

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the members of **ARCO LEASING LIMITED** ("the Company") will be held on Thursday, September 25, 2025 at 11.00 a.m. (IST) at the Registered Office of the Company at Plot No. 123, Street No. 17, MIDC Marol, Andheri (E), Mumbai - 400 093, Maharashtra, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Accounts for the year ended 31st March, 2025.

To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report(s) of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions** -

- A) "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- B) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Re-appointment of Director, retiring by rotation, Mr. Narendra Mahavir Ruia (DIN 01228312)

To appoint a Director in place of **Mr. Narendra Mahavir Ruia (DIN 01228312)** who retires by rotation and being eligible offers himself for reappointment and, in this regard, 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 Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Narendra Mahavir Ruia (DIN 01228312)**, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To consider and reappoint M/s. M. C. Jain & Co. (Firm Registration Number: 304012E), Chartered Accountants as Statutory Auditors 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 the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. **M. C. Jain & Co. (Firm Registration Number: 304012E)** be and are hereby re-appointed as the Statutory Auditors of the Company for a further term of 5 (Five) consecutive years to hold office from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company, at such remuneration (exclusive of applicable taxes and reimbursement of out of pocket expenses) as shall be fixed by the Board of Directors of the Company from time to time in consultation with them”.

SPECIAL BUSINESS:

4. Appointment of Mrs. Khadija Taher Raniwala, (DIN: 11237433) as Non- Executive - Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Board Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of **Mrs. Khadija Taher Raniwala, (DIN: 11237433)** who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from August 13, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from August 13, 2025 up to August 12, 2030;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

5. Appointment of Mrs. Usha Ghelani, (DIN:10414386) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Board Nomination and Remuneration Committee and the Board of Directors of the Company,

approval of the Members be and is hereby accorded for appointment of **Mrs. Usha Ghelani, (DIN:10414386)** who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from August 13, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from August 13, 2025 up to August 12, 2030;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

6. Appointment of Secretarial Auditor

To consider, and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for appointment of Ms. Priyanka Oka from PRIYANKA OKA & ASSOCIATES (Membership No. 10084, COP 22164), as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, at such remuneration and on such terms and conditions as may be decided by the Board of Directors (including its committee thereof) and to avail any other services, certificates, or reports as may be permissible under the applicable laws”.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

7. To approve creation of mortgage or charge on the assets, properties or undertaking(s) of the company under section 180(1)(a) of the Act

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

“RESOLVED THAT in supersession of the previous resolution (without prejudice to the actions already taken by virtue thereof) passed by the Members of the Company at the General Meetings and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification or reenactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as “the Board” which terms shall include any Committee of Directors which the Board may have constituted or hereinafter constitutes or any person(s) authorised by the Board to exercise the power including the powers conferred by this resolution] to create charges, security, pledge, mortgages and/or hypothecation in addition to existing charges, security, pledge, mortgages and/or hypothecation, in such form and manner and with such ranking (whether exclusive, pari-passu, subservient or

otherwise) and at such time and on such terms and conditions as the Board may think fit, on all or any of the movable and/or immovable properties of the Company, both present and future, and wherever situated, and /or on any part or whole or substantially the whole of the undertaking(s) of the Company in favour of the banks, financial institutions, other lenders and investing agencies and trustees for the holders of non-convertible debentures/ bonds/other debt instruments for securing any loan / borrowings/ facilities availed / to be availed by way of rupee loan, foreign currency loans, arrangements, fund based and non-fund based working capital facilities, guarantees and/ or securities in the nature of debentures/bonds/ other debt instruments issued or to be issued by the Company from time to time (hereinafter collectively referred to as “Loans”), provided that the total amount of such Loans together with interest, cost, charges, expenses and any other money payable thereon in terms of the agreement(s), deed(s) and/ or any other facility documents executed/ to be executed by the Company with such banks, financial institutions, other lenders and investing agencies and trustees for the holder of debt instruments in respect of the said Loans, shall not at any time exceed Rs.25,00,00,000/- (Rupees Twenty Five Crores only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute with the Banks, financial institutions, other lenders / investors and investing agencies and trustees for the holder of debt instrument or other securities, all such agreements, contracts, instruments, deeds and other documents for creating the aforesaid charges, pledges, mortgages and/or hypothecations and to accept any modification to or to modify, alter or vary, the terms and condition of existing agreements, contracts, instruments, deeds and other documents and to do all such acts, deeds, matter and things as may be deemed to be necessary, proper, expedient and incidental or ancillary thereto for giving effect to this resolution”.

8. To approve increase in Borrowing Limits under section 180(1)(c) of The Companies Act, 2013 (“Act”)

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

“RESOLVED THAT in supersession of the previous resolutions (without prejudice to the actions already taken by virtue thereof) passed by the Members of the Company at the General Meetings and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification(s) or re - enactment(s) thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitutes or any person(s) authorised by the Board to exercise the power including the powers conferred by this resolution], to borrow any sum or sums of money from time to time, at its discretion, for the purpose of the business of the Company, in any manner including by way of fund based and non-fund based working capital facilities (either in rupee currency or foreign currency) or vide issue of Non-Convertible Debentures / Commercial Papers/ Foreign Currency Convertible Bonds/ bonds/ other debt instruments from any one or more of the Company’s consortium banks or any other Indian or foreign banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves

(that is to say reserves not set apart for any specific purpose) and securities premium, subject to such aggregate borrowings not exceeding the amount of Rs. 50,00,00,000/- (Rupees Fifty Crores only);

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorised to negotiate, finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit and to execute with the consortium banks, other banks, financial institutions, and other persons, firms, bodies corporate and other lenders all such agreements, deeds and other documents for availing the borrowing and / or loan facilities from time to time and to accept any modification to or to modify, alter or vary, the terms and condition of existing borrowing and/ or loan facility and to do all such acts, deeds, matter and things as may be deemed to be necessary, proper, expedient and incidental or ancillary thereto for giving effect to this resolution.”

9. Authorisation under Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to –

- (a) give any loan to any person(s) or other body corporate(s) ;
- (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors, and/or CFO, Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

10. Approval of disposal of 100% shareholding in Ansu Trade & Fiscals Private Limited, a material and wholly owned subsidiary of the company by way of special resolution under regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“RESOLVED THAT in accordance with the Section 180 (1) (a) of the Companies Act, 2013 (“Act”), other applicable provisions of the Act, Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) including any statutory modifications and amendments from time to time, circulars/ guidelines and all applicable notifications, clarifications, circulars, rules issued by the Government of India or other Government or statutory authorities, and subject to the Memorandum and Articles of association of the Company, the requisite approvals required, if any, of any relevant statutory, regulatory or government authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent of the members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include, unless the context otherwise requires any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) for disposal of 100% stake in ANSU TRADE & FISCALS PRIVATE LIMITED (“ANSU”) a material and wholly owned subsidiary of the Company to the Promoters of the Company and/or any of its affiliates or any person for total consideration shall not be less than the value determined by the Registered Valuer, on such terms and conditions and in such manner as the Board may at its absolute discretion determine.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution including filing of all forms, documents with Registrar of Companies and for all the matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company.”

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR ARCO LEASING LIMITED**

RAJENDRA RUIA
WHOLE TIME DIRECTOR
DIN: 01300823

NARENDRA RUIA
DIRECTOR
DIN: 01228312

Place: Mumbai

Date: August 25, 2025

Regd. Office:

Plot No. 123, Street No. 17, MIDC, Marol,
Andheri (E), Mumbai – 400 093, Maharashtra

Tel: 022 28217222

Fax: 022 – 28361760

Email id: arcoleasingltd@gmail.com

Website: www.arcoleasing.com

NOTES:

1. The Relevant details of the Director seeking re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in Annexure I.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote. A Proxy Form is enclosed herewith.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. The Register of Members of the Company and Transfer Books thereof will be closed from September 19, 2025 to September 25, 2025 (both days inclusive).
5. E-voting facility to all members has been provided through the e-voting platform of Bigshare Services Private Limited and the Company has appointed CS Priyanka Oka, PRIYANKA OKA & ASSOCIATES, Practicing Company Secretary, as Scrutinizer for the e-voting process. Instructions and manner of the process have been detailed in the para 7 below. The Scrutinizer will make a report to the Chairman of the Company, of the votes cast in favour and against and the results on the resolutions alongwith the scrutinizer's report will be available on the website of the Company within two working days of the same being passed.
6. The shareholders whose names appear in the Register of Members after giving effect to all valid share transfers lodged with the Company on or before September 18, 2025 shall be entitled to participate in e-voting/ballot at the AGM. Members and all other concerned are requested to lodge transfer deeds, change of address communication, mandates (if any) with the Company's Share Transfer Agents viz. **Bigshare Services Pvt. Ltd.**, E-3 Ansa Industrial Estate, Saki Vihar Road Sakinaka, Mumbai 400072, Maharashtra.

7. In compliance with the MCA Circulars and the Securities and Exchange Board of India ("SEBI") Circular dated January 5, 2023, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.arcoleasing.com and website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of Bigshare Services Private Limited. Company's web-link on the above will also be provided in advertisement being published in newspaper having wide circulation in India (English Language) and local newspaper (Marathi Language).
8. 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 AGM/EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited 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 AGM will be provided by Bigshare Services Private Limited.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.arcoleasing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited ("Bigshare") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.
10. **Members who have not registered their e-mail addresses so far, are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Monday, September 22, 2025 at 9.00 a.m. (IST) and ends on Wednesday, September 24, 2025 till 5.00 p.m. (IST). 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 September 18, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<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

	<p>e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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.**

In case shareholders/ investors have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <https://ivote.bigshareonline.com> , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22. Alternatively, the Members may also write an e-mail to the Company at arcoleasingltd@gmail.com for any queries/ information.

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

Explanatory statement pursuant to provisions 102 of the Companies Act, 2013:

Item No. 3:

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated 25th August, 2025.

The Board of Directors at their meeting held on 25th August, 2025 recommended re-appointment of auditors M/s. M. C. Jain & Co., Chartered Accountants, Mumbai (FRN: 304012E) u/s 139 of the Companies Act, 2013 for their 2nd term as Statutory Auditors of the Company to hold office from the conclusion of the 41st Annual General Meeting till the 46th Annual General Meeting to be held in the year 2030. In view of the same the Company needs to appoint them as the Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 consecutive years i.e. from the conclusion of 41st Annual General Meeting till the conclusion of 46th Annual General Meeting.

Further, the Company has received consent and eligibility certificate from M/s. M. C. Jain & Co., Chartered Accountants, Mumbai (FRN: 304012E), to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to consider re-appointment of M/s. M/s. M. C. Jain & Co., Chartered Accountants, Mumbai for the office of the Statutory Auditors of the Company to hold the office from the conclusion of 41st Annual General Meeting till the conclusion of 46th Annual General Meeting.

The Board recommends the re-appointment of the Statutory Auditor of the Company for the period of five years and to pass the resolution as set out in Item No. 3 of the Notice as Ordinary Resolution(s).

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Item No. 4:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), has appointed **Mrs. Khadija Taher Raniwala, (DIN: 11237433)** as an Additional Director on the Board of the Company, designated as a Non-Executive Independent Director with effect from August 13, 2025 for a term of five consecutive years i.e. up to August 12, 2030, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

In terms of Section 161(1) of the Act, **Khadija Taher Raniwala, (DIN: 11237433)** has been appointed as an Additional Non-Executive Independent Director. Further, pursuant to

Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed at this annual general meeting of the Company.

The Company has received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mrs. Raniwala as an Independent Director of the Company. The Company has also received a declaration of independence from Mrs. Raniwala. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI Order or any other such authority and had registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. Further details of Mrs. Raniwala have been given in the Annexure to this Notice.

In the opinion of the Board, Mrs. Raniwala is a person of integrity who has experience and expertise across industries for appointment on the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

The profile and specific areas of expertise of Mrs. Raniwala forms part of this Notice.

None of the Directors or KMPs of the Company or their respective relatives other than **Mrs. Khadija Taher Raniwala**, to whom the Resolution relates are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice. **Mrs. Khadija Taher Raniwala** is not related to any Director or KMP of the Company.

The Board recommends the Resolution set forth in Item No.4 for the approval of the Members of the Company by way of a Special Resolution.

Item No. 5:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), has appointed **Mrs. Usha Ghelani, (DIN:10414386)** as an Additional Director on the Board of the Company, designated as a Non-Executive Women Independent Director with effect from August 13, 2025 for a term of five consecutive years i.e. up to August 12, 2030, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

In terms of Section 161(1) of the Act, **Mrs. Usha Ghelani, (DIN:10414386)** has been appointed as an Additional Non-Executive Independent Director. Further, pursuant to Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed at this annual general meeting of the Company.

The Company has received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mrs. Ghelani as an Independent Director of the Company. The Company has also received a declaration of independence from Mrs. Ghelani. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI Order or any other such authority and had registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. Further details of Mrs. Ghelani have been given in the Annexure to this Notice.

In the opinion of the Board, Mrs. Ghelani is a person of integrity who has experience and expertise across industries for appointment on the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

The profile and specific areas of expertise of Mrs. Ghelani forms part of this Notice.

None of the Directors or KMPs of the Company or their respective relatives other than **Mrs. Usha Ghelani**, to whom the Resolution relates are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice. **Mrs. Usha Ghelani** is not related to any Director or KMP of the Company.

The Board recommends the Resolution set forth in Item No.5 for the approval of the Members of the Company by way of a Special Resolution.

Item No. 6:

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on May 12, 2025, approved the appointment of Mrs. Priyanka Oka from PRIYANKA OKA & ASSOCAITES (Membership No. 10084, COP 22164), Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

PRIYANKA OKA & ASSOCIATES was established in the year 2019 by Mrs. Priyanka Oka who is Qualified Company Secretary and post graduate in Commerce having total experience in employment and practice of more than 17 years. The firm has rich experience and knowledge of secretarial and SEBI compliances.

The Firm specializes in Secretarial Audits, Company Law Matters, SEBI Regulations, Advisory and Liaoning Services as well as representations before Registrar of Companies Official Liquidator and Regional Director.

PRIYANKA OKA & ASSOCIATES have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

The Fees in connection with the secretarial audit plus applicable taxes and other out-of-pocket expenses for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, shall be as mutually agreed between the Board of Directors and the Secretarial Audit Firm.

In addition to the secretarial audit, the Secretarial Audit Firm shall provide such other services in the nature of certifications and other professional work, as approved by Board of Directors. The relevant fees will be determined by the Board, as recommendations by the Audit Committee in consultation with the Secretarial Audit Firm. In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution set forth in Item No.6 for the approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 7 and 8:

Section 180(1)(c) of the Companies Act, 2013 ("Act") requires that the Board of Directors shall not borrow monies, together with the money already borrowed by the Company in excess of the aggregate of the Company's paid up share capital, free reserves and securities premium (apart from temporary loan obtained from the Company's bankers in the ordinary course of business), except with the consent of the Members of the Company accorded by way of a special resolution.

Further, Section 180(1)(a) of the Companies Act, 2013 ("Act"), provides for obtaining approval of the members of the Company vide special resolution to enable the Board of Directors of the Company to create mortgage, charge, pledge and hypothecation etc. on all or any of the movable and / or immovable properties and / or whole or substantially the whole of the undertakings of the Company.

Also, the standard terms of any long term debt financing with the lenders (including banks and financial institutions) may include powers to the charge holder(s) to take over the asset of the Company in certain circumstances (i.e., non-payment of dues or breach/ Event of Default as stated in such financing documents) which may be regarded as disposal of the Company's undertaking within the meaning of the Section 180(1)(a) of the Act.

With an increase in the market volatility due to various geo-political events, and with economic events like the budget anticipated, the Company may borrow the funds in excess

of the aggregate of the Company's paid up share capital, free reserves and securities premium. Hence, it is proposed to increase the borrowing limits of the Company under Section 180 (1) (a) and Section 180(1)(c) of the Companies Act, 2013 to Rs.25,00,00,000/- (Rupees Twenty Five Crores only) and Rs. 50,00,00,000/- (Rupees Fifty Crores only) respectively, by passing the resolution proposed under item no. 7 & 8 as a special resolution(s).

The Company shall endeavor to maintain a capital structure which would be consistent with its cash flows while optimizing the cost of capital. The Company shall ensure that the debt equity ratio is within prudent limits at all times. Accordingly, the approval of the Members is being sought by way of special resolution authorising the Board of Directors to borrow further sums of monies within an overall limit of Rs. 50,00,00,000/- (Rupees Fifty Crores only) outstanding at any given point of time.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolutions set forth at Item no. 7 and 8 of the Notice, for the approval of the Members.

Item No. 9:

The Company is proposed to make investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

As per the latest audited Balance Sheet of the Company as on 31st March, 2025, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.(43.13) lakhs while one hundred per cent of its free reserves and securities premium account amounts to Rs.24.01 Lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs.24.01 Lakhs.

Considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits up to Rs. 50,00,00,000/- (Rupees Fifty Crores).

The Board of Directors recommends the Special Resolution as set out at Item No. 9 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

Item No. 10:

The Board of Directors are exploring the possibilities of divestment of the investments in its wholly owned subsidiary (also the material subsidiary). The divestment will also be in the best interest of the subsidiary, enabling it to grow under a suitable acquirer with better resources and capabilities.

In view of the foregoing, the Board of Directors at its meeting held on Wednesday, August 13, 2025, has subject to the approval of members of the Company by a Special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 18,59,630 equity shares constituting 100 % of the share capital held by the Company in Ansu Trade & Fiscals Private Limited, a material and wholly owned subsidiary to the Promoters of the Company and/or any of its affiliates or any person for total consideration shall not be less than the value determined by the Registered Valuer, on such terms and conditions and in such manner as the Board may at its absolute discretion determine.

The said disinvestment shall help to enhance financial situation of the Holding Company and to maximize the Shareholding wealth, which is in the best interest of the stakeholders of the Holding Company.

Further, in terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **SEBI Listing Regulations**"), inter alia, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal.

Pursuant to SEBI Listing Regulations, Ansu Trade & Fiscals Private Limited, the wholly owned subsidiary of the Company is also covered under the purview of definition of material subsidiary of the Company. Accordingly, the sale of the shares as envisaged above would require approval of the shareholders of the Company through a special resolution.

The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and its stakeholders and recommends the passing of the resolution as set out in the accompanying notice as a special resolution. The proposed special resolution provides adequate flexibility and discretion to the Board to structure and finalize the terms of the sale in consultation with advisors, experts or other authorities as may be required.

Therefore, the Board commends the Special Resolutions set out at Item No. 10 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested in the above said resolution, except to the extent of their Shareholding in the Company.

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR ARCO LEASING LIMITED**

RAJENDRA RUIA
WHOLE TIME DIRECTOR
DIN: 01300823

NARENDRA RUIA
DIRECTOR
DIN: 01228312

Place: Mumbai

Date: August 25, 2025

Regd. Office:

Plot No. 123, Street No. 17, MIDC, Marol,
Andheri (E), Mumbai – 400 093, Maharashtra

Tel: 022 28217222

Fax: 022 – 28361760

Email id: arcoleasingltd@gmail.com

Website: www.arcoleasing.com

Annexure I

Information required as per 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the appointment or re-appointment of Directors at the Annual General Meeting:

Name	Narendra Mahavir Ruia
DIN	01228312
Age	59 years
Date of Birth	December 25, 1966
Date of Appointment	July 25, 1989
Qualification/ Expertise in specific functional areas	B.A.(Econ), M.B.A., SMEP by IIM
Brief Resume	Mr. Narendra Ruia is the Bachelor in Arts, specialization in Economics from Mithibai College, Mumbai. He has completed Masters of Business Administration from IIM, Ahmedabad. He is Confident and Charismatic Leader having experience of 38 years in the corporate field.
Relationship with any Director(s) of the Company	Rajendra Mahavirprasad Ruia - Brother
Number of Board Meetings attended during f.y. 2024-25	5 (Five)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Not Applicable
Number of Shares held in the Company	40,195
List of Directorships held in other companies*	Ansu Trade & Fiscals Pvt. Ltd.

*Based on disclosures received from the respective Directors.

Annexure II

Brief profile and other particulars, required as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are as follows:

Name, Age and brief resume of the Director	Appointment of Mrs. Khadija Taher Raniwala, (DIN: 11237433) as an Additional Woman Director designated as Non-Executive, Independent Director Age: 29 Years	Appointment of Mrs. Usha Ghelani, (DIN:10414386) as an Additional Woman Director designated as Non-Executive, Independent Director Age: 60 Years
Date of Birth	06-05-1996	09-06-1965
Date of Appointment	August 13, 2025	August 13, 2025
Nature of expertise in specific functional areas	Secretarial and corporate law compliances	Finance, Taxation and Consulting
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mrs. Khadija Taher Raniwala is an Associate Member of the Institute of Company Secretaries of India (ICSI). She graduated from HR College of Commerce and Economics in 2017 and completed her three-year LLB degree in 2021.</p> <p>She is a qualified Company Secretary with extensive experience in secretarial and corporate law compliances since her graduation. She has knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Legal Due Diligence for Companies coming with IPO both on main board and SME platform and Compliances of Listed Companies.</p> <p>Khadija has been appointed as Company Secretary for companies listed on the BSE and NSE.</p>	<p>A qualified Chartered Accountant with over 30 years of extensive experience in finance, taxation, audit, and corporate accounting. Successfully handled senior finance roles in listed and private companies, with strong expertise in statutory audits, tax planning, income tax scrutiny, and IPO processes.</p> <p>A seasoned professional also engaged in independent chartered accountancy practice for nearly a decade, offering consultancy and compliance services to varied clients.</p>
Date of First appointment on the	As per the Resolution set out in the Item No. 4 of the	As per the Resolution set out in the Item No. 5 of the Notice

Board & Terms & Conditions of Appointment & Remuneration details	Notice read with Explanatory Statement. She shall be paid remuneration by way of fee for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or committee meetings of the Company.	read with Explanatory Statement. She shall be paid remuneration by way of fee for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or committee meetings of the Company
No. of Board meetings attended	Nil	Nil
Directorship held in other companies (excluding foreign companies & section 8 companies):	Nil	Nil
Membership/ Chairmanships of Audit Committee and Stakeholders' Relationship Committee of other public Companies	Nil	Nil
Inter-se Relationship between Directors:	Not related to any Director of the Company	Not related to any Director of the Company
No. of Shares held in the Company (by Director himself, including shareholding as a beneficial owner, singly or jointly as first holder) as on August 13, 2025	Nil	Nil
Listed Entities from which the Director has resigned in the past three years.	Nil	Nil

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR ARCO LEASING LIMITED**

RAJENDRA RUIA

NARENDRA RUIA

WHOLE TIME DIRECTOR

DIN: 01300823

Place: Mumbai

Date: August 25, 2025

DIRECTOR

DIN: 01228312

Regd. Office:

Plot No. 123, Street No. 17, MIDC, Marol,
Andheri (E), Mumbai – 400 093, Maharashtra

Tel: 022 28217222

Fax: 022 – 28361760

Email id: arcoleasingltd@gmail.com

Website: www.arcoleasing.com

ROUTE MAP

to the Venue of 41st Annual General Meeting of ARCO LEASING LIMITED on Thursday, September 25, 2025 at 11.00 a.m. (IST).



Note: Map given above is indicative and distance is approximate.

**Venue: Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai – 400093
(Bus No.: 434 / 545Ltd /496 Ltd)**

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

ATTENDANCE SLIP

Regd. Folio/DP ID and Client ID	
Number of Shares held	
Name and Address of the Member	
Name and Address of the Proxy holder	

I hereby record my presence at the 41st Annual General Meeting of Arco Leasing Limited to be held on Thursday, September 25, 2025 at 11.00 a.m. (IST) at Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai - 400093, Maharashtra.

Signature of the Member/Proxy

--

Present:

Note:

1. Member/Proxy holder who wish to attend the Meeting must bring the duly signed Attendance Slip to the Meeting and handover at the entrance of the Meeting Hall.
2. Please read the instructions printed under the Note No. i. to the Notice of the 41st Annual General Meeting. The e-voting period starts from Monday, September 22, 2025 at 9.00 a.m. (IST) and ends on Wednesday, September 24, 2025 at 5.00 p.m. (IST). The voting module shall be disabled by Bigshare Services Private Limited for voting thereafter.

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

PROXY FORM

FORM MGT-11

41st ANNUAL GENERAL MEETING – Thursday, September 25, 2025

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/ DP ID and Client ID	

I/We, being the member(s) of Arco Leasing Limited holding shares, hereby appoint

Name	
Address	
Email id	
Signature	

or failing him/her

Name	
Address	
Email id	
Signature	

or failing him/her

Name	
Address	
Email id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on the Thursday, September 25, 2025 at 11.00 a.m. at Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai – 400093,

Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report(s) of the Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Narendra Mahavir Ruia (DIN 01228312) who retires by rotation and being eligible offers himself for reappointment.
3	To consider and reappoint M/s. M. C. Jain & Co. (Firm Registration Number: 304012E), Chartered Accountants as Statutory Auditors of the Company.
4	Appointment of Mrs. Khadija Taher Raniwala, (DIN: 11237433) as an Independent Director
5	Appointment of Mrs. Usha Ghelani, (DIN:10414386) as an Independent Director
6	Appointment of Secretarial Auditor
7	To approve creation of mortgage or charge on the assets, properties or undertaking(s) of the company under section 180(1)(a) of the Act
8	To approve increase in Borrowing Limits under section 180(1)(c) of The Companies Act, 2013 ("Act")
9	Authorisation under Section 186 of the Companies Act, 2013
10	Approval of disposal of 100% shareholding in Ansu Trade & Fiscals Private Limited, a material and wholly owned subsidiary of the company

Signed this _____ day of _____, 2025.

**Affix
Revenue
Stamp**

**Signature of the
Shareholder**

Signature of Proxy Holder(s)

Note:

This form of proxy in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.