



GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

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

Scrip Code: GDLLEAS- 530855

Sub: Summary of Proceedings of the 1st Extra Ordinary General Meeting for the financial year 2025-2026 held on 9th December 2025

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith summary of proceedings of the 1st Extra Ordinary General Meeting for the financial year 2025-2026 held on 9th December 2025 at 03.00 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

Kindly take the same on your record.

Thanking You.

Yours faithfully,

For G D L Leasing and Finance Limited

Prem Kumar Jain
Managing Director
DIN: 01151409

Head Office:-

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

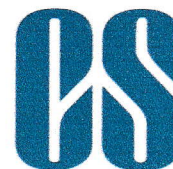


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CIN NO.-L74899DL1994PLC057107



Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time)

December 10, 2026

To,

The Chairman

G D L LEASING AND FINANCE LIMITED

L74899DL1994PLC057107

206, Second Floor, Vardhman Diamond Plaza,

Plot No.3 DDA Community Centre, D.B Gupta Road,

Motia Khan, Pahar Ganj, Central Delhi,

New Delhi, Delhi, India, 110055

Sub: Consolidated Scrutinizer's Report for e-voting (including remote e-voting of the 1st Extra-Ordinary General Meeting for FY 2025-26 of G D L Leasing and Finance Limited held on Tuesday, December 09, 2025 at 03:00 P.M. held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")

Dear Sir,

Pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, We M/s. Akash & Co., Company Secretaries, having office at H-146/147, Ground Floor, Sector-63, Noida, Uttar Pradesh-201301, have been appointed as the Scrutinizer to scrutinize the e-voting (including remote e-voting) process, in a fair and transparent manner for the 1st Extra-Ordinary General Meeting for FY 2025-26 ('EGM') of the company and ascertaining the requisite majority on e-voting (including remote e-voting) in respect of the resolutions proposed to be passed at the EGM of the Company.

We hereby submit our consolidated report on the results of e-voting (including remote e-voting) as under:

1. Pursuant to the Ministry's General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated 19.09.2024, General Circular No. 03/2025 dated



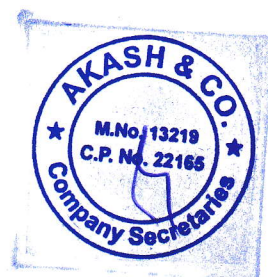
22.09.2025 and after due examination, it has also been decided to allow companies to conduct their EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars till further orders.

2. The Members whose names appear in the register of Members/ Beneficial Owners as on the record date (Cut Off date) i.e., **Tuesday, December 2, 2025**, and who were otherwise not barred to cast their vote, were entitled to vote on the proposed resolutions as set out in the Notice of the AGM.
3. The e-voting platform for remote e-voting and e-voting at the AGM was provided to the Members of the Company by National Securities Depository Limited ("NSDL").
4. The remote e-voting commenced on **Saturday, December 6, 2025 at 9 A.M. (IST)** and ended on **Monday, December 8, 2025 at 5 P.M. (IST)**.
5. The members who were present in the AGM through VC / OAVM facility and had not cast their votes on the resolutions during the remote e-voting period and were otherwise not barred from doing so, were allowed to cast their votes through e-voting system during the AGM.
6. After conclusion of the AGM and closure of e-voting at the AGM, the votes cast through e-voting (including remote e-voting) were unblocked and downloaded from the e-voting website of NSDL in the presence of two witnesses, Ms. Varsha Kingwani and Ms. Shefali Choudhary who are not in the employment of the Company. The said witnesses have signed below to confirm that e-voting (including remote e-voting) was unblocked in their presence:

(Varsha Kingwani)

(Riya Kumari)

7. The e-voting (including remote e-voting) data as downloaded from the e-voting system of NSDL was scrutinized. Thereafter, the votes were counted, and the results were prepared.



8. Total number of e-voting received were **44,48,638** for 26 voters for Item No. 2 and **43,48,638** for 25 voters.
9. As per the data downloaded from NSDL e-voting system, summary of the total votes cast "In Favour" or "Against" all the resolutions proposed in the Notice of the AGM are as under:

Special Business:

Resolution 1: To increase the Authorized Share Capital of the company. **[Ordinary Resolution]**

Particulars	Consolidated Voting Results		% of Total Valid Votes Cast
	No. of Members who voted	No. of valid votes cast	
Valid votes in favour of the Resolution	14	34,16,789	78.57%
Valid votes against the Resolution	11	9,31,849	21.43%
Total	25	43,48,638	100%
Invalid Votes	NA	NA	NA

On the basis of the results, the resolution as set out in Item No. 1 has been approved by shareholders with requisite Majority.

Resolution 2: Issuance of up to 49,50,000 warrants convertible into Equity shares to the persons belonging to promoter and non-Promoter group on a preferential issue. **[Special Resolution]**

Particulars	Consolidated Voting Results		% of Total Valid Votes Cast
	No. of Members who voted	No. of valid votes cast	
Valid votes in favour of the Resolution	11	5,83,014	38.49%
Valid votes against the Resolution	11	9,31,849	61.51%




Total	22	15,14,863	100%
Invalid Votes	4	29,33,775	N.A.

On the basis of the results, the resolution as set out in Item No. 2 has NOT been approved by shareholders with requisite Majority.

10. You may accordingly declare the results of e-voting in relation to the 1st Extra-Ordinary General Meeting through remote e-voting and e-voting at the AGM.
11. All the relevant records relating to the e-voting shall remain under my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the same shall be handed over to the Company Secretary for safe keeping.
12. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company, (iii) placing on the website of M/s. Skyline Financial Services Private Limited and (iv) any other statutory purpose. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours Truly

For Akash & Co.
Company Secretaries


Akash Goel
C.P. No.: 22165
M. No.: 13219
UDIN: F013219G002336078
PR No. 3283/2023
Place: Noida
Date: 10th December 2025



Countersigned by:-
G D L Leasing and Finance Limited

Prem Kumar Jain
Chairperson cum Managing Director
DIN: 01151409

General information about company	
Scrip code	530855
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE545E01018
Name of the company	G D L LEASING AND FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-12-2025
Start time of the meeting	03:00 PM
End time of the meeting	03:15 PM

Scrutinizer Details	
Name of the Scrutinizer	Akash Goel
Firms Name	Akash & Co.
Qualification	CS
Membership Number	13219
Date of Board Meeting in which appointed	11-11-2025
Date of Issuance of Report to the company	10-11-2025

Voting results	
Record date	02-12-2025
Total number of shareholders on record date	482
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	16
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the Authorized Share Capital of the company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2933775	2933775	100	2933775	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2933775	2933775	100	2933775	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2076325	1414863	68.1427	483014	931849	34.1386	65.8614
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2076325	1414863	68.1427	483014	931849	34.1386	65.8614
Total		5010100	4348638	86.7974	3416789	931849	78.5715	21.4285
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issuance of up to 49,50,000 warrants convertible into Equity shares to the persons belonging to promoter and non-Promoter group on a preferential issue.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2933775	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2933775	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2076325	1514863	72.9589	583014	931849	38.4863	61.5137
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2076325	1514863	72.9589	583014	931849	38.4863	61.5137
Total		5010100	1514863	30.2362	583014	931849	38.4863	61.5137
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	2933775
Public Insitutions	0
Public - Non Insitutions	0

