

# HELPAGE FINLEASE LIMITED

Regd. Office : S-191/C, 3<sup>rd</sup> Floor  
Manak Complex, School Block  
Shakarapur, Delhi-110092  
Tel : +91-1145578607, 8130300046

19<sup>th</sup> February, 2026

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001 (Maharashtra)

**Scrip Code: 539174**

Dear Sir/Madam,

**Sub: Intimation of Extra-Ordinary General Meeting (“the EGM”) and Cut-off Date for e-voting for business to be transacted at the EGM**

This is to inform you that an Extra-Ordinary General Meeting of the Company will be held on **Friday, 13<sup>th</sup> March, 2026 at 04:00 P.M. (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Incidental information as required to be disclosed under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) in connection with the ensuing EGM:

S.No	Particulars of Event	Day, Date and Time
1	Extra-Ordinary General Meeting (V.C. Mode)	Friday, 13 <sup>th</sup> March, 2026 and 04:00 P.M
2	Cut-Off Date to determine the entitlement of the members to cast their votes for the business to be transacted at the ensuing EGM of the Company	Friday, 06 <sup>th</sup> March, 2026
3	Remote E-Voting period begins on	Tuesday, 10 <sup>th</sup> March, 2026 and 09:00 A.M
4	Remote E-Voting period ends on	Thursday, 12 <sup>th</sup> March, 2026 and 05:00 P.M

This is for your information and records and the notice of the EGM is hosted on the Company’s website at <https://www.helpagefinlease.com/extra-ordinary-general-meeting/>

Thanking you,  
Yours Faithfully

**For & On Behalf Of  
Helpage Finlease Limited**

**Darshna Agarwal  
Company Secretary & Compliance Officer**

Encl: Notice of EGM



**HELPAGE FINLEASE LIMITED**

**CIN: L51909DL1982PLC014434**

**Regd. office: S-191/c, 3rd Floor Manak Complex, School Block, Shakarpur, Delhi-110092,  
Phone No.+91-11-4557-8607**

**Email Id: [info@helpagefinlease.com](mailto:info@helpagefinlease.com) Website: [www.helpagefinlease.com](http://www.helpagefinlease.com)**

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**NOTICE**

Notice is hereby given that the **1<sup>st</sup> Extra Ordinary General Meeting (EGM)** of the members of **Helpage Finlease Limited** for the Financial Year 2025-2026 will be held on **Friday, 13<sup>th</sup> March, 2026 at 4:00 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) at the registered office situated at S-191/c, 3rd floor Manak Complex, School Block, Shakarpur, East Delhi, India, 110092 to transact the following business:

**SPECIAL BUSINESSES:**

**1. Appointment of Mr. Gulshan Kumar (DIN:11506543) as an Independent Director of the Company**

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

**“RESOLVED THAT** Mr. Gulshan Kumar (DIN:11506543) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from 12<sup>th</sup> February, 2026, on the recommendation of Nomination and Remuneration Committee by the Board of Directors, in terms of Section 161(1) of the Companies Act, 2013 (‘Act’) read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and is hereby, appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 16 and Regulation 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of the Articles of Association of the Company, applicable Reserve Bank of India regulations, guidelines and circulars on ‘Fit and Proper’ criteria (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Gulshan Kumar (DIN:11506543), who was appointed as an Additional Director in the category of Non- Executive Independent Director of the Company with effect from **12<sup>th</sup> February, 2026**, and who has submitted:

- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations; and
- a declaration and confirmation that he satisfies the 'Fit and Proper' criteria as prescribed under the applicable Reserve Bank of India regulations,

and who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations, **be and is hereby appointed as an Independent Director of the Company**, not liable to retire by rotation, **to hold office for a term of five (5) consecutive years commencing from 12<sup>th</sup> February, 2026 to 11<sup>th</sup> February, 2031.**”

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

By the order of the Board  
**For Helpage Finlease Limited**

**Date:** 12<sup>th</sup> February, 2026

**Place:** Delhi

**Regd office:** S-191/c, 3rd floor Manak Complex,  
School Block Shakarpur, Delhi, India- 110092

Sd/-  
**Darshna Agarwal**  
Company Secretary  
**M. No.: A73854**

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to “Clarification on holding of Extra Ordinary General Meeting (“EGM”) through Video Conference (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 1 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this EGM are also annexed.
3. In accordance with the MCA and Securities Exchange Board of India (SEBI), Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice will also be available on the website of the Company at [www.helpagefinlease.com](http://www.helpagefinlease.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any communication, the shareholders may also send requests to the Company’s email id at [info@helpagfinlease.com](mailto:info@helpagfinlease.com).
4. Pursuant to the provisions of the act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI circulars, the facility for appointment of Proxies by the members will not be available for this EGM and Hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
5. The Participation of Members through VC/OAVM will be counted for the purpose of ascertaining the quorum for the EGM as per Section 103 of the Companies Act, 2013.
6. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution /authorization letter to the Company by email to [info@helpagefinlease.com](mailto:info@helpagefinlease.com) or Beetal Financial Computer Services Pvt. Ltd, Registrar and Share Transfer Agent at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.helpagefinlease.com/investor-forms.php> and on the website of the Company’s RTA, Beetal Financial Computer Services Pvt. Ltd, at [beetalrta@gmail.com](mailto:beetalrta@gmail.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the ‘Instructions for e-voting’ section which forms part of this Notice.
10. The Company has appointed Ms. Divya Rani, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e- voting process in a fair and transparent manner. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.helpagefinlease.com](http://www.helpagefinlease.com) and on the website of NSDL within two (2) working days of passing of the resolutions at the EGM of the Company.
11. Members holding share in dematerialized forms are requested to intimate all changes pertaining to their Bank details, Nominations, power of attorney, change of address, email address and other relevant details, if any to their respective Depository Participants, Members holding shares in physical form are requested to intimate such changes either to the Company or Share Transfer Agent.
12. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e., from Saturday, 07<sup>th</sup> March, 2026 to Friday, 13<sup>th</sup> March, 2026 (both days inclusive).
13. The members may cast their votes through electronic voting system (remote e-voting). The remote e-voting period will commence on Tuesday, 10<sup>th</sup> March, 2026 at 09.00 a.m. and ends on Thursday, 12<sup>th</sup> March, 2026 at 5.00 p.m. (IST) on. In addition, the facility for e-voting shall also be made available during the EGM.

Members participating in the EGM through Video Conference/ Other Audio-Visual Means who have not cast their vote by remote e- voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to participate in the EGM; however, they shall not be eligible to vote at the meeting.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at Company at [info@helpagfinlease.com](mailto:info@helpagfinlease.com) or the Beetal Financial Computer Services Pvt. Ltd, Registrar and Share Transfer Agent at [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

#### 16. Voting through electronic means

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e- voting system as well as venue voting on the date of the EGM will be provided by NSDL.
- The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM through but shall not be entitled to cast their vote again.
- EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI circulars.

#### **The Instructions for Members for remote e-voting and joining General Meeting are as under:**

The remote e-voting period commences on Tuesday, 10<sup>th</sup> March, 2026 at 09.00 a.m. and ends on Thursday, 12<sup>th</sup> March, 2026 at 5.00 p.m. (IST) 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., Friday, 06<sup>th</sup> March, 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, being Friday, 06<sup>th</sup> March, 2026

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

## STEP 1: Access to NSDL e-Voting system

### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="592 809 1426 1196">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="592 1234 1426 1362">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="592 1400 1426 1816">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="592 1853 1426 1913">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below</li> </ol>

	<p>for seamless voting experience. <b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing Myeasi username and password.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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. upon logging in, you will be able to see e-Voting</p>

	option. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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., NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, home page of e-Voting will open.

**STEP 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdivyasingh.25@gmail.com](mailto:csdivyasingh.25@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info@helpagefinlease.com](mailto:info@helpagefinlease.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@helpagefinlease.com](mailto:info@helpagefinlease.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The Instructions for members for e-Voting on the Day of the EGM are as under:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the GM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the EGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@helpagefinelase.com](mailto:info@helpagefinelase.com). The same will be replied by the company suitably. The Company reserves the right to select speakers and regulate the order and duration of speaking to ensure smooth conduct of the meeting
6. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker in advance by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at [info@helpagefinelase.com](mailto:info@helpagefinelase.com) **at least five days prior to meeting**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

By the order of the Board  
**For Helpage Finlease Limited**

**Date:** 12<sup>th</sup> February, 2026  
**Place:** Delhi  
**Registered office:** S-191/c, 3<sup>rd</sup> floor Manak  
Complex School Block Shakarpur, Delhi- India 110092

Sd/-  
**Darshna Agarwal**  
Company Secretary  
**M. No.: A73854**

**Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:**

**Item No. 1:**

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company, at its meeting held on 12th February, 2026, in terms of Section 161 of the Companies Act, 2013 (‘Act’), appointed Mr. Gulshan Kumar (DIN: 11506543) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr. Gulshan Kumar has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a term of **five (5)** consecutive years, commencing from **12<sup>th</sup> February, 2026 to 11<sup>th</sup> February, 2031** subject to approval of the Members by way of a Special Resolution at the Extraordinary General Meeting (“EGM”).

Mr. Gulshan Kumar is eligible for appointment as a Director of the Company. The Company has received from him:

- consent to act as a Director in Form DIR-2;
- a declaration confirming compliance with the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- confirmation of non-disqualification under Section 164 of the Companies Act, 2013; and
- confirmation of inclusion in the Independent Directors’ databank maintained by the Indian Institute of Corporate Affairs (“IICA”) and compliance with the proficiency self-assessment requirements, as applicable.

After due evaluation of his qualifications, skills, experience, integrity and independence, the NRC and the Board are of the opinion that Mr. Gulshan Kumar (DIN: 11506543) meets all statutory requirements and would bring valuable expertise, objectivity and independent judgment to the Board, particularly in matters relating to governance, risk management and strategic oversight.

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, no other remuneration is being proposed to be paid to Mr. Gulshan Kumar. He shall not be entitled to any stock options of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of shareholding, if any, held by



Mr. Gulshan Kumar (DIN: 11506543).

Accordingly, approval of the Members is sought for appointment of Mr. Gulshan Kumar (DIN: 11506543) as an Independent Director of the Company for the aforesaid term.

The Board recommends the Special Resolution set out at Item No. [1] of the accompanying Notice for approval by the Members.

A brief profile of Mr. Gulshan Kumar (DIN: 11506543), including details of his expertise and experience, is annexed as Annexure-I to this Notice.

By the order of the Board  
**For Helpage Finlease Limited**

**Date:** 12<sup>th</sup> February, 2026

**Place:** Delhi

**Regd. Office:** S-191/c, 3rd floor Manak Complex, School  
Block Shakarpur, East Delhi India, 110092

Sd/-

**Darshna Agarwal**  
**Company Secretary**  
**M.No.: A73854**

### Annexure-I

#### Details of Director Seeking Appointment

(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meeting as prescribed by the Institute of Company Secretaries of India)

<b>Name of the Director and Director Identification Number</b>	Mr. Gulshan Kumar (DIN: 11506543)
Date of Birth and Age	01/05/1980
Nationality	Indian
Date of first appointment on the Board	Effective 12 <sup>th</sup> February, 2026, subject to the approval of the members
Education Qualification	Chartered Accountant
Nature of Expertise in Specific Functional Areas / Brief resume	<p>Mr. Gulshan Kumar is a Chartered Accountant (November 2003) and a Certified Associate of the Indian Institute of Banking &amp; Finance (May 2007) with more than 20 years of diversified experience.</p> <p>He served as Senior Vice President (Investment Banking Head – Delhi) at IDBI Capital Markets &amp; Securities Ltd. from March 2012 to September 2025. Prior to that, he/she worked as Assistant Vice President – Project Advisory &amp; Structured Finance at SBI Capital Markets Ltd. from May 2008 to March 2012.</p> <p>His rich experience in investment banking, structured finance and corporate finance will be valuable to the Company</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The skills and capabilities required for the role of Independent Director has been defined by the Nomination and Remuneration Committee (NRC) and the Board, in context of the Company's business. NRC and the Board reviewed domain skills, professional experience and industry exposure of Mr. Gulshan Kumar and concluded that he possesses the skills/expertise/competencies required in the context of the Company's business, to discharge his role as an Independent Director of the Company.</p>
Terms and conditions of appointment/ re-appointment	Appointed as an Independent Director for a term of Five (5) consecutive years w.e.f. 12 <sup>th</sup> February, 2026; Not liable to retire by rotation.

Details of remuneration sought to be paid	Entitled to sitting fees for attending meetings of the Board or Committees thereof.
Name of Listed Entities from which the person has resigned in past three years.	NIL
List of Directorships held in other Listed Companies	NIL
Chairperson/Member of the Committees of the Boards of other Listed Companies	NIL
No. of meetings of the Board attended during the year	Not Applicable
Details of remuneration last drawn	NIL
Shareholding in Helpage Finlease Limited including shareholding as a beneficial owner	NIL
Relationship with another director, Manager and other Key Managerial Personnel of the company	NIL

By the order of the Board  
**For Helpage Finlease Limited**

**Date:** 12<sup>th</sup> February, 2026

**Place:** Delhi

**Regd. Office:** S-191/c, 3rd floor Manak Complex,  
School Block Shakarpur, East Delhi India,  
110092

Sd/-  
**Darshna Agarwal**  
Company Secretary  
M. No.: A73854