%	-	2,100	0.04%
(iv)	Any Other	-	-	75,000	75,000	1.50%
	Sub Total (B)	10,78,525	35.83%	12,30,000	23,08,525	46.08%
	Total Shareholding (A+B)	30,10,100	100.00%	20,00,000	50,10,100	100.00%

*These percentages have been calculated on the basis of post-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.

l) Change in Control, if any, in the Company consequent to the preferential issue

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 because of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

m) 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.

n) Principal terms of assets charged as securities

Not applicable.

o) Material terms of raising such securities

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

p) Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

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 trading approval.

q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Sl. No.	Name of Allottee	Current Status	Post Status
1.	Prem Kumar Jain	Promoter	Promoter
2.	Rakesh Agarwal	Non-Promoter	Non-Promoter
3.	Sanjay Kumar Hirawat	Non-Promoter	Non-Promoter
4.	Shalini Jain	Non-Promoter	Non-Promoter
5.	Gagan Kukreja	Non-Promoter	Non-Promoter
6.	Manju Hirawat	Non-Promoter	Non-Promoter
7.	Megha Jain	Non-Promoter	Non-Promoter
8.	Gitanjali Jain	Non-Promoter	Non-Promoter
9.	Shallu Jain	Non-Promoter	Non-Promoter
10.	Sanjeev Kumar Jain HUF	Non-Promoter	Non-Promoter
11.	Venugopal Loya	Non-Promoter	Non-Promoter
12.	Saroj Kankani	Non-Promoter	Non-Promoter
13.	Saroj Devi Loya	Non-Promoter	Non-Promoter

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	Percentage of post preferential issue*
1.	Prem Kumar Jain	40.46%
2.	Rakesh Agarwal	3.99%
3.	Sanjay Kumar Hirawat	3.99%
4.	Shalini Jain	4.63%
5.	Gagan Kukreja	2.00%
6.	Manju Hirawat	2.00%
7.	Megha Jain	2.00%
8.	Gitanjali Jain	2.00%
9.	Shallu Jain	1.50%
10.	Sanjeev Kumar Jain HUF	1.50%
11.	Venugopal Loya	0.80%
12.	Saroj Kankani	0.80%
13.	Saroj Devi Loya	0.40%

*These percentages have been calculated on the basis of post-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.

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 allotment of equity shares is made for consideration payable in cash.

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

Aggregating up to ₹2,30,00,000/- (Rupees Two Crore Thirty Lakh Only).

u) Certificate of Practicing Company Secretary

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

v) Other Disclosures/ Undertaking

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- 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. 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. 1 as Special Resolution for your approval.

Except Mr. Prem Kumar Jain Managing Director, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO.02: REGULARIZATION OF ADDITIONAL DIRECTOR MR. MUKESH DUDHORIA (DIN: 10749468) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Mukesh Dudhoria (DIN: 10749468) was appointed as an Additional Director of the company on in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Mukesh Dudhoria, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which General Meeting should have been held, whichever is earlier. Mr. Mukesh Dudhoria is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mukesh Dudhoria as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Mukesh Dudhoria as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 20.02.2025 to 19.02.2029 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 2 of the notice for appointment of Mr. Mukesh Dudhoria.

Save and except Mr. Mukesh Dudhoria, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO.03: APPOINTMENT (REDESIGNATION) OF MR. ATUL JAIN (DIN: 06608095)

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on February 22, 2025, have redesignated Mr. Atul Jain (DIN: 06608095) from Whole Time Director to Executive Director of the Company as per terms and conditions as discussed and agreed with the Board of Directors.

Mr. Atul Jain shall be deemed concerned or interested in Item No. 3 of the accompanying Notice. Your Board of Directors recommend the Ordinary Resolution for your approval.

ITEM NO.04: APPOINTMENT (REDESIGNATION) OF MR. ASHISH JAIN (DIN: 02196387)

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on February 22, 2025, have redesignated Mr. Atul Jain (DIN: 02196387) from Whole Time Director to Non-Executive Director of the Company as per terms and conditions as discussed and agreed with the Board of Directors.

Mr. Ashish Jain shall be deemed concerned or interested in Item No. 4 of the accompanying Notice. Your Board of Directors recommend the Ordinary Resolution for your approval.

ITEM NO.05: RESIGNATION OF MR. PREM KUMAR JAIN AS CHIEF EXECUTIVE OFFICER

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on February 22, 2025, have accepted resignation of Mr. Prem Kumar Jain as Chief Executive Officer of the Company, which is further in line with the terms and conditions as discussed previously and agreed with the Board of Directors as well as members of the company.

Mr. Prem Kumar Jain is also Managing Director of the company.

Mr. Prem Kumar Jain shall be deemed concerned or interested in Item No. 5 of the accompanying Notice. Your Board of Directors recommend the Special Resolution for your approval.
