



GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

Date: February 21, 2025

To,
The Secretary
Listing Department
Phiroze Jeejeebhoy Towers Dalal Street,
Mumbai 400001

Subject: Scrutinizer Report & Voting Results of Extra-ordinary General Meeting of G D L Leasing And Finance Limited held on February 20, 2025 through video conferencing/ other audio visual means.

Dear Sir(s),

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided e-voting facility to the members entitled to cast their vote on the business to be transacted at the Extra-ordinary General Meeting (EGM).

The Scrutinizer's Report dated February 21, 2025 are enclosed herewith at Annexure I. Based on the Report of the Scrutinizer, it is hereby informed that all the resolutions as set out in the Notice of Extra-ordinary General Meeting, have been duly approved & passed by the shareholders with requisite majority.

Thanking You

Yours faithfully


For G D L Leasing And Finance Limited

(Prem Kumar Jain)
Managing Director

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

CIN NO.-L74899DL1994PLC057107

VOTING RESULTS

Date of the EGM	20th February, 2025
Total number of shareholders on cut-off date	296
No. of Shareholders present in the meeting:	8
Promoters and Promoter Group:	3
Public:	5
No. of Shareholders attended the meeting through Video Conferencing	8
Promoters and Promoter Group:	3
Public	5

Resolution No. 1

1. Preferential Allotment of up to 20,00,000 (Twenty Lakh) Equity Shares To The Promoter And Non-Promoter Category Of The Company.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal							

Promoter Group	Ballot (not applicable)							
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Postal Ballot (not applicable)							
	Total	0	0	0	0	0	0	0
	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
Poll								
Postal Ballot (not applicable)								
Total	0	8,52,109	36.66	8,52,109	0	36.66	0	
Total		23,24,575	23,24,575	100	23,24,575	0	100	0

Resolution No. 2

2. Regularisation of Mr. Mukesh Dudhoria DIN: (10749468) as an Independent Director of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)	66						
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0

		66						
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Postal Ballot (not applicable)							
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)							
	Total	0	8,52,109	36.66	8,52,109	0	36.66	0
Total		23,24,575	23,24,575	100	23,24,575	0	100	0

Resolution No. 3

3. Appointment (Redesignation) of Mr. Atul Jain (DIN: 06608095).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)	66						
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	E-Voting		0	0	0	0	0	0

Public-Institutions	Postal Ballot (not applicable)	0						
	Total	0	0	0	0	0	0	0
	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
Poll								
Postal Ballot (not applicable)								
Total		0	8,52,109	36.66	8,52,109	0	36.66	0
Total		23,24,575	23,24,575	100	23,24,575	0	100	0

Resolution No. 4

4. Appointment (Resignation) of Mr. Ashish Jain (Din: 02196387).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)							
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (not applicable)							

	applicable)							
	Total	0	0	0	0	0	0	0
Public- Non Institution s	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)							
	Total		0	8,52,109	36.66	8,52,109	0	36.66
Total		23,24,575	23,24,575	100	23,24,575	0	100	0

Resolution No. 5

5. Resignation of Mr. Prem Kumar Jain as Chief Executive Officer of The Company.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)							
	Total		14,72,466	14,72,466	63.34	14,72,466	0	63.34
Public- Institution s	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (not applicable)							
	Total		0	0	0	0	0	0

Public- Non Institution s	E-Voting		8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)	8,52,10 9						
	Total	0	8,52,109	36.66	8,52,109	0	36.66	0
Total		23,24,5 75	23,24,57 5	100	23,24,575	0	100	0

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR	AGAINST
1.	Preferential Allotment of up to 20,00,000 (Twenty Lakh) Equity Shares To The Promoter And Non-Promoter Category Of The Company.	Special Resolution	100	0
2.	Regularisation of Mr. Mukesh Dudhoria DIN: (10749468) as an Independent Director of the Company.	Ordinary Resolution	100	0
3.	Appointment (Redesignation) of Mr. Atul Jain (DIN: 06608095).	Ordinary Resolution	100	0
4.	Appointment (Redesignation) of Mr. Ashish Jain (Din: 02196387).	Ordinary Resolution	100	0
5.	Resignation of Mr. Prem Kumar Jain as Chief Executive Officer of The Company.	Special Resolution	100	0



C GAUR & ASSOCIATES

COMPANY SECRETARIES

CG-331, Grd Floor, DDA SFS Flats, Opp. Vivanta by Taj Hotel, Sector-22, Dwarka,
New Delhi 110077 | Mobile:+919953701510|Email:cschetangaur@gmail.com

FORM NO. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Extra-ordinary General Meeting of the shareholders of

G D L LEASING AND FINANCE LIMITED

REGD. OFFICE: 206, SECOND FLOOR, VARDHMAN DIAMOD PLAZA, PLOT NO.3 DDA COMMUNITY CENTRE, D.B GUPTA ROAD, MOTIA KHAN, PAHAR GANJ, CENTRAL DELHI, NEW DELHI, DELHI, INDIA, 110055

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted prior to the Extra-ordinary General Meeting ('EGM') of G D L LEASING AND FINANCE LIMITED held on Friday, 20th February, 2025 at 01:00 P.M (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') and E-voting conducted during the EGM.

Dear Sir,

I, **CS Chetan Gaur (Company Secretary in Practice and Proprietor) of M/s C Gaur & Associates** was appointed as the Scrutinizer by the Board of Directors of **G D L LEASING AND FINANCE LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and e-voting at the Extra-ordinary General Meeting Through Video Conferencing (VC)/Other Audio Visual Means (OAVM) pursuant to vivid applicable MCA circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020.

Pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the Extra-ordinary General Meeting of the Equity Shareholders of the Company held on Friday, 20th February, 2025 at 01:00 P.M. submit my report as under:

➤ **Notice Convening the Meeting:**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories, the Company completed dispatch of the Notice of the

EGM as under:

➤ **By Electronic Means:**

On 25th January, 2025 by e-mail to 24 Shareholders who had registered their email-ids with Depositories/the Company, as per the email received by the Company as communication from RTA/ NSDL.

1. Cut-off Date

The Voting rights were reckoned as on **Monday, February 13th, 2025** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

2. Remote e-Voting

i. Agency:

The Company has appointed the E- voting system of NSDL.

ii. Remote e-Voting:

The remote e-Voting platform was open from 09:00 a.m. on Monday, February 17th, 2025 upto 05:00 p.m. on Wednesday, February 19th, 2025 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-Voting platform provided by NSDL.

3. Voting at the AGM:

Members present in person / through authorized representatives-	8
Members who cast vote through E-Voting at venue	0
Members present but did not participate in e-voting and also did not had exercised their votes through remote E- Voting prior to EGM	0
Members who cast vote through remote E Voting	8

4. Counting Process:

- i. After the conclusion of the Extra-ordinary General Meeting, the votes cast through remote e-voting were unblocked at around 1:33 P.M. in presence of two witnesses who were not in the employment of the Company.



Name: Mr. Dhruv Garg

Name: Ms. Preeti Garg

- ii. Thereafter, the details of equity shareholders, who voted for or against were downloaded from the E-Voting website of NSDL.
- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote E-voting and voting during the EGM on the resolutions contained in the Notice of Extra-ordinary General Meeting. Some details in the report have been mentioned as per the communication received from the Company.
- iv. My responsibility as scrutinizer for the remote E-voting and the voting conducted during EGM is restricted to submit Scrutinizer's report for the votes cast in favour or against the resolution.
- v. Based on the E -voting results available to me, 8 members have casted their vote through remote E- voting holding 23,24,575 shares and no members have casted their votes during the meeting. The meeting concluded at around 01:08 P.M. after which consolidated results were prepared.
- vi. The consolidated result of remote E-voting and E-voting at the Extra-ordinary General Meeting is as under:

VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the EGM	20th February, 2025
Total number of shareholders on cut-off date	296
No. of Shareholders present in the meeting:	8
Promoters and Promoter Group:	3

Public:	5
No. of Shareholders attended the meeting through Video Conferencing	8
Promoters and Promoter Group:	3
Public	5

Resolution No. 1

Preferential Allotment of up to 20,00,000 (Twenty Lakh) Equity Shares To The Promoter And Non-Promoter Category Of The Company.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)							
	Total		14,72,466	14,72,466	63.34	14,72,466	0	63.34
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (not applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)							
	Total		0	8,52,109	36.66	8,52,109	0	36.66
Total		23,24,575	23,24,575	100	23,24,575	0	100	0
		5			5			

Resolution No. 2

Regularisation of Mr. Mukesh Dudhoria DIN: (10749468) as an Independent Director of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	%of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)							
	Total		14,72,466	14,72,466	63.34	14,72,466	0	63.34
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (not applicable)							
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)							
	Total		0	8,52,109	36.66	8,52,109	0	36.66
Total		23,24,575	23,24,575	100	23,24,575	0	100	0
					5			

Resolution No. 3

Appointment (Redesignation) of Mr. Atul Jain (DIN: 06608095).

Resolution required:		ORDINARY RESOLUTION	
Whether promoter/ promoter group are interested in the agenda/resolution?		NO	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	%of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)							
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (not applicable)							
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)							
	Total	0	8,52,109	36.66	8,52,109	0	36.66	0
Total		23,24,575	23,24,575	100	23,24,575	0	100	0

Resolution No. 4

Appointment (Resignation) of Mr. Ashish Jain (Din: 02196387).

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	%of Votes Polled on outstan (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled

				ding shares (3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							
	Postal Ballot (not applicable)							
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
Public- Instituti ons	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (not applicable)							
	Total	0	0	0	0	0	0	0
Public- Non Instituti ons	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
	Poll							
	Postal Ballot (not applicable)							
	Total	0	8,52,109	36.66	8,52,109	0	36.66	0
Total		23,24,575	23,24,575	100	23,24,575	0	100	0

Resolution No. 5

Resignation of Mr. Prem Kumar Jain as Chief Executive Officer of The Company.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	%of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	%. of Votes in favour on votes polled (6)=[(4)/(2)]*100	%. of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
	Poll							

Promoter and Promoter Group	Postal Ballot (not applicable)							
	Total	14,72,466	14,72,466	63.34	14,72,466	0	63.34	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Postal Ballot (not applicable)							
	Total	0	0	0	0	0	0	0
	E-Voting	8,52,109	8,52,109	36.66	8,52,109	0	36.66	0
Poll								
Postal Ballot (not applicable)								
Total	0	8,52,109	36.66	8,52,109	0	36.66	0	
Total		23,24,575	23,24,575	100	23,24,575	0	100	0
					5			

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR	AGAINST
1.	Preferential Allotment of up to 20,00,000 (Twenty Lakh) Equity Shares To The Promoter And Non-Promoter Category Of The Company.	Special Resolution	100	0
2.	Regularisation of Mr. Mukesh Dudhoria DIN: (10749468) as an Independent Director of the Company.	Ordinary Resolution	100	0
3.	Appointment (Redesignation) of Mr. Atul Jain (DIN: 06608095).	Ordinary Resolution	100	0
4.	Appointment (Redesignation) of Mr. Ashish Jain (Din: 02196387).	Ordinary Resolution	100	0
5.	Resignation of Mr. Prem Kumar Jain as Chief Executive Officer of The Company.	Special Resolution	100	0

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of EGM. Thereafter, the same shall be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

**For M/s C Gaur & Associates
Company Secretaries**

COUNTER SIGNED BY

CHE TAN GAUR

ACS: 37455/ C.P. No.: 19223

Peer Review No. 3160/2023

UDIN: A037455F003977578

Place: Delhi

Date: February 21st, 2025

PREM KUMAR JAIN

(MANAGING DIRECTOR)

(AUTH. SIGNATORY)