Phone : 0124-4200274

UNITED LEASING & INDUSTRIES LIMITED

Regd. Office : Plot No. 66, Sector-34, EHTP, Gurgaon-122001 (Haryana)
E-mail id : teamunited83@gmail.com, website : www.ulilltd.com
CIN : L17100HR1983PLC033460

Date: 04th September, 2025

To,
The General Manager,
Department of Corporate Services
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip Code: 507808
BSE Symbol: UNTTEMI

Subject: Notice of the 41st Annual General Meeting ('AGM') for the Financial Year 2024- 25

Dear Sir/ Madam,

It is to inform you about that the **41st Annual General Meeting ("AGM")** of United Leasing and Industries Limited (The Company) will be held on **Tuesday, 30th September, 2025**, at 10:30 A.m. (IST) at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016, to transact the business as set forth in the Notice of the AGM.

Pursuant to **Regulation 30** and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Notice for the 41st AGM of the Company for the financial year 2024- 25 is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 41st AGM along with Annual Report for the financial year 2024-25 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM will be provided by MUFG Intime India Private Limited. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Saturday, 27th September,2025 at 09:00 A.M.
The remote e-voting period ends on	Monday, 29th September, 2025 at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.

Thanking you,
Yours Faithfully,
For United Leasing and Industries Limited

ADITYA KHANNA
Digitally signed by ADITYA KHANNA
Date: 2025.09.04 17:12:57 +05'30'

Aditya Khanna
Director
DIN: 01860038

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED LEASING AND INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 30TH DAY OF SEPTEMBER, 2025 AT 14 KMS, PATAUDI ROAD, VILLAGE JHUND SARAI VEERAN, GURUGRAM, HARYANA, 122016 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1

TO CONSIDER AND ADOPT THE FINANCIAL STATEMENTS AND ITS REPORT THEREON:

The financial statement consisting of Balance Sheet as on March 31, 2025, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2025 along with the reports of the Board of Directors and Auditors thereon;

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

"RESOLVED THAT pursuant to the provisions of section 129, 134 and all other applicable provision of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the audited financial statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.**"**

Item No. 2

TO APPROVE RE APPOINTMENT OF MR. ANIL KUMAR KHANNA (DIN: 00207839), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR;

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Kumar Khanna (DIN: 00207839), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re- appointed as a Director of the Company, liable to retire by rotation.**"**

SPECIAL BUSINESS:

Item No. 3

TO CONSIDER AND APPROVE THE REGULARIZATION OF AN ADDITIONAL DIRECTOR MS. SONIA VAID (DIN: 09521320) AS NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force),

Ms. Sonia Vaid (DIN: 09521320), who was appointed as an, Additional Director (Non- Executive Independent Director) of the Company by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from **29th May 2025**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for first term of 5 (Five) consecutive years commencing from **29th May 2025** upto **28th May 2030.**

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 4

TO CONSIDER AND APPROVE THE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed **Rs. 20 Crores (Rupees Twenty Crores only)** or equivalent amount in any other foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Item No. 5

TO CONSIDER AND APPROVE ADVANCING LOANS, PROVIDING GUARANTEE OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the

Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan Including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, up to an aggregate sum of **Rs. 20/-Crores (Rupees Twenty Crores Only)** (including the loans already advanced, guarantee already provided}, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable**."**

Item No. 6

TO CONSIDER AND TAKE APPROVAL FOR THE RELATED PARTY TRANSACTION WITH "SIPL TEXTILE PRIVATE LIMITED" AS TO BE HELD IN THE F.Y. 2025-26:

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

"RESOLVED THAT Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of **5 Crores**, with **"SIPL Textile Private Limited"**

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all other matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, managing director, whole time director(s), director(s) and/or any officers of the Company, and authorize them to sign and execute all agreements, applications, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution."

Item No. 7

TO CONSIDER AND TAKE APPROVAL FOR THE RELATED PARTY TRANSACTION WITH "RLF LIMITED" AS TO BE HELD IN THE F.Y. 2025-26:

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

"RESOLVED THAT Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules

made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of **5 Crores**, with **"RLF LIMITED"**

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all other matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, managing director, whole time director(s), director(s) and/or any officers of the Company, and authorize them to sign and execute all agreements, applications, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution."

By Order of the Board
United Leasing and Industries Limited

Sd/-
Ashish Khanna
Managing Director

Date: 02.09.2025
Place: Haryana

IMPORTANT NOTES:

1. EXPLANATORY STATEMENTS

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of the Special Business from **Item No. 3 to Item No. 7** to be transacted at the meeting is annexed to this Notice.

2. PROXY & ATTENDANCE

A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a Proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Corporate Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. A Proxy Form for AGM is enclosed in the Annual Report.

A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

Corporate Member are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in their Annual Report.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

3. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 24th September, 2025 to 30th September, 2025 (Both days inclusive).

4. ANNUAL REPORT

- Electronic copy of the Annual Report for the year ended 31st March, 2025 is being sent to all the members whose E-Mail IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Annual Report are being sent in the permitted mode.

- Electronic copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form under section 105 of the Act is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

- Members may also note that the Notice of 41st Annual General Meeting and the Annual Report for the Financial Year 2024-25 will also be available on the Company's website www.ulilltd.com and website of the stock exchange i.e BSE Limited at www.bseindia.com for download. The physical copies of the aforesaid documents will also be available at the and Corporate Office/ Liaison Office, Delhi. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, 29th August, 2025.

- Members desirous of obtaining any information concerning Financial Statements and operations of the Company or any other matter to be placed at the meeting are requested to send their queries at an early date before the date of AGM, through email on teamunited83@gmail.comThe same will be replied by the Company suitably.

- All relevant documents referred to in this Notice and explanatory statement requiring the approval of the Members at the Meeting, Statutory Registers will be available for inspection in electronic mode without any fee. Members seeking to inspect such documents can send email at teamunited83@gmail.com mentioning their name, folio no / DP ID and Client ID along with a self-attested copy of their PAN card.

- Documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the members through email. The Members are requested to send an E-mail to teamunited83@gmail.com for the same.

5. DEMATERIALIZATION AND UPDATION OF DETAILS

- To support the "Green Initiative", the Members who have not registered their E-Mail addresses are requested to register the same with the R&T Agent/Depositories.

- In case of any change in relation to the Name, Registered Address, e-mail ID, Mobile no., PAN, Bank details such as, Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code, Nomination, Power of Attorney, etc., the Members are required to intimate the same: (i) for shares held in electronic form: to their respective DP; and (ii) for shares held in physical form: to the Company/ RTA (M/s MUFG Intime India Pvt. Ltd.) in prescribed Form No. ISR-1 SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has rescinded the SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023 had simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC details and Nomination. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circulars. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Forms. The format of the abovementioned forms is available on the Company's website under the web link at www.ulilltd.com and on the website of the Company's RTA at www.in.mpms.mufg.com

- For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from 1st April 2024, any payment of dividend shall

only be made in electronic mode to such members. The Company has made relevant intimations to the members from time to time.

- As per the provisions of Section 72 of the Act, the facility for making nomination 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at www.ulilltd.com, and website of the Registrar and Transfer Agent ('RTA') at www.in.mpms.mufg.com. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

- Pursuant to the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue the securities in dematerialised form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which is available on the Company's website under the web link at www.ulilltd.com and on the website of the Company's RTA at www.in.mpms.mufg.com

- Pursuant to Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that securities shall be issued only in dematerialized mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, the members are advised to dematerialize their holdings.

  However, vide SEBI Circular No. **SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/97** dated **July 2, 2025**, a **special window** for a period of **six months** from **July 07, 2025** to **January 06, 2026** has been made available only for **re-lodgment of transfer deeds**, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise. All shares re-lodged during this period will be processed through the transfer-cum-demat route, i.e. they will only be issued in dematerialized (demat) form after transfer.

- In order to continue its endeavour towards paperless communication, Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialised form. Members may contact the Company or RTA, for assistance in this regard.

6. OTHER USEFUL INFORMATION

- Non-Resident Indian Members are requested to inform the RTA immediately of:
  i. Change in their residential status on return to India for permanent settlement.
  ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
  iii. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

- The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the 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/RTA.

- The Company has designated an exclusive e-mail ID teamunited83@gmail.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal. Further, SEBI vide circular dated July 31, 2023 read with Master Circular dated December 29, 2023, has been established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

- Pursuant to above mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at www.ulilltd.com

- Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio. The consolidation will be processed in demat form.

- For any communication, the shareholders may also send requests to the Company's E-Mail id: teamunited83@gmail.com.

- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) for so long. Periodic statement of holdings should be obtained from the concerned Depository Participant ("DP") and holdings should be verified from time to time.

7. VOTING THROUGH ELECTRONIC MEANS

- The voting period begins on 27th September, 2025 9.00 a.m. (IST) and ends on 29th September, 2025, 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2025, may cast their vote electronically. The E-Voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.

- In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

- For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited ("RTA") for facilitating voting through electronic means, as the authorized agency. The

facility of casting votes by a member using remote e-Voting system will be provided by MUFG Intime India Private Limited.

- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 29th August, 2025 may follow the same instructions as mentioned above for e-voting.

- Mr. Sumit Bajaj, Practicing Company Secretary (Membership No. ACS 45042) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

- The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

- The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.ulilltd.com within three days of the passing of the resolutions at the Annual General Meeting of the Company that will be held on Tuesday, 30th day of September, 2025 and communicated to the BSE Ltd. within the prescribed period.

VOTING THROUGH ELECTRONIC MEANS

1. Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".
b) Enter User ID and Password. Click on "Login"
c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Proceed with updating the required fields.
c) Post successful registration, user will be provided with Login ID and password.
d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility
Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.
b) Click on New System Myeasi Tab
c) Login with existing my easi username and password
d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b) Proceed with updating the required fields.
c) Post registration, user will be provided username and password.
d) After successful login, user able to see e-voting menu.
e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.
a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID:
NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:
Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:
Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

***Shareholders holding shares in **NSDL form**, shall provide 'D' above*
****Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on "**Login**" under 'SHARE HOLDER' tab.

   A. User ID: Enter your User ID
   B. Password: Enter your Password
   C. Enter Image Verification (CAPTCHA) Code
   D. Click "Submit"

4. Cast your vote electronically:

   A. After successful login, you will be able to see the "Notification for e-voting".
   B. Select 'View' icon.
   C. E-voting page will appear.
   D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
   E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
   F. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")
STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in
b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
c) Fill up your entity details and submit the form.
d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Investor Mapping" tab under the Menu Section
c) Map the Investor with the following details:
   a. 'Investor ID' –
      i. *NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
      ii. *CDSL demat account – User ID is 16 Digit Beneficiary ID.*
   b. 'Investor's Name - Enter Investor's Name as updated with DP.
   c. 'Investor PAN' - Enter your 10-digit PAN.
   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

   e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
d) Event No. can be viewed on the home page of InstaVote under "On-going Events".
e) Enter "16-digit Demat Account No." for which you want to cast vote.
f) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
g) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
h) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will be able to see the "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
h) (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in or call at : 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By Order of the Board
United Leasing and Industries Limited

Sd/-
Ashish Khanna
Managing Director

Date: 02.09.2025
Place: Haryana

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

To approve regularization of Additional Director, Ms. Sonia Vaid (DIN: 09521320) by appointing her as Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 29th May, 2025, appointed Ms. Sonia Vaid (DIN: 09521320) as an Additional Director of the Company to hold office up to next Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 in the capacity of Non-Executive Independent Director for a term of 5 years with effect from 29th May, 2025, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended, and the Board has approved the appointment of Ms. Sonia Vaid (DIN: 09521320) as an Additional Director in the Capacity of Non-Executive Independent Director pursuant to the provisions of Sections 149, 150,152 and any other provisions applicable, if any read with Schedule IV of the Companies Act, 2013. The Company has received a declaration from Ms. Sonia Vaid (DIN: 09521320) confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Sonia Vaid (DIN: 09521320) consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is Independent of the management. Considering her knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as Independent Director for a period of five years with effect from 29th May, 2025. A copy of letter of appointment of Ms. Sonia Vaid (DIN: 09521320) setting out the terms and conditions of appointment is being made available for inspection by the members.

Additional information in respect of Ms. Sonia Vaid (DIN: 09521320), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure to this Notice. Except the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 03.

Item No. 4

Keeping in view the Company's long-term strategic and business objectives, the Company may require additional funds from time to time for expansion, working capital requirements, and other general corporate purposes. In order to meet such funding needs, the Company may borrow funds from various Banks, Financial Institutions, Non-Banking Financial Companies (NBFCs), Bodies Corporate, or any other eligible persons or entities, as may be deemed appropriate by the Board of Directors.

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) only up to the aggregate of the paid-up share capital, free reserves, and securities premium of the company. To borrow beyond this limit, prior approval of the shareholders by way of a **Special Resolution** at a general meeting is required.

In view of the above, the Board of Directors seeks approval of the shareholders by way of a Special Resolution to authorize the Company to borrow money, from time to time, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company (apart from

temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total outstanding amount of such borrowings shall not, at any time, exceed **₹20,00,00,000 (Rupees Twenty Crore only).**

The Board recommends the passing of this resolution as a **Special Resolution**, as set out in Item No. 4 of the accompanying Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholdings in the Company, if any.

Item No. 5

Pursuant to the provisions of **Section 185 of the Companies Act, 2013** ("the Act"), as amended, a company is prohibited from advancing any loan, including loans represented by book debts, or giving any guarantee or providing any security in connection with any loan taken by:

- any director of the company, or of a company which is its holding company, or
- any partner or relative of any such director, or
- any firm in which any such director or relative is a partner.

However, **Section 185(2)** permits a company to:

- provide any loan, including a loan represented by a book debt, or
- give any guarantee, or
- provide any security in connection with a loan taken by **any person in whom any of the directors of the company is interested** (as defined under the explanation to Section 185(2)(b)),

subject to the condition that:

- such transactions are approved by the shareholders via **Special Resolution** at a General Meeting, and
- the loans are utilized by the borrowing entity for its **principal business activities**.

Accordingly, it is proposed to provide loans (including loans represented by way of book debts), give guarantees, and/or provide securities in connection with loans taken or to be taken by:

- Subsidiary Companies,
- Associate Companies,
- Joint Ventures,
- Group Entities, or
- any other person or entity in whom any of the Directors of the Company is interested,

(collectively referred to as the "**Entities**") for their capital expenditure needs, working capital requirements, acquisition of fixed assets, or any other requirements relating to their **principal business activities**.

The Company proposes to make such loans or provide guarantees/security from time to time up to a maximum aggregate amount not exceeding **₹20,00,00,000 (Rupees Twenty Crore only)**.

The Board of Directors shall evaluate each proposal carefully and ensure that such financial assistance is provided in the **best interest of the Company**, and on terms and conditions, including interest rate

and security, as may be mutually agreed upon between the Company and the respective Entity. The funds may be deployed out of internal accruals, reserves, or other permissible sources.

The Board recommends the passing of this resolution as a **Special Resolution**, as set out in Item No. 5 of the accompanying Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

The provision of Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Regulation 23 of the SEBI (LODR) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions with **"SIPL Textile Private Limited"**. As per Regulation 23 of the SEBI (LODR) Regulations, 2015 all transactions which are material in nature entered by the Company, need the approval of shareholders.

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s) /arrangement(s) /agreement(s) with related parties as defined under Section 2(76) of the Companies Act, 2013, whether currently identified or to be identified during FY 2025– 26, up to an aggregate value not exceeding ₹5 crores (Rupees Five Crore only) for the financial year 2025–26.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit").

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Aditya Khanna, Ashish Khanna and Anil Kumar Khanna is concerned or interested, financially or otherwise, in the resolution set out in Item No. 6

The Board recommends the resolution set forth in **Item No. 6** for the approval of the members.

Particulars of material related party transaction limits with SIPL Textile Private Limited

Sr. No.	**Particulars**	**Details**
1.	Type of transaction, material terms and particulars of the transaction	Purchase of Material
2.	Name of Related Party	**SIPL Textile Private Limited**
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company

4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The shareholders' approval shall be valid for the period commencing from the conclusion of the **41st Annual General Meeting** and shall remain in force until the conclusion of the **42nd Annual General Meeting** of the Company to be held in the year **2026**.	
5.	Value of proposed transaction	The Value of proposed transactions with SIPL Textile Private Limited in the financial year 2025-26 is expected to be upto 5 Crore.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with SIPL Textile Private Limited during the FY 2025-26 will be 10% or more of the annual turnover of the Company for the FY 2024-25	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with SIPL Textile Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with SIPL Textile Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

ITEM NO. 7

The provision of Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Regulation 23 of the SEBI (LODR) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions with **"RLF Limited"**. As per Regulation 23 of the SEBI (LODR) Regulations, 2015 all transactions which are material in nature entered by the Company, need the approval of shareholders.

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s) /arrangement(s) /agreement(s) with related parties as defined under Section2(76) of the Companies Act, 2013, whether currently identified or to be identified during FY 2025– 26, up to an aggregate value not exceeding ₹5 crores (Rupees Five Crore only) for the financial year 2025–26.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit").

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Aditya Khanna, Ashish Khanna and Anil Kumar Khanna is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 7**

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

Particulars of material related party transaction limits with RLF Limited

Sr. No.	**Particulars**	**Details**
1.	Type of transaction, material terms and particulars of the transaction	Purchase of Material
2.	Name of Related Party	**RLF Limited**
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The shareholders' approval shall be valid for the period commencing from the conclusion of the **41st Annual General Meeting** and shall remain in force until the conclusion of the **42nd Annual General Meeting** of the Company to be held in the year **2026**.
5.	Value of proposed transaction	The Value of proposed transactions with RLF Limited in the financial year 2025-26 is expected to be upto 5 Crore.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions RLF Limited during the FY 2025-26 will be 10% or more of the annual turnover of the Company for the FY 2024-25

7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with United Leasing and Industries Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions RLF Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

ANNEXURE -1

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015).

Name of Director	**Anil Kumar Khanna**	**Sonia Vaid**
Date of Birth	17.07.1953	10.08.1993
Nationality	Indian	Indian
DIN	00207839	09521320
Date of Appointment on the Board	11/05/2020	29/05/2025
Nature of Expertise in specific functional areas	More than 28 years of experience in the International Marketing Business and is totally involved in the Exports and the Embroidery Machine Sales Business of the Company.	Ms. Sonia Vaid is a highly skilled Company Secretary and Legal Expert with over five years of experience in handling corporate governance and compliance for listed companies. She has an in-depth understanding of Company Law, SEBI Listing Regulations, FEMA, and regulatory matters, ensuring seamless compliance with corporate laws.
Qualifications	B.Com. F.C.A.(England & Wales)	Company Secretary
Experience	Mr. Anil Kumar Khanna has 47 years' experience with R.K. Khanna & Company Chartered Accountants as a Partner.	Five Years of experience in handling corporate governance and compliance for listed companies.
Terms of appointment	Non-Executive, Non-Independent Director, Liable to Retire by Rotation	For five Consecutive year from 29th May, 2025 to 28th May, 2030.
Other directorships held including in listed entity	Ten	Three
Memberships of Committees of other Listed Entity	NA	NA
Details of Listed Entity from which person has resigned in past three years	THE HI-TECH GEARS LIMITED (CIN: L29130HR1986PLC081555)	NIL
Disclosure of Relationship between director inter-se	Mr. Anil Kumar Khanna is related to: • Ashish Khanna (MD) • Aditya Khanna (Director) existing director of the Company	NA
No. of Shares held in the Company	33,800	NIL
No. of Board Meeting attended during the year	06	NIL

[Corporate Identification Number –L17100HR1983PLC033460]
Registered Office: Plot No 66 Sector 34 EHTP, Gurgaon, Haryana-122001.
Corporate Office: D-41, South Extension, Part-II, New Delhi-110049.
Website: www.ulilltd.com Email: teamunited83@gmail.com

41st Annual General Meeting to be held on **Tuesday, 30th September, 2025 at 10:30 A.M**. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

ATTENDANCE SLIP

Name and address of the member(s)	
Joint Holder 1 Joint Holder 2	
Regd. Folio/ DP ID/ Client ID	
Number of Shares held	

I / We hereby record my/ our presence at the 41st Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2025 at 10:30 A.M. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016.

…… ……....
Member's/ Proxy's name in Block Letters **Signature of Member / Proxy**

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Electronic Voting Particulars

*Event No.	User ID	*Default PAN/ Sequence No.

* Only Members who have not updated their PAN with the Company/ Depository Participant shall use the default PAN in the PAN Field.

Note:

i) Please read the instructions printed under the Important Notes to the Notice of the 41st Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on 27th September, 2025 and ends at 05:00 p.m. (IST) on 29th September, 2025.The voting module shall be disabled by MUFG for voting thereafter.

ii) Proxy Form is attached to the Annual Report.

Form No. MGT-11
Proxy Form

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

CIN: L17100HR1983PLC033460
Name of the Company: United Leasing and Industries Limited
Venue: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

Name of the member(s):

Registered Address:

E-Mail Id:

Folio No./Client ID:

I being the holder of _____ Equity Shares of the above-named Company, hereby appoint

1. Name:
   Address:
   Signature: ----------

as my proxy to attend and vote (on a poll) for me and on my behalf at the 41st Annual General Meeting of the company, to be held on the 30th day of September, 2025 at 10:30 AM. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.
All resolutions.
Signed this _____
Signature of Shareholder
……

Signature of Proxy holder
……

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

UNITED LEASING AND INDUSTRIES LIMITED.
[Corporate Identification Number –L17100HR1983PLC033460]
Registered Office: Plot No 66 Sector 34 EHTP, Gurgaon, Haryana-122001.
Corporate Office: D-41, South Extension, Part-II, New Delhi-110049.
Website: www.ulilltd.com Email: teamunited83@gmail.com

BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 02nd September, 2025 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	**Description**	**No. of shares held by me**	**I assent to the resolution**	**I dissent from the resolution**
	Ordinary Business(es)			
1	To Receive, Consider And Adopt The Financial Statements And Its Report Thereon.			
2	To Appoint a Director in Place of Mr. Anil Kumar Khanna (Din: 00207839), Who Retires by Rotation and Being Eligible Offers Himself for Re-Appointment, In This Regard, To Consider and If Thought Fit, To Pass the Following Resolution as an Ordinary Resolution:			
	Special Business(es)			
3	To Consider and Approve the Regularization of an Additional Director Ms. Sonia Vaid (Din: 09521320) As Non-Executive-Independent Director of The Company For A Period Of Five (5) Years:			
4	To Consider and Approve Overall Borrowing Limits Under Section 180(1)(C) Of The Companies Act, 2013.			
5.	To Consider and Approve Advancing Loans, Providing Guarantee or Providing Security Under Section 185 Of The Companies Act, 2013.			
6	To Consider and Take Approval for The Related Party Transaction with "SIPL Textile Private Limited" As to Be Held in The F.Y. 2025-26			
7	To Consider and Take Approval For The Related Party Transaction With "RLF Limited" As To Be Held In The F.Y. 2025-26			

Place:

Date: Signature of Member

NOTE: Last date for receipt of forms by the Company is 30th September, 2025.

ROUTE MAP

VENUE OF THE 41ST AGM

14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122016