



March 18, 2026

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Ourselves: BSE Scrip Code: 511038

Dear Sir,

Sub: - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extra-Ordinary General Meeting of Members

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extra-Ordinary General Meeting ("EGM") of the Members of the Company will be held on Monday, April 13, 2026 at 03.00 p.m. through physical presence at the Registered Office of the Company situated at Plot No. 123, Street no.17 MIDC, Marol, Andheri (E), Mumbai, Maharashtra, 400093. We are submitting herewith Notice of EGM of the Company along with Explanatory Statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic on the resolution as set out in the EGM Notice. The remote e-voting shall commence on Thursday, April 09, 2026 at 09.00 a.m. and will end on Sunday, April 12, 2026 at 05.00 p.m. The copy of the said EGM Notice is also uploaded on the website of the Company i.e.

www.arcoleasing.com

Please take the above on your record.

Thanking you,
Yours faithfully,

For Arco Leasing Limited

Rajendra Mahavirprasad Ruia
Whole-Time Director
DIN: 01300823

Encl: As above



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE

NOTICE is hereby given that the (EGM/01/2026-27) Extra Ordinary General Meeting ("EGM") of the Members of Arco Leasing Limited ("ZARCOLEA"/ "the Company") will be held on Monday, April 13, 2026 at 3:00 p.m. (IST) At the Registered Office of the Company at Plot No. 123, Street no.17 MIDC, Marol, Andheri (E), Mumbai, Maharashtra, 400093: -

SPECIAL BUSINESSES:

- 1. TO APPOINT MS. JENY GOWADIA (DIN: 03014009) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Jeny Gowadia (DIN: 03014009) who was appointed as an Additional Non-Executive Independent Director designated as an Non- Executive Independent Director of the Company on 09th March, 2026 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Ms. Jeny Gowadia (DIN: 03014009), be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from 09th March, 2026 to 08th March, 2031 and that she shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

REPLY TO,
PLOT NO. 123, STREET NO. 17
M.I.D.C. (MAROL),
ANDHERI (E), MUMBAI – 400 093
INDIA
CIN :L65910MH1984PLC031957

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2821 7222-5
FAX : (91-22) 2836 1760
E-mail
:arcoleasingltd@gmail.com



2. TO REGULARIZE MR. KEYUR SHAH (DIN: 09420459) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Keyur Shah (DIN: 09420459) who was appointed as an Additional Non-Executive Independent Director designated as an Non- Executive Independent Director of the Company on 09th March, 2026 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Keyur Shah (DIN: 09420459), be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from 09th March, 2026 to 08th March, 2031 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

3. TO APPROVE APPOINTMENT OF MR. AKASH DUBEY (DIN: 08731219) AS DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Akash Dubey (DIN: 08731219), be

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and is hereby appointed as Director of the Company, whose appointment as Managing Director of the company is proposed to members in this notice.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

4. TO APPROVE APPOINTMENT OF MR. AKASH DUBEY (DIN: 08731219) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION THEREOF.

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act (including any amendment thereto or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination & Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded to appoint Mr. Akash Dubey (DIN: 08731219) as the Managing Director ('MD) of the Company for five years on commencing from 09th March, 2026 to 08th March, 2031 and remuneration is for three years upon such terms and conditions as may be fixed by the Board, and who shall be liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to provide the remuneration of MD from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

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RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

5. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 13, 61 and other applicable provisions if any of the Companies Act, 2013 as amended from time to time and as may be applicable, including any statutory modifications or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increasing the existing Authorised Share Capital of the Company from existing Rs. 6,00,00,000 (Six Crore Rupees Only) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of face value of Rs. 10 each (Rupees Ten Only) and 4,00,000 (Four Lakhs Rupees Only) 0.01% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) to Rs. 15,50,00,000 (Fifteen Crore and Fifty Lakhs Rupees Only) divided into 1,15,00,000 (One crore and Fifteen Lakhs Only) Equity Shares of face value of Rs. 10 each and 4,00,000 (Four Lakhs Rupees Only) 0.01% Cumulative Redeemable Preference Shares of face value of Rs. 100 each;

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. "The Authorized Share Capital of the Company is Rs. 15,50,00,000 (Rupees Fifteen Crore and Fifty Lakhs Rupees Only) divided into 1,15,00,000 (One Crore and Fifteen Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each and 4,00,000 (Four Lakhs Only) 0.01% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupee Hundred only) each amounting to Rs. 4,00,00,000/- (Rupees Four Crore Only)"

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

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6. TO ISSUE EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange i.e. BSE Limited where the equity shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential basis upto **1,06,13,500 (One Crore Six Lakh Thirteen Thousand Five Hundred)** fully paid up equity shares of face value of ₹ 10/- (Rupees Ten Only) each for cash, at an issue price of ₹ 10/- (Rupees Ten Only), aggregating up to ₹ 10,61,35,000/- (Ten Crore Sixty One Lakhs Thirty Five Thousand Only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations 2018 and subsequent amendment thereto, with the terms as set out herein, and in the Explanatory Statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, to the below mentioned Proposed Allottees from the ‘Proposed Promoters/ Promoter group’ and ‘Non Promoters’ as follows:

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S.No.	Name of Proposed Allottee	Category	No. of Equity Shares to be issued	Issue Price per share (in Rs.)	Amount (in Rs.)
1.	Jitesh Kothari	Proposed Promoter	3975320	10	39753200
2.	Atul Ramshankar Jaiswal	Proposed Promoter	3974680	10	39746800
3.	Varun Sharma	Non-Promoter	990685	10	9906850
4.	Sandhya Rani Dhomeja	Non-Promoter	954315	10	9543150
5.	Jaishankar R Raja	Non-Promoter	531000	10	5310000
6.	Nilesh VinodKumar Dhanuka	Non-Promoter	50000	10	500000
7.	Yogesh Jagdishchandra Shah	Non-Promoter	50000	10	500000
8.	Pradeep Rathi	Non-Promoter	40000	10	400000
9.	Shruti Maheshwari	Non-Promoter	25000	10	250000
10.	Rakesh Kumar Rathi	Non-Promoter	2500	10	25000
11.	Manish Heeralal Chandak	Non-Promoter	2500	10	25000
12.	Lokesh Devendra Kothari HUF	Non-Promoter	2500	10	25000
13.	Ashok Kumar Khandelwal	Non-Promoter	2500	10	25000
14.	Harishchandra Vishnu Rane	Non-Promoter	2500	10	25000
15.	Sareeta Kumavat	Non-Promoter	2000	10	20000
16.	Shevendra Singh	Non-Promoter	2000	10	20000
17.	Anita Tanwar	Non-Promoter	2000	10	20000
18.	Hemant Kumar Sinha	Non-Promoter	2000	10	20000
19.	Arun Kumar	Non-Promoter	2000	10	20000
	TOTAL		10613500		106135000

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “Relevant Date” or “Cut-off date”, for determining the minimum price of the equity shares being allotted to the promoters and non-promoters on a preferential basis is **Friday, March 13, 2026**, being the date Thirty (30) days prior to the date of Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the pre-preferential shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI

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(Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto; however, as the proposed allottees do not hold any shares in the Company prior to the preferential issue, the requirement of lock-in for pre-preferential shareholding shall not be applicable.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under the applicable laws:

- a) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- b) Allotment of Shares shall only be made in dematerialized form;
- c) The Equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the BSE Limited where the equity shares of the Company are currently listed.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations.

RESOLVED FURTHER THAT the board be and is hereby authorized to make offer to the proposed allottees through Private Placement Offer cum Application Letter in Form PAS-4 immediately after passing of the special resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.

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RESOLVED FURTHER THAT pursuant to the provision of the Companies Act 2013, complete record of private placement offers be recorded in Form PAS-5 for issue of invitation to subscribe to the Equity Shares of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board or any other Director(s) or the Company Secretary or any other Officer(s) of the company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolutions.

**By Order of the Board
For Arco Leasing Limited**

**Rajendra Mahavirprasad Ruia
Whole-Time Director
DIN: 01300823**

**Date: 13/03/2026
Place: Mumbai**

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NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the special business under Item No. 1 to 6 of the Notice is annexed hereto. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 read along with Secretarial Standard 2 as issued by Institute of Company Secretaries of India (ICSI) and Regulation 36 of SEBI (LODR) Regulations, 2015 setting out the material facts relating to the Special Business to be transacted at the meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT 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 MEMBER.

3. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Extra-Ordinary General Meeting (EGM).

4. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote

5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, to attend the Meeting.

6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the EGM.

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the Special business under Item Nos. 1 to 6 of the accompanying Notice, is annexed hereto.

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8. The Company has appointed Ms. Sonam Jain, Practicing Company Secretary, as Scrutinizer, to scrutinize the e-voting process and the voting in the EGM through ballot paper in fair and transparent manner.
9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday 13th March 2026 have been considered for the purpose of sending the EGM Notice.
10. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
11. Members attending the meeting are requested to bring with them the Attendance Slip duly filled in and signed and handed over the same at the entrance of the meeting venue.
12. Voting through electronic means:
The remote e-voting period begins on Thursday, 09th April 2026 at 09:00 A.M. and ends on Sunday, 12th December 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 3rd April 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Bigshare i-Vote E-Voting System

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

- i. The voting period begins on Thursday, 09th April 2026 at 09:00 A.M. and ends on Sunday, 12th December 2026 at 05:00 P.M. 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 03rd April 2026 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

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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 and joining virtual meetings **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	<p>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.</p> <p>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</p>

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	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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</p>

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	<p>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 or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsd.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 or joining virtual meeting & voting during the meeting.</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

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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?**’

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- 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**’.

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(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: 1800 22 54 22, 022-62638338

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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.

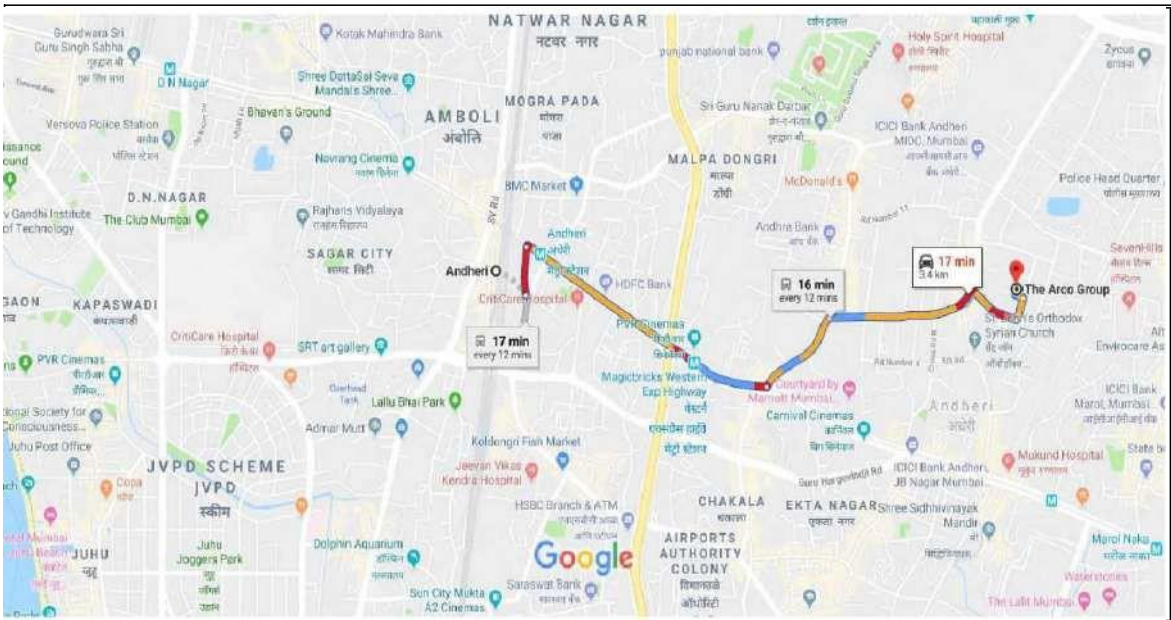
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ROUTE MAP

to the Venue of 01st Extra Ordinary General Meeting of ARCO LEASING LIMITED on Monday, April 13, 2026 at 03.00 p.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)

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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 1st Extra Ordinary General Meeting of Arco Leasing Limited to be held on Monday, April 13, 2026 at 03.00 p.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 1st Extra Ordinary General Meeting. The e-voting period starts from Thursday, April 09, 2026 at 9.00 a.m. (IST) and ends on Sunday, April 12, 2026 at 5.00 p.m. (IST). The voting module shall be disabled by Bigshare Services Private Limited for voting thereafter.

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**PROXY FORM
FORM MGT-11**

1st EXTRA ORDINARY GENERAL MEETING – Monday, April 13, 2026

[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 1st Extra Ordinary General Meeting of the Company, to be held on the Monday, April 13, 2026 at 03.00 p.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:

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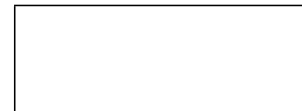
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Resolution Number	Resolution
1	TO APPOINT MS. JENY GOWADIA (DIN: 03014009) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.
2	TO REGULARIZE MR. KEYUR SHAH (DIN: 09420459) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.
3	TO APPROVE APPOINTMENT OF MR. AKASH DUBEY (DIN: 08731219) AS DIRECTOR OF THE COMPANY.
4	TO APPROVE APPOINTMENT OF MR. AKASH DUBEY (DIN: 08731219) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION THEREOF.
5	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY
6	TO ISSUE EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

Signed this _____ day of _____, 2026.

**Affix
Revenue
Stamp**



Signature of the
Shareholder

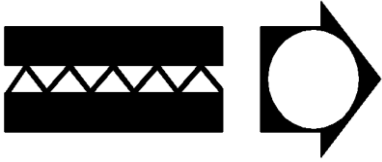
Signature of Proxy Holder(s)

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 Extra Ordinary General Meeting.

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EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1: TO APPOINT MS. JENY GOWADIA (DIN: 03014009) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Ms. Jeny Gowadia (DIN: 03014009) from Additional Non- Executive Independent Director to Non- Executive Independent Director of the Company.

The Company has received from Ms. Jeny Gowadia (DIN: 03014009):

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming her eligibility for such appointment and
- (iii) A declaration to the effect that he meets the criteria of Independence as provided in subsection (6) of Section 149 of the Companies Act, 2013.

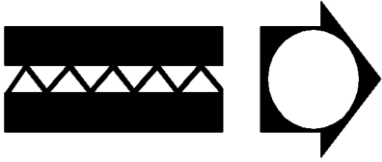
Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office upto the date of ensuing Annual General Meeting.

Since Ms. Jeny Gowadia (DIN: 03014009) was appointed as an Additional Non-Executive Independent Director on the board on March 09, 2026 and her term of office will expire on the day of AGM. However, she is regularized as a Non-Executive Independent Director with the approval of members of the Company at extra ordinary general meeting or through postal ballot. She is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Non- Executive Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Jeny Gowadia (DIN: 03014009) as an Independent Director for a period of Five years. She is not liable to retire by rotation.

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In the opinion of the Board Ms. Jeny Gowadia fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and she is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Ms. Jeny Gowadia (DIN: 03014009) as an Independent non-executive Director is now being placed before the Members for their approval.

Copy of the letter of appointment issued to Ms. Jeny Gowadia (DIN: 03014009) setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to arcoleasingltd@gmail.com

Ms. Jeny Gowadia (DIN: 03014009) being appointee is interested in her appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this EGM Notice for approval by the members.

Details of Ms. Jeny Gowadia (DIN: 03014009) along with brief profile pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure A" to this EGM Notice.

ITEM NO. 2: TO REGULARIZE MR. KEYUR SHAH (DIN: 09420459) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Keyur Shah (DIN: 09420459) from Additional Non-Executive Independent Director to Additional Non-Executive Independent Director of the Company.

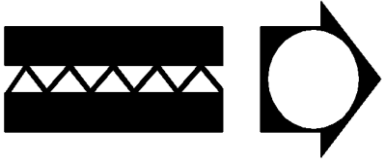
The Company has received from Mr. Keyur Shah (DIN: 09420459):

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) A declaration to the effect that he meets the criteria of Independence as provided in subsection (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office upto the date of ensuing Annual General Meeting.

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Since Mr. Keyur Shah (**DIN: 09420459**) was appointed as an Additional Non-Executive Independent Director on the board on March 09, 2026 and his term of office will expire on the day of AGM. However, he is regularized as a Non-Executive Independent Director with the approval of members of the Company at Extra Ordinary general meeting or through postal ballot. He is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Non-Executive Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Keyur Shah (**DIN: 09420459**) as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Keyur Shah fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Keyur Shah (**DIN: 09420459**) as an Independent non-executive Director is now being placed before the Members for their approval.

Copy of the letter of appointment issued to Mr. Keyur Shah (**DIN: 09420459**) setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to arcoleasingltd@gmail.com

Mr. Keyur Shah (**DIN: 09420459**) being appointee is interested in his appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of this EGM Notice for approval by the members.

Details of Mr. Keyur Shah (**DIN: 09420459**) along with brief profile pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure A" to this EGM Notice.

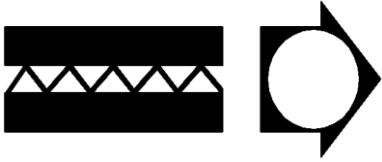
ITEM NO. 3: TO APPROVE APPOINTMENT OF MR. AKASH DUBEY (DIN: 08731219) AS DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and Articles of Association of the Company, have appointed Mr. Akash Dubey (**DIN: 08731219**) as an Additional Director of the Company, w.e.f. March 09, 2026., would hold office of Director upto the date of ensuing Annual General Meeting of the Company for financial year 2025-2026, liable to retire by rotation and is not disqualified for being appointed as an Executive Director of the Company in terms of Section 164 of the Act

However, The Board and Nomination and Remuneration Committee has proposed appointment of Mr. Akash Dubey (**DIN: 08731219**), as the Director of our company for a period of 5 years. He expected to substantially contribute towards the growth of the Company by his active participation

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and personal involvement. Therefore, change in his designation is required from Additional Director to Director of the company w.e.f. March 09th 2026 subject to member's approval.

Brief Profile of Mr. Akash Dubey (DIN: 08731219) and Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure A to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution 3 mentioned.

The Board of Directors of the Company recommends the resolution set forth at Item no. 3 of the accompanying Notice, for the approval of the members as an Ordinary Resolution.

Item No. 4. TO APPROVE APPOINTMENT OF MR. AKASH DUBEY (DIN: 08731219) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION THEREOF.

The Board of Directors at its meeting held on March 09th, 2026 on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Akash Dubey (DIN: 08731219) as Managing Director of the Company for a period of five years with effect from March 09th, 2026 under the provisions of sections 196, 197, 203 and schedule V and other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 upon the terms and conditions and remuneration hereinafter indicated, to avail his expertise services in the Area of capital raising, investor relations, and strategic partnerships. The said appointment is subject to the approval of the Members of the Company in Extra Ordinary General Meeting.

BRIEF PROFILE OF Mr. Akash Dubey (DIN: 08731219):

Mr. Akash Dubey (DIN: 08731219), Executive Director, Age 33 Years, proposed as a Director and subsequently as Managing Director of our company. He is expected to substantially contribute towards the growth of the Company by his active participation and personal involvement. He has also served on the Board of various Private Limited Companies.

The Board of Directors has decided to take approval of the members for his appointment as Director and subsequently as Managing Director in accordance with the provisions of Companies Act, 2013. With consideration of his contribution in various aspects relating to the Company's affairs and long business experience, the Board of directors is of the consideration and opinion that, the services of Mr. Akash Dubey should continue to be available to the Company as the designation of Managing Director of the Company for a period of five years with effect from 09th March, 2026, subject to members' approval.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board held on 09th March, 2026 and the Board of Directors have at their meeting held on 09th March, 2026 recommended his appointment as Managing Director of the Company for a period of five years with effect from 09th March, 2026, Since the Company has no profit or inadequate profit then remuneration shall be paid to him in accordance with the provisions of the Companies Act. 2013 read with Schedule V of the Act.

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He was also Director in the following companies:

1. Cedgecare Private Limited

Shareholding in the Company: NIL

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry: The Company is, inter alia, in the business To carry on and undertake the business of leasing and hire purchase and to finance leasing and hire purchase and to finance lease operations of all kinds purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipments that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payments or similar transactions and to subsidise, finance or assist in subsidising or finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and moveable property including lands and buildings, plant and machinery equipment, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.

(ii) Date or expected date of commencement of commercial production: N.A

The Company was incorporated on 01/02/1984 commenced business thereafter.

(iii) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2025.

Particulars	Rs. In lakhs
Gross Turnover & Other Income	Nil
Net Profit	(11.24)
Net Worth	(43.13)

II. Information about the appointee:

i) Background details: Refer as stated above.

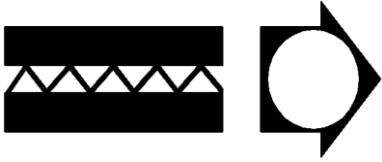
ii) Past remuneration during the financial year ended 31st March, 2025: Not applicable

iii) Job Profile and his suitability

He is a proposed to be appointed as Additional Director of the Company. However, he is now proposed to be regularized as Director and Managing Director of the company. Taking into

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consideration his qualification and expertise for the development of the 'Director' is best suited for the responsibilities currently assigned to him.

Following are the details of the annual salary & remuneration (payable monthly) proposed to be paid to Mr. Akash Dubey (DIN: 08731219), Managing Director as required by Schedule V to the Companies Act, 2013 is given below: -

III. Salary, Perquisites, Allowances & Remuneration per annum

a) Tenure of Appointment: 5 Years

b) Remuneration: Upto 50,000 per month

d) Perquisites & Allowance:.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification) or re-enactment thereof in the absence of any such rules perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration

Any increment in salary and perquisites and remuneration by way of incentive bonus/ performance linked incentive payable to Mr. Akash Dubey as may be determined by the Board and/or the Nomination and Remuneration Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration referred to in the resolution at item No. 5 of the Notice.

e) Reimbursement of Expenses:

Expenses incurred for travelling board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance including for their respective family members and provision of cars for use one the Company's business and telephone expenses at residence shall be reimbursed actual and not considered as perquisites

f) Minimum remuneration

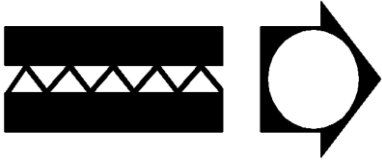
In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of Managing Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Act, from time to time.

g) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking in to consideration the size of the Company, level headedness of Mr. Akash Dubey and the industry benchmarks, the remuneration position and person proposed to be paid is commensurate with remuneration packages paid to similar senior level incumbents, in other hotel operating companies.

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h) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Akash Dubey does not have any relationship directly or indirectly with the company, or relationship with the managerial personnel.

i) General:

Mr. Akash Dubey (DIN: 08731219), satisfies all the conditions set out in Part- I of Schedule to the Act as also conditions set out under sub-section (3) of Section 196 of the Act being eligible for their Appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Mr. Akash Dubey is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Brief resume of Mr. Akash Dubey has nature of their expertise in specific functional areas, names of companies in which he holds directorships and membership chairmanships of Board Committees shareholding and relationship amongst directors inter se as stipulated under SEBI (LODR), 2015, are provided in the Annexure A forming part of the Notice.

The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and elements of remuneration package etc. of all the directors has been made in the Notice postal ballot.

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board of Directors of the Company recommends the resolution set forth at Item no. 4 of the accompanying Notice, for the approval of the members as a Special Resolution.

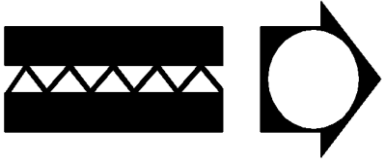
ITEM NO. 5. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF Item No. CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The current Authorised Share Capital of the Company is Rs. 6,00,00,000 (Six Crore Rupees Only) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of face value of Rs. 10 each (Rupees Ten Only) and 4,00,000 (Four Lakhs Rupees Only) 0.01% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) to Rs. 15,50,00,000 (Fifteen Crore and Fifty Lakhs Rupees Only) divided into 1,15,00,000 (One crore and Fifteen Lakhs Only) Equity Shares of face value of Rs. 10 each and 4,00,000 (Four Lakhs Rupees Only) 0.01% Cumulative Redeemable Preference Shares of

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face value of Rs. 100 each; The Company would require to increase its Authorised Share Capital and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board at its meeting held on March 13, 2026 has proposed to increase the authorized share capital to Rs. 15,50,00,000 (Fifteen Crore and Fifty Lakhs Rupees Only) divided into 1,15,00,000 (One crore and Fifteen Lakhs Only) Equity Shares of face value of Rs. 10 each and 4,00,000 (Four Lakhs Rupees Only) 0.01% Cumulative Redeemable Preference Shares of face value of Rs. 100 each.

Pursuant to the provisions of Sections 13 and other applicable provisions of the Companies Act, 2013, increase in the Authorised share capital and alteration of the capital clause of the Memorandum of Association, requires approval of the members.

The Board recommends the resolution set forth in Item No. 5 relating to the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 5.

ITEM NO. 6: TO ISSUE EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

The Approval of the members is accordingly being sought by way of special resolution under Sections 42 & 62 of the Companies Act, 2013, read with the (Prospectus and Allotment of Securities) Rules, 2014 for issuing up to **10613500 (One Crore Six Lakh Thirteen Thousand Five Hundred)** fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten) each, at an issue price of **₹ 10/- (Rupees Ten Only)** per equity share ("Issue Price"), aggregating up to **₹ 10,61,35,000/- (Ten Crore Sixty-One Lakhs Thirty-Five Thousand Only)**, by way of preferential issue through private placement basis for cash consideration on such terms and conditions and in such manner as may be approved, finalized or decided by the Board.

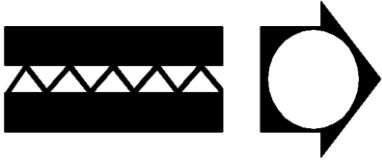
The disclosures required pursuant to Section 42 and 62(1)(c) of the Act read with Rule made thereunder are as below:

1) Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company, at its meeting held on March 13, 2026, subject to necessary approval(s), has approved the proposal for issuing Equity Shares to the identified persons that have agreed to subscribe to the proposed preferential issue pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 ("Act") to issue and allot up to **10613500 (One Crore Six Lakh Thirteen Thousand Five Hundred)** fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten) each, at an issue price of **Rs. 10/- (Rupees Ten Only)** per equity share ("Issue Price"), aggregating up to **₹ 10,61,35,000/- (Ten Crore Sixty-One Lakhs Thirty-Five Thousand Only)** for cash consideration by way of Preferential Issue through private placement basis.

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2) Objects of the Issue:

The Company proposes to strengthen its capital base and support its business expansion plans. Pursuant to the preferential issue of equity shares, the funds proposed to be raised shall be utilised for investment in its Wholly Owned Subsidiary, which is registered as a Non-Banking Financial Company (NBFC) with the Reserve Bank of India.

The said investment is intended to enable the Wholly Owned Subsidiary to meet the minimum Net Owned Funds (NOF) requirements as prescribed under the applicable directions and regulations issued by the Reserve Bank of India from time to time, and to support the expansion of its lending and financial services business.

The subsidiary NBFC shall utilize the funds infused by the Company for carrying out its principal business activities, and for general corporate purposes in the ordinary course of its financing business.

Pending utilization for the aforesaid purposes, the Company may temporarily deploy the unutilized proceeds in permitted liquid instruments in accordance with applicable laws.

3) Maximum no. of shares or other securities to be issued:

It is proposed to offer, issue and allot up to **10613500 (One Crore Six Lakh Thirteen Thousand Five Hundred)** fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten) each, at an issue price of **Rs. 10/- (Rupees Ten Only)** per equity share ("Issue Price"), aggregating up to **₹ 10,61,35,000/- (Ten Crore Sixty-One Lakhs Thirty-Five Thousand Only)** by way of Preferential Issue through private placement basis.

4) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

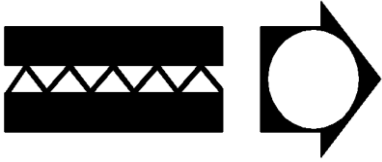
None of the existing Promoters, Directors, Key Managerial Personnel or Senior Management Personnel of the Company intend to subscribe to the proposed Issue, except Mr. Jitesh Kothari and Mr. Atul Ramshankar Jaiswal, who have expressed their intention to subscribe to the Issue and shall be classified as Proposed Promoters of the Company upon completion of the Issue.

5) Price at which allotment is proposed to be made:

The allotment is proposed to be made at par i.e., Rs. 10 /- (Rupees Ten Only) per equity share

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6) The basis on which such price has been arrived at:

Since the equity shares of the Company are listed on BSE Limited and are infrequently traded, the issue price has been determined in accordance with Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, where the shares are infrequently traded, the minimum issue price shall be determined by an Independent Registered Valuer, taking into account parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares. Accordingly, the Company has obtained a valuation report from Mr. Abhishek Goel, Independent Registered Valuer (Registration No. IBBI/RV/06/2021/14478) in terms of Regulation 165 of the SEBI ICDR Regulations. The valuation report is available on the website of the Company at: <https://www.arcoleasing.com/>

Further, pursuant to Regulation 166A(1) of the SEBI ICDR Regulations, in case of any preferential issue which may result in a change in control or allotment of more than five percent of the post-issue fully diluted share capital of the issuer to an allottee or to allottees acting in concert, a valuation report from an Independent Registered Valuer is required for determining the price. In compliance with the same, the Company has obtained a valuation report from Mr. Abhishek Goel, Independent Registered Valuer (Registration No. IBBI/RV/06/2021/14478) who has recommended the fair value of the equity shares of the Company at ₹10/- per share as per the valuation report dated March 13, 2026.

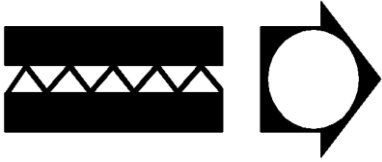
Further, pursuant to Regulation 166A(2) of the SEBI ICDR Regulations, the Committee of Independent Directors of the Company in its meeting held on March 13, 2026, has recommended the preferential issue of equity shares to the Proposed Allottees after considering all aspects including pricing. A copy of the recommendation is available on the website of the Company at: <https://www.arcoleasing.com/>

The book value per equity share of the Company is ₹ (21.58) as per the unaudited financial statements for the half-year ended September 30, 2025. However, pursuant to Section 53 of the Companies Act, 2013, a company cannot issue shares at a discount. Accordingly, in terms of Regulation 165 read with Regulation 166A(1) of the SEBI ICDR Regulations, the issue price for the preferential issue has been fixed at ₹10/- per equity share. Further, the Articles of Association of the Company do not provide for any method of determination which results in a floor price higher than that determined under the SEBI ICDR Regulations.

Further, since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the requirement of re-computation of price is not applicable and accordingly the undertakings specified under Regulation 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations are not applicable

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7) Voting pattern of the Committee of Independent Directors meeting:

S. No.	Name of Director	Designation	Chairman/ Member	Vote
1.	Srikar Gopalrao Kowlikar	Independent Director	Chairman	For
2.	Khadija Taher Raniwala	Independent Director	Member	For
3.	Usha Manish Ghelani	Independent Director	Member	For

The company has 3 (Three) independent directors and all the independent directors have attended the meeting scheduled on March 13, 2026.

8) Relevant Date:

The “Relevant Date” in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is **March 13, 2026**, being the date thirty (30) days prior to the date of Extra-Ordinary General Meeting.

9) The class of persons to whom the allotment is proposed to be made:

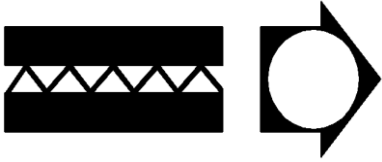
The Preferential Issue of Equity Shares is proposed to be made to the specific identified investors belonging to the Proposed Promoters/ Promoter group Category and Proposed Non-Promoters.

10) Shareholding pattern of the issuer before and after the preferential issue:

SN	Category	Pre-Issue Shareholding	Pre-Issue Shareholding %	No. of Equity Shares to be allotted	Post-Issue Shareholding	Post-Issue Shareholding %	SPA Equity shares	No. & % of Post issue Equity [Assuming completion of SPA through open offer]	
A	Promoters and Promoters Group Holding								
	A1) Indian								
	Individuals/ Hindu undivided	1,07,600	44.82	NIL	8057600	74.43	NIL	8078600	74.43

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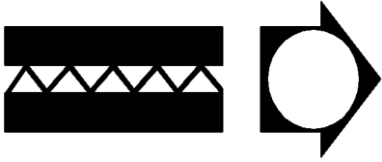


ARCO LEASING LIMITED

	Family								
	Meenakshi N Ruia	2,700	1.12	NIL	2,700	0.02	(2700)	NIL	NIL
	Rajendra M Ruia	16,085	6.70	NIL	16,085	0.14	(16085)	NIL	NIL
	Narendra M Ruia	40,195	16.74	NIL	40,195	0.37	(40195)	NIL	NIL
	Usha Sunil Patwari	9,210	3.84	NIL	9,210	0.08	(9210)	NIL	NIL
	Sarita R Ruia	39,410	16.42	NIL	39,410	0.36	(39410)	NIL	NIL
	Jitesh Kothari	NIL	NIL	3975320	3975320	36.63	63980	4039300	37.22
	Atul Ramshankar Jaiswal	NIL	NIL	3974680	3974680	36.63	64620	4039300	37.22
	Any Other (specify)								
	Arco Electro Technologies Private Limited	4,000	1.67	NIL	4,000	0.04	(4000)	NIL	NIL
	Schori Blasting and Metal Spraying Private Limited	5,000	2.08	NIL	5,000	0.05	(5000)	NIL	NIL
	Narmina Trade Invest LLP	4,000	1.67	NIL	4,000	0.04	(4000)	NIL	NIL
	Bodhesh Trade Invest LLP	4,000	1.67	NIL	4,000	0.04	(4000)	NIL	NIL
	Ramvallabh Trade Invest LLP	4,000	1.67	NIL	4,000	0.04	(4000)	NIL	NIL
	A2) Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub Total A	1,28,600	53.57	7950000	8078600	74.43	128600	8078600	74.43
B	Non-Promoters Holding								
	B1) Institutions (Domestic)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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B2) Institutions (Foreign)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B3) Central Government / State Government (s)/ President of India	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B4) Non-Institutions									
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	111470	46.43	187500	298970	2.75	NIL	298970	2.75	
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	NIL	NIL	2476000	2476000	22.82	NIL	2476000	22.82	
Sub Total B	111470	46.43	2663500	2774970	25.57	NIL	2774970	25.57	
Total (A) + (B)	240070	100	10613500	10853570	100	128600	10853570	100	

Note:

- a. Pre issue shareholding is as on December 31, 2025.
- b. The post issue shareholding pattern in the above table has been prepared on the basis:
 - i. assuming full subscription of equity shares to be allotted under the present issue.
 - ii. assuming completion of acquisition of 128600 (One Lakhs Twenty-Eight Thousand Six Hundred) equity shares of the Company by the acquirer (which includes Proposed Allottees) in accordance with the Share Purchase Agreement dated March 13, 2026 and
 - iii. Proposed Promoters will give Open Offer under SEBI Takeover Regulations, since same is subject to participation of public shareholders and hence it cannot be determined as on the date of this disclosure regarding acquisition of Shares under Open Offer by the proposed Promoters.

11) The proposed time within which the allotment shall be completed:

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of

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this resolution provided that where the issue and allotment of the said equity is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

12) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors;

S.no.	Name of Proposed Allottee	Category	No. of Equity Shares to be allotted	Ultimate Beneficial Owners
1.	Jitesh Kothari	Proposed Promoter	3975320	Not Applicable
2.	Atul Ramshankar Jaiswal	Proposed Promoter	3974680	Not Applicable
3.	Varun Sharma	Non-Promoter	990685	Not Applicable
4.	Sandhya Rani Dhomeja	Non-Promoter	954315	Not Applicable
5.	Jaishankar R Raja	Non-Promoter	531000	Not Applicable
6.	Nilesh VinodKumar Dhanuka	Non-Promoter	50000	Not Applicable
7.	Yogesh Jagdishchandra Shah	Non-Promoter	50000	Not Applicable
8.	Pradeep Rathi	Non-Promoter	40000	Not Applicable
9.	Shruti Maheshwari	Non-Promoter	25000	Not Applicable
10.	Rakesh Kumar Rathi	Non-Promoter	2500	Not Applicable
11.	Manish Heeralal Chandak	Non-Promoter	2500	Not Applicable
12.	Lokesh Devendra Kothari HUF	Non-Promoter	2500	Lokesh Kothari
13.	Ashok Kumar Khandelwal	Non-Promoter	2500	Not Applicable
14.	Harishchandra Vishnu Rane	Non-Promoter	2500	Not Applicable
15.	Sareeta Kumavat	Non-Promoter	2000	Not Applicable
16.	Shevendra Singh	Non-Promoter	2000	Not Applicable
17.	Anita Tanwar	Non-Promoter	2000	Not Applicable
18.	Hemant Kumar Sinha	Non-Promoter	2000	Not Applicable
19.	Arun Kumar	Non-Promoter	2000	Not Applicable
	Total		10613500	

13) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue;

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

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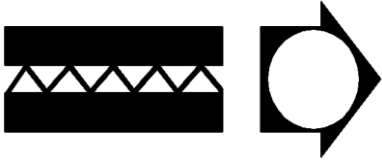


ARCO LEASING LIMITED

SN	Name of Proposed Allottee	Pre-Issue Shareholding	Pre-Issue Shareholding %	No. of Equity Shares to be allotted	Post-Issue Shareholding	Post-Issue Shareholding %	SPA Equity shares	No. & % of Post issue Equity [Assuming completion of acquisition of 128600 equity shares in accordance with the SPA]	
1.	Jitesh Kothari	NIL	NIL	3975320	3975320	36.63	63980	4039300	37.22
2.	Atul Ramshankar Jaiswal	NIL	NIL	3974680	3974680	36.63	64620	4039300	37.22
3.	Varun Sharma	NIL	NIL	990685	990685	9.13	NIL	990685	9.13
4.	Sandhya Rani Dhomeja	NIL	NIL	954315	954315	8.79	NIL	954315	8.79
5.	Jaishankar R Raja	NIL	NIL	531000	531000	4.89	NIL	531000	4.89
6.	Nilesh VinodKumar Dhanuka	NIL	NIL	50000	50000	0.46	NIL	50000	0.46
7.	Yogesh Jagdishchandra Shah	NIL	NIL	50000	50000	0.46	NIL	50000	0.46
8.	Pradeep Rathi	NIL	NIL	40000	40000	0.37	NIL	40000	0.37
9.	Shruti Maheshwari	NIL	NIL	25000	25000	0.23	NIL	25000	0.23
10	Rakesh Kumar Rathi	NIL	NIL	2500	2500	0.02	NIL	2500	0.02
11	Manish Heeralal Chandak	NIL	NIL	2500	2500	0.02	NIL	2500	0.02
12	Lokesh Devendra Kothari HUF	NIL	NIL	2500	2500	0.02	NIL	2500	0.02
13	Ashok Kumar Khandelwal	NIL	NIL	2500	2500	0.02	NIL	2500	0.02
14	Harishchandra Vishnu Rane	NIL	NIL	2500	2500	0.02	NIL	2500	0.02

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15	Sareeta Kumavat	NIL	NIL	2000	2000	0.02	NIL	2000	0.02
16	Shevendra Singh	NIL	NIL	2000	2000	0.02	NIL	2000	0.02
17	Anita Tanwar	NIL	NIL	2000	2000	0.02	NIL	2000	0.02
18	Hemant Kumar Sinha	NIL	NIL	2000	2000	0.02	NIL	2000	0.02
19	Arun Kumar	NIL	NIL	2000	2000	0.02	NIL	2000	0.02
	Total			10613500	10613500	97.79%	128600	10742100	98.97%

Note:

a. Pre issue shareholding is as on December 31, 2025.

b. The post issue shareholding pattern in the above table has been prepared on the basis:

- i. assuming full subscription of equity shares to be allotted under the present issue.
- ii. assuming completion of acquisition of 128600 (One Lakhs Twenty-Eight Thousand Six Hundred) equity shares of the Company by the acquirer (which includes Proposed Allottees) in accordance with the Share Purchase Agreement dated March 13, 2026 and
- iii. Proposed Promoters will give Open Offer under SEBI Takeover Regulations, since same is subject to participation of public shareholders and hence it cannot be determined as on the date of this disclosure regarding acquisition of Shares under Open Offer by the proposed Promoters.

14) Disclosures specified in Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is confirmed that the issuer, its Promoters or any of its Director(s) is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI. It is also hereby confirmed that the provisions of Reg 164A of the SEBI ICDR Regulations are not applicable in the instant preferential issue.

The proposed allottees have also confirmed that:

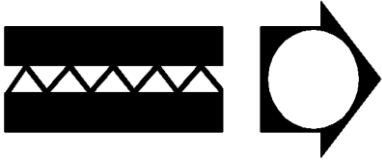
- (i) They are eligible under all statutory laws including SEBI (ICDR) Regulations, 2018 and qualified for above referred preferential allotment; and
- (ii) They are not barred by SEBI, RBI, MCA or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

15) Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

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16) The change in control, if any, in the company that would occur consequent to the preferential offer:

Pursuant to the proposed acquisition of equity shares through the Share Purchase Agreement (SPA), along with the proposed allotment of shares to the Proposed Promoter, there may arise an obligation to comply with the provisions of Regulations 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"). As the cumulative acquisition is expected to breach the prescribed thresholds, the Proposed Promoter shall be required to make an Open Offer in accordance with the applicable provisions of the SEBI Takeover Regulations.

There shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoter and Promoter Group in accordance with the Share Purchase Agreement. Therefore, there will be change in control as contemplated under Regulation 3(1) and 4 of SEBI SAST Regulations, Companies Act, 2013 and the Listing Regulations. The proposed promoters intend to give a public announcement for an open offer in accordance with the SEBI (SAST) Regulations, 2011.

17) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not issued or allotted any equity shares of the Company during the financial year 2025-26.

18) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:

Not applicable as the allotment is not being made for consideration other than cash.

19) Lock-In

The proposed allottees do not hold any equity shares in the Company prior to the preferential issue. Accordingly, there is no pre-preferential shareholding and therefore the provisions relating to lock-in of pre-preferential shareholding under Regulation 167(6) of the SEBI (ICDR) Regulations are not applicable.

20) Certificate from Practicing Company Secretary:

A certificate from the Ms. Sonam Jain, Practicing Company Secretary (Membership No. F9871; COP: 12402; peer review: 5288/2022) certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as required under chapter V,

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Regulation 163 (2) of SEBI (ICDR) Regulations has been obtained. The Certificate will also be available on the Company's website: <https://www.arcoleasing.com/>

21) Current and proposed Status of the Proposed Allottee post preferential issue

The proposed allotment shall be made to the promoters as well as to the non-promoters, and the details of the same are mentioned below:

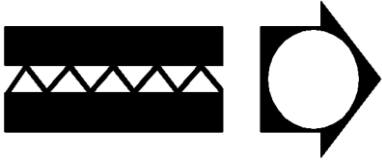
SN	Name of Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post Preferential Issue
1.	Jitesh Kothari	Not Applicable	Promoter
2.	Atul Ramshankar Jaiswal	Not Applicable	Promoter
3.	Varun Sharma	Not Applicable	Non-Promoter
4.	Sandhya Rani Dhomeja	Not Applicable	Non-Promoter
5.	Jaishankar R Raja	Not Applicable	Non-Promoter
6.	Nilesh VinodKumar Dhanuka	Not Applicable	Non-Promoter
7.	Yogesh Jagdishchandra Shah	Not Applicable	Non-Promoter
8.	Pradeep Rathi	Not Applicable	Non-Promoter
9.	Shruti Maheshwari	Not Applicable	Non-Promoter
10.	Rakesh Kumar Rathi	Not Applicable	Non-Promoter
11.	Manish Heeralal Chandak	Not Applicable	Non-Promoter
12.	Lokesh Devendra Kothari HUF	Not Applicable	Non-Promoter
13.	Ashok Kumar Khandelwal	Not Applicable	Non-Promoter
14.	Harishchandra Vishnu Rane	Not Applicable	Non-Promoter
15.	Sareeta Kumavat	Not Applicable	Non-Promoter
16.	Shevendra Singh	Not Applicable	Non-Promoter
17.	Anita Tanwar	Not Applicable	Non-Promoter
18.	Hemant Kumar Sinha	Not Applicable	Non-Promoter
19.	Arun Kumar	Not Applicable	Non-Promoter

22) Principal terms of assets charged as securities:

Not Applicable.

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23) Material terms of raising such securities:

Equity Shares shall rank Pari-passu with Existing Equity Shares of the company.

24) Minimum Public Shareholding:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 maintaining a minimum of 25% of the paid-up capital in the hands of public.

25) Undertaking:

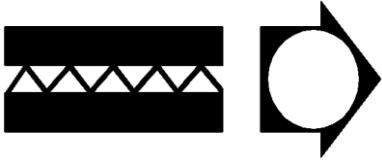
In accordance with the SEBI ICDR Regulations, the company hereby undertakes that:

- (i) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- (ii) The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- (iii) All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- (iv) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with BSE, stock exchange where the equity shares of the are listed and the SEBI (LODR), 2015, as amended, and any circular or notification issued by the Board thereunder;
- (v) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- (vi) The Company shall make application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of general meeting seeking shareholders' approval by way of special resolution;
- (vii) No person belonging to the promoter / promoter group have sold / transferred any equity shares of the ssCompany during 90 trading days preceding the Relevant Date.
- (viii) The Proposed Allottees have not sold/transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.

None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

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ARCO LEASING LIMITED

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution set out at Item no. 6 for the approval of the members by way of passing Special resolution.

**By Order of the Board
For Arco Leasing Limited**

**Rajendra Mahavirprasad Ruia
Whole-Time Director
DIN: 01300823**

**Date: 13/03/2026
Place: Mumbai**

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