GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

Date: November 11, 2025

To,
BSE Limited
Department of Corporate Services,
P. J. Towers, Dalal Street, Fort,
Mumbai- 400001

Sub: Outcome of the meeting of the Board of Directors of GDL Leasing and Finance Limited (the "Company"), and Change in Management, in terms of the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code – 530855 (GDL Leasing and Finance Limited)

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of our Company, in their meeting, held today i.e., Tuesday, November 11, 2025, commenced at 04:00 P.M. concluded on 06:00 P.M. inter alia, considered and approved the following business:

1. **Approved the Unaudited Financial Results (Standalone) of the Company for the quarter and half year ended 30th September 2025, along with the Limited Review Report thereon issued by the Statutory Auditors of the Company.**

   Further, Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Unaudited Financial Results (Standalone) of the Company for the quarter and half year ended 30th September 2025 along with the Limited Review Report is enclosed herewith as **Annexure – A.**

   Integrated filling (Financials) pursuant to the SEBI circular no SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024, will be submitted separately in XBRL format in accordance with relevant circulars issued by the stock exchanges.

2. The Board noted the resignation of M/s. C. Gaur and Associates, Secretarial Auditors of the Company, due to pre-occupation in other professional engagements, enclosed as **Annexure – B.**

3. The Board approved the appointment of M/s. Akash & Co. as the Secretarial Auditors of the Company to fill the casual vacancy caused by the aforesaid resignation as stated above, enclosed as **Annexure – C.**

4. The Board accepted the resignation of Mr. Rajender Agarwal **(DIN: 00850468)** from the position of Independent Director of the Company with effect from 11th November 2025 due to personal reasons, enclosed as **Annexure – D.**

5. The Board took note of the resignation of Mr. Ashish Jain from the position of Chief Financial Officer, effective from 11th November, 2025, enclosed as **Annexure – E.**

6. The Board approved the appointment of Mr. Atul Jain **(DIN: 06608095)** as the Chief Financial Officer of the Company with effect from 11th November, 2025, enclosed as **Annexure – F.**

7. **Increase of Authorized Share Capital of the Company from ₹5,50,00,000/- to ₹10,00,00,000/:**

   Increase of Authorized Share Capital of the Company from existing ₹5,50,00,000/- (Rupees Five Crore Fifty lakhs Only) consisting of 55,00,000 (Fifty Five Lakh) equity shares of face value ₹10.00/- each to ₹10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore) equity shares of face value ₹10.00/- each, and consequent alteration in Clause V of the Memorandum of Association of the Company relating to the share capital of the Company, subject to the approval of the shareholders at the ensuing Extraordinary General Meeting ("**EGM**").

8. **Issuance of Warrants convertible into equity shares of the Company to Promoter and Non-Promoter category on preferential basis:**

   Approval of Issue of up to 49,50,000 warrants convertible into equal number of equity shares on preferential basis ("**Preferential Issue**") to the Promoter and Non-Promoter category subject to the approval of shareholders, in accordance with the Companies Act, 2013 read with the rules made there under and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with other applicable regulations, if any at a price of ₹11.20/- (Rupees Eleven and Twenty Paise Only) per warrant, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Extraordinary General Meeting **("EGM")** and other regulatory authorities, as may be applicable.

   The disclosure as required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is attached as per **Annexure - G**.

9. **Acquisition of 100% equity shares of Karma Fiintech Private Limited by way of cash consideration.**

   The Board has approved the acquisition of 100% paid-up equity share capital of Karma Fiintech Private Limited (CIN: U66190DL2024PTC434360) ("**Target Company**"), by way of purchase of equity shares from the existing shareholders of the Target Company.

In this regard, the Company shall enter into a Share Purchase Agreement ("**SPA**") between the Company, existing shareholders of the Target Company and other necessary documents regarding the acquisition, whereby the Company agrees to acquire 100% stake in the Target Company.

The completion of this acquisition is subject to fulfilment of the conditions in the SPA and other transaction documents / agreements. Further, upon successful completion of the acquisition of 100%, Karma Fiintech Private Limited will become a Wholly Owned Subsidiary ("**WOS**") of the Company.

Disclosures required under Regulation 30 read with Schedule III of the SEBI Listing Regulations read along with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is provided in **Annexure - H**.

10. **Acquisition of equity stake not less than 51% of the share capital of Accredit Marketplace Private Limited by way of cash consideration.**

The Board of Directors has decided to make a strategic investment in equity shares of Accredit Marketplace Private Limited (**Target Company**) for acquisition of stake not less than 51% of share capital of Accredit Marketplace Private Limited.

In this regard, the Company shall enter into a Share Purchase Agreement ("**SPA**") between the Company, existing shareholders of the Target Company and other necessary documents regarding the acquisition, whereby the Company agrees to acquire 51% stake in the Target Company.

The completion of this acquisition is subject to fulfilment of the conditions in the SPA and other transaction documents / agreements. Further, upon successful completion of the acquisition of 51%, Accredit Marketplace Private Limited will become a subsidiary of G D L Leasing and Finance Limited.

The disclosure as required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is attached as per **Annexure I**.

For **GDL Leasing and Finance Limited**

PREM KUMAR JAIN
Digitally signed by PREM KUMAR JAIN
Date: 2025.11.11 18:09:07 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

GDL LEASING AND FINANCE LIMITED

Reg. Office: 206, 2nd Floor , Vardhman Diamod Plaza, D.B Gupta Road, Motia Khan, Pahar Ganj, New Delhi - 110055

CIN: L74899DL1994PLC057107

E-mail: invester_gdl.1995@yahoo.com , Website: www.gdl-finance.com

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED ON 30 SEPTEMBER, 2025

(Amount in Lakh) except for equity share data

	Particulars	Quarter Ended			Half year Ended		Yearly
		(30.09.2025)	(30.06.2025)	(30.09.2024)	(30.09 2025)	(30.09.2024)	(31.03.2025)
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
	Revenue from Operations						
	a Interest Income	79.43	48.94	32.97	128.37	56.66	87.56
	b Dividend Income				-	-	-
	c Rental Income				-	-	-
	d Fees and Commission Income	34.00	20.47	2.17	54.47	12.21	30.28
	f Sale of Products		-		-	-	-
	e Sale of Service		-		-	-	-
(i)	**Total Revenue from Operations**	113.43	69.41	35.14	182.84	68.87	117.84
(ii)	Other Income	0.43	-	-	0.43	-	-
(iii)	**Total Income (i+ii)**	113.85	69.41	35.14	183.27	68.87	117.84
	Expenses				-	-	
	a Cost of Material Consumed		-		-	-	
	b Finance cost	3.50	1.90	1.03	5.40	1.41	4.466
	c Impairment of Financial Instruments		-		-	-	-
	d Employee benefit expense	5.95	6.50	6.47	12.45	11.07	15.37
	e Depreciation and amortisation expense	0.06	0.06		0.12	0.09	0.43
	f Fees and Commission Expenses	37.32	12.68	2.17	49.99	4.53	7.93
	g Other expenses	12.71	11.16	2.72	23.87	8.69	35.98
(iv)	**Total Expenses**	59.53	32.29	12.38	91.82	25.79	64.17
(v)	**Profit before tax (iii-iv)**	54.32	37.13	22.76	91.45	43.08	53.67
(vi)	**Tax expense:**				-	-	
	a Current tax	5.00	4.70	5.88	9.70	11.23	15.41
	b Deferred tax		-		-	-	(0.04)
	c Taxes relating to prior years		-		-	-	
(vii)	**Net Profit /Loss for the period**	49.32	32.43	16.88	81.75	31.84	38.30
(viii)	**Other Comprehensive Income**				-	-	
	a) (i) Items that will not be reclassified to profit or loss		-		-	-	-
	(ii) Income tax relating to items that will not be reclassifies to profit or loss		-		-	-	-
	b) (i) Items that will be reclassified to profit or loss		-		-	-	-
	(ii) Income tax relating to items that will be reclassifies to profit or loss		-		-	-	-
	Other Comprehensive Income (viii)				-	-	
(ix)	**Total Comprehensive income for the period (vii+viii)**	49.32	32.43	16.88	81.75	31.84	38.30
(x)	**Paid-up Equity Share Capital (Rs. 10 per share)**	501.01	501.01	301.01	501.01	301.01	501.01
(xi)	**Reserve & Surplus (i.e. other equity)**	179.06	129.74	60.85	179.06	60.85	97.31
(xii)	**Earning per equity share (Face Value of Rs. 10 each)**				-	-	
	a Basic (Rs.)	0.98	0.65	0.56	1.63	1.06	0.76
	b Diluted (Rs.)	0.98	0.65	0.56	1.63	1.06	0.76

For and Behalf of the board of directors
GDL Leasing and Finance Limited

GDL LEASING & FINANCE LTD. New Delhi

Prem Kumar Jain
Managing Director
DIN: 01151409

Date: 11th November, 2025
Place: New Delhi

GDL LEASING AND FINANCE LIMITED

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CIN: L74899DL1994PLC057107

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STATEMENT OF ASSETS AND LIABILITIES AS AT 30TH SEP, 2025

(Amount in Lakhs)

	PARTICULARS	Half year Ended (30.09.2025)	Year Ended (31.03.2025)
		Unaudited	Audited
A	**Assests**		
1	**Financial Assests**		
	a) Cash and Cash Equivalents	40.82	277.03
	b) Bank balance other than (a) above	-	-
	c) Receivables	-	
	(i) Trade Receivables	-	-
	(ii) Other Receivables	-	
	d) Loans	660.53	434.43
	e) Investments	103.67	0.00
	c) Other Financial Assets	12.23	0.00
	Total	817.25	711.45
2	**Non-Financial Assets**		
	a) Current Assets	0.44	0.00
	b) Deferred Tax Assets (Net)	0.03	0.03
	c) Property, Plant and Equipment	0.33	0.68
	d) Capital work-in-progress	-	-
	e) Other intangible assets	0.23	-
	c) Other Non-Financial Assets	-	-
	Total	1.03	0.71
	Total Assests	818.28	712.16
B	**Equity and Liabilities**		
1	**Equity**		
	a) Equity Share Capital	501.01	501.01
	b) Other Equity	179.06	97.31
	Total Equity	680.07	598.32
2	**Liabilities**		
	Financial Liabiliteis		
	a) Derivatives Financial Instruments	-	
	b) Payables		
	(I) Trade payables		
	(i) total outstanding dues of micro enterpeiases and small enterprieses	-	
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	8.69	3.44
	(ii) Other Payables		
	(i) total outstanding dues of micro enterpeiases and small enterprieses	-	
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprise	0.73	0.00
	c) Borrowings	90.00	90.00
	d) Deposits	18.60	10.00
	e) Other Financial Liabilities	19.80	8.23
	Total	137.82	111.67
	Non-Financial Liabilities		
	a) Current Tax Liabilites (Net)	-	
	b) Provisions	-	2.17
	c) Other non-financial liabilities	0.39	0.00
	Total	0.39	2.17
	Total Equity and Liabilities	818.28	712.16

For and Behalf of the board of directors
GDL Leasing and Finance Limited

GDL LEASING & FINANCE LTD. New Delhi

Prem Kumar Jain
Managing Director
DIN: 01151409

Date: 11th November, 2025
Place: New Delhi

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CASH FLOW STATEMENTS FOR THE HALF YEAR ENDED ON 30 SEP, 2025

(Rs. in lakhs)

Particulars	For the half year ended 30.09.2025	For the year ended 31.03.2025
	Unaudited	Audited
A: Cash flow from Operating Activities		
Profit before Tax	91.45	53.67
Adjustement For:-	-	-
	-	-
Depreciation, amortisation and impairment	0.12	0.42
Financial Cost	-	-
Loss on sale of property, plant and equipment	-	-
Dividend income	-	-
Operating Profit / (loss) before Working Capital Changes	91.57	54.09
Adjustement For:-		
Advances Given	-	-120.58
(Increase)/ Decrease in Trade receivables	-	-
Increase/ (Decrease) in Trade Payables	5.98	3.44
(Increase)/ Decrease in Current Assets	-0.44	-
(Increase)/ Decrease in Loans	-226.10	-
(Increase)/ Decrease in Other Financial Assets	-12.23	-
(Increase)/ Decrease in Other Current Financial Assets	-	-
Increase/ (Decrease) in other non current assets	-	2.87
(Increase)/ Decrease in Non current liabilities (Security Deposit)	8.60	7.00
(Increase)/ Decrease in current liabilities	-	-2.23
(Increase)/ Decrease in other current Financial liabilities	9.39	5.35
(Increase)/ Decrease in other Financial liabilities	0.39	-
Cash generated from operations	-214.41	-104.15
Finance Cost Paid	-	-
Income tax paid	-9.70	-15.41
Net Cash from / (used in) operating activities	-132.54	-65.47
	-	
B: Cash flow from Investing Activities	-	
Purchase of property, plant and equipment and intangible assets	-	-0.53
Proceeds from sale of property, plant and equipment	-	-
Proceeds from sale of Securities	-	-
Investments	-103.67	-
Investments in quoted equity shares	-	-
Interest received on investments	-	-
Dividend Income	-	-
Net Cash from / (used in) investing activities	-103.67	-0.53
C: Cash flow from Financing Activities		
Proceeds from issue of equity share capital	-	230.00
Interest paid	-	
Increaes / (Decrease) in borrowings	-	89.50
Net Cash from / (used in) financing activities	-	319.50
Net increae / (decreae) in cash and cash equivalents (A+B+C)	-236.21	253.50
Cash and cash equivalents at the beginnigs of the period	277.03	23.53
Cash and cash equivalents at the end of the period	40.82	277.03

GDL LEASING & FINANCE LTD. New Delhi

For and Behalf of the board of directors
GDL Leasing and Finance Limited

Prem Kumar Jain
Managing Director
DIN: 01151409

Date: 11th November, 2025
Place: New Delhi

JAIN AKSHAY & ASSOCIATES | Chartered Accountants

1296/89, Tri Nagar, Shanti Nagar, Delhi 110035, Ph: 8750618330, 7678349361, E-Mail ID: - Caakshayjain4@gmail.com

Independent Auditor's Review Report on unaudited standalone financial results for the Quarter ended September 30,2025 of the Company Pursuant to the Regulations 33 and Regulations 52 read with regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors of GDL Leasing and Finance Limited,

We have reviewed the accompanying unaudited standalone financial results of **GDL Leasing and Finance Limited (the "Company")** for the quarter ended September 30, 2025, which are included in the accompanying 'Statement of unaudited Standalone financial results for the Quarter ended 30th September 2025' (the ''Statement") being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), including relevant circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time. We have initialed the Statement for identification purposes only**.**

This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 (the "Act"), read ' with the relevant Rules issued thereunder, the circulars, guidelines and directions issued by the Reserve Bank of India ("RBI") from time to time (the "RBI Guidelines") and other accounting principles generally accepted in India, and is in compliance with the presentation and disclosure requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations, 2015 including relevant circulars issued by SEBI from time to time and that it has been prepared in accordance with the relevant prudential norms issued by the RBI in respect of lncome recognition, assets classification, provisioning and other related matters, to the extent those are not inconsistent with the Indian Accounting Standards prescribed under section 133 of the Act. Our responsibility is to issue a report on the statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Akshay Jain

Digitally signed by Akshay Jain
Date: 2025.11.11 16:52:03 +05'30'

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance With recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, read with the relevant Rules issued thereunder, the RBI Guidelines and other accounting principles generally accepted in India, and has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations, 2015, including relevant circulars issued by SEBI from time to time, and including the manner in which it is to be disclosed, or that it contains any material misstatement, or that it has not been prepared in accordance with the relevant prudential norms issued by the RBI in respect of Income recognition, asset classification, provisioning and other related matters, to the extent those are not inconsistent with the Indian Accounting Standards prescribed under Section 133 of the act.

For JAIN AKSHAY & ASSOCIATES
Chartered Accountants
FRN: - 040168N

Akshay Jain

Digitally signed by Akshay Jain
Date: 2025.11.11 16:52:17 +05'30'

Akshay Jain
Proprietor
M.No. 546029
UDIN: 25546029BMJUQF5974
Date: - 11.11.2025
Place: - Delhi

GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

ANNEXURE- B - Resignation of Secretarial Auditor

THE REQUIRED DETAILS PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CIRCULAR NO.: SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 ARE ENCLOSED HEREWITH:

Sr. No.	Particulars	Information
1.	Name of the Secretarial Auditor	M/s. C. Gaur and Associates
2.	Reason for change viz. ~~appointment, re-appointment~~, **resignation**, ~~removal, death or otherwise~~	Resignation of M/s C Gaur and Associates, Secretarial Auditors of the Company, due to pre-occupation in other professional activities.
3.	Date of ~~appointment/re-appointment~~/**cessation** (as applicable) ~~& term of appointment/re-appointment~~	They will be relieved from the services of the Secretarial Auditors of the Company with effect from the date 11th November 2025.
4.	Brief profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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gdlgroup@yahoo.com

CIN NO.-L74899DL1994PLC057107

GDL LEASING & FINANCE LTD.
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ANNEXURE- C - Appointment of Secretarial Auditor

Sr. No.	Particulars	Information
1.	Name of the Secretarial Auditor	M/s. Akash & Co., Company Secretaries.
2.	Reason for change viz. **appointment**, ~~re-appointment, resignation, removal, death or otherwise~~	Mr. Akash Goel, (M. No. F13219, C.P. No 22165), proprietor of Akash & Co., Company Secretaries, has been appointed as Secretarial Auditors, of the Company, with effect from 11th November, 2025, to fill the casual vacancy caused by the aforesaid resignation. .
3.	Date of **appointment**/~~re-appointment/cessation (as applicable) & term of appointment/re-appointment~~	11th November, 2025
4.	Brief profile (in case of appointment)	Mr. Akash Goel, (M. No. F13219, C.P. No 22165), proprietor of Akash & Co., Company Secretaries is a member of the Institute of Company Secretaries of India and is a fellow member of the Institute of Company Secretaries of India.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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ANNEXURE- D - Resignation of Independent Directors

Sr. No.	Particulars	Information
1.	Name of the Independent Director	Mr. Rajendra Agarwal (**DIN**: 00850468)
2.	Reason for change viz. ~~appointment, re-appointment~~, **resignation**, ~~removal, death or otherwise~~	Resignation of Mr. Rajendra Agarwal, (**DIN**: 00850468) Independent Director of the Company due to personal reasons.
3.	Date of ~~appointment/re-appointment~~/**cessation** (as applicable) ~~& term of appointment/re-appointment~~	He will be relieved from the services of the Independent Director of the Company with effect from the date 11th November 2025.
4.	Brief profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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GDL LEASING & FINANCE LTD.
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ANNEXURE- E - Resignation of Chief Financial Officer

Sr. No.	Particulars	Information
1.	Name of the Chief Financial Officer	Mr. Ashish Jain
2.	Reason for change viz. ~~appointment, re-appointment~~, **resignation**, ~~removal, death or otherwise~~	Resignation of Mr. Ashish Jain, Chief Financial Officer of the Company.
3.	Date of ~~appointment/re-appointment~~/**cessation** (as applicable) ~~& term of appointment/re-appointment~~	He will be relieved from the services of the Chief Financial Officer of the Company with effect from the date 11th November 2025.
4.	Brief profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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GDL LEASING & FINANCE LTD.
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ANNEXURE- F - Appointment of Chief Financial Officer

Sr. No.	Particulars	Information
1.	Name of the Chief Financial Officer	Mr. Atul Jain, (**DIN**: 06608095)
2.	Reason for change viz. **appointment**, ~~re-appointment, resignation, removal, death or otherwise~~	Mr. Atul Jain, (**DIN**: 06608095), is being appointed as the Chief Financial Officer (CFO) of the Company with effect from 11th November, 2025.
3.	Date of **appointment**/~~re-appointment/cessation (as applicable) & term of appointment/re-appointment~~	11th November, 2025
4.	Brief profile (in case of appointment)	He is Graduate by qualification from Delhi University and is having a rich experience of more than 20 years as Business administrator and he is not debarred from holding the office of CFO by virtue of any order of Securities and Exchange Board of India or any other such Authority.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

Annexure - G

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated November 11, 2024, are given as below:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1.</td><td>Type of securities proposed to be issued (viz. equity shares, convertibles, etc.</td><td>Fully Convertible Warrants, convertible into Equity Shares of the Company</td></tr>
<tr><td>2.</td><td>Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)</td><td>Preferential Issue of warrants in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made thereunder.</td></tr>
<tr><td>3.</td><td>Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)</td><td>Issue of up to 49,50,000 warrants, each convertible into equity share of face value of ₹10/- each on Preferential basis to the Promoter and Non-Promoter (Investors) at a price of ₹11.20/- (Rupees Eleven and Twenty Paise Only) per Equity Share aggregating ₹5,54,40,000/- (Rupees Five Crore Fifty Four Lakhs Forty Thousand Only) (“Total Issue Size”)</td></tr>
<tr><td>4.</td><td colspan="2">Additional Information in case of preferential:</td></tr>
<tr><td>(i)</td><td>Names of the Investors</td><td>
<table>
<tr><th>Sr. No.</th><th>Name of the Investors</th><th>Category (Promoter/ non-promoter)</th><th>No. of warrants</th></tr>
<tr><td>1.</td><td>Prem Kumar Jain</td><td>Promoter</td><td>23,20,400</td></tr>
<tr><td>2.</td><td>Shalini Jain</td><td>Non-Promoter</td><td>12,65,000</td></tr>
<tr><td>3.</td><td>Chirag Jain</td><td>Non-Promoter</td><td>8,95,600</td></tr>
<tr><td>4.</td><td>Ajay Kumar Aggarwal HUF</td><td>Non-Promoter</td><td>50,000</td></tr>
<tr><td>5.</td><td>Sejal Aggarwal</td><td>Non-Promoter</td><td>1,00,000</td></tr>
<tr><td>6.</td><td>Nitin Grover HUF</td><td>Non-Promoter</td><td>69,000</td></tr>
<tr><td>7.</td><td>Sandeep Goyal</td><td>Non-Promoter</td><td>2,00,000</td></tr>
<tr><td>8.</td><td>Bhupesh Grover HUF</td><td>Non-Promoter</td><td>50,000</td></tr>
<tr><td colspan="3">Total</td><td>49,50,000</td></tr>
</table>
</td></tr>
</table>

Head Office:-
GDL Leasing & Finance Ltd.
206, Vardhman Diamond Plaza, Paharganj, New Delhi-110055
Ph. No. 011-69206216

www.gdlleasing.com
info@gdlleasing.com
gdlgroup@yahoo.com

CIN NO.-L74899DL1994PLC057107

(ii) (a)	**Post allotment of securities –** outcome of the subscription	The Warrants convertible into equity shares are proposed to be allotted to promoter and non-promoter group of the Company. Details of shareholding in the Company, prior to and after the proposed Preferential Issue, are as under:

Sr. No.	**Name of the Proposed Allottees**	**Pre- Issue Shareholding**		**Post- Issue Shareholding**	
		No. of Shares	**% of holding ***	**No. of Shares**	**% of holding** **
1.	Prem Kumar Jain	20,27,209	40.46%	43,47,609	43.65%
2.	Shalini Jain	2,32,200	4.63%	14,97,200	15.03%
3.	Chirag Jain	-	-	8,95,600	8.99%
4.	Ajay Kumar Aggarwal HUF	-	-	50,000	0.50%
5.	Sejal Aggarwal	-	-	1,00,000	1.00%
6.	Nitin Grover HUF	-	-	69,000	0.69%
7.	Sandeep Goyal	-	-	2,00,000	2.01%
8.	Bhupesh Grover HUF	-	-	50,000	0.50%

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e., ₹5,01,01,000 (Rupees Five Crore One Lakh One Thousand Only) divided into 50,10,100 (Fifty Lakh Ten Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

		***These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹9,96,01,000 (Rupees Nine Crore Ninety-Six Lakh One Thousand Only) divided into 99,60,100 (Ninety-Nine Lakh Sixty Thousand One Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 49,50,000 Warrants to be allotted in the current preferential issue.*
(b)	issue price / allotted price (in case of convertibles)	₹11.20/- (Rupees Eleven and Twenty Paise Only)
(c)	Number of investors	8 (Eight) Investors
(iii)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the Warrant is exercisable into 1 Equity Share having face value of ₹10/- (Rupees Ten Only) each. The tenor of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

For **GDL Leasing and Finance Limited**

PREM KUMAR JAIN
Digitally signed by PREM KUMAR JAIN
Date: 2025.11.11 18:09:51 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

Annexure -H

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated 11th November, 2024, are given as below:

Sr. No.	Details of Events that need to be provided	Information of such events(s)
1.	Name of the target entity, details in brief such as size, turnover etc.;	**Name:** Karma Fiintech Private Limited **CIN:** U66190DL2024PTC434360 **Authorised Capital:** ₹25,00,000 divided into 2,50,000 equity shares of ₹10 each. **Paid up Capital:** ₹25,00,000 divided into 2,50,000 equity shares of ₹10 each. **Turnover:** The turnover of the Target Company as per last audited financial statements for the financial year ended on 31 March 2025 was ₹4,47,830 (Rupees Four Lakh Forty Seven Thousand Eight Hundred and Thirty Only).
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm length"	Yes, it falls under related party transaction and hence the acquisition is being made on an arm's length basis. The Promoter/ promoter group are interested in the transaction to the extent of their shareholding in the Target Company. This apart, they have no other interest in Target Company.
3.	Industry to which the entity being acquired belongs;	Financial Services
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);	The objective of acquiring up to 100% of the share capital of Karma Fiintech Private Limited is to enhance operational efficiency and potentially establish it as a wholly owned subsidiary of the Company. This structure is expected to provide improved operational, regulatory, and procedural synergies, thereby strengthening the Company's overall business effectiveness.

5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition;	The acquisition is expected to be completed within 30 (thirty) days from the date of signing the SPA or such date as may be mutually agreed between the Parties.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash
8.	Cost of acquisition or the price at which the shares are acquired;	Cost of Acquisition of the 100% equity shares of Target Company, shall be ₹25,00,000/-- (Rupees Twenty Five Lakh only)
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	The Company will have a 100% stake in Target Company.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	**Business:** To carry on the business as an intermediary providing the services of loan facilitation through online medium, website, mobile phone applications, software or otherwise, to various non-banking financial companies (NBFCs), banks and other authorized loan providers. **Date of Incorporation**: 21/07/2024 **Registered office:** 129, Vardham Diamond Plaza, Plot No. 3, D B Gupta Road, Motia Khan, Paharganj, New Delhi-110055 **Last 1 years' turnover**: (In Lakhs) **FY 24-25**: 4.48

For **GDL Leasing and Finance Limited**

PREM KUMAR JAIN

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Date: 2025.11.11 18:10:16 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

GDL LEASING & FINANCE LTD.
GIVING DREAM LOAN

Annexure - I

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated 11th November, 2024, are given as below:

Sr. No.	Details of Events that need to be provided	Information of such events(s)
1.	Name of the target entity, details in brief such as size, turnover etc.;	• **Accredit Marketplace Private Limited** is a Private Limited Company having its registered office at OC821, 8th Floor, Gaur City Centre, Sector 4, Bisrakh, Gautam Buddha Nagar, Uttar Pradesh- 201306. • **CIN:** U70200UP2024PTC197751. • **Authorised Capital:** ₹ 10,00,000 divided into 1,00,000 equity shares of ₹10 each. • **Paid up Capital:** ₹ 10,000 divided into 1,000 equity shares of ₹10 each. • Accredit Marketplace Private Limited is engaged in the business of financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing. • As per the latest audited financial statement as on March 31, 2025, the turnover of the Company is ₹4.71 Lakhs.

2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm length"	The acquisition does not fall within the purview of related party transaction(s). Further, the promoter/ promoter group/ group companies have no interest in the entity being acquired.
3.	Industry to which the entity being acquired belongs;	Management and financial consultancy Industry
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);	The proposed acquisition is the strategic step for foraying into the business of financial consultancy.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition;	The acquisition is expected to be completed within 30 (thirty) days from the date of signing the SPA or such date as may be mutually agreed between the Parties.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration.
8.	Cost of acquisition or the price at which the shares are acquired;	Cost of Acquisition of the 51% equity shares of the Target Company, shall be ₹5,100/- (Rupees Five Thousand One Hundred only)
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Post Acquisition, the Company would hold upto 51% shareholding of Target Company.

10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	**Accredit Marketplace Private Limited** is a private limited company incorporated in India. Country wherein there is major presence: India Date of Incorporation: February 17, 2024 Turnover for the last three years (as per audited accounts) is as under: (Figures in ₹ Lakhs) FY 2024-25: 4.71

For **GDL Leasing and Finance Limited**

PREM KUMAR JAIN
Digitally signed by PREM KUMAR JAIN
Date: 2025.11.11 18:10:36 +05'30'

Prem Kumar Jain
Managing Director
DIN: 01151409

C GAUR & ASSOCIATES
COMPANY SECRETARIES

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

To

Date: 11.11.2025

The Board of Directors
G D L Leasing & Finance Limited
Reg. Add: 206, Second Floor, Vardhman Diamond Plaza,
Plot No.3 DDA Community Centre, D.B Gupta Road, Motia Khan,
Pahar Ganj, Central Delhi, New Delhi, India-110055

Sub: Resignation from the post of Secretarial Auditors

Dear sir(s),

I am writing to inform you of my decision to resign from my role as Secretarial Auditor with **M/s G D L Leasing & Finance Limited** due to our pre-occupation in other activities.

Accordingly, I am submitting my resignation as Secretarial Auditors of the Company for the financial year 2025-2026 to 2029-30 with effect from 11th November 2025.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the company are listed.

I would like to place on record my sincere thanks to the management and all members of the Board. I wish the Company all the success in future.

FOR C GAUR & ASSOCIATES
COMPANY SECRETARIES

CHETAN GAUR
Digitally signed by CHETAN GAUR
Date: 2025.11.11 11:39:54 +05'30'

CHETAN GAUR
FCS: 13426
COP: 19233

TO,

The Board of Director

GDL LEASING & FINANCE LTD

206, Vardhman Diamond Plaza,

Paharganj, New Delhi. 110055

11/11/2025

Sub:- Resignation letter

I **Rajender Agarwal,** due to personal and unavoidable circumstances, I do hereby tender my resignation from the directorship of the company with immediate effect. Kindly accept this letter as my resignation with immediate effect from the post of independent director of the company and relieve me from my duties.

Kindly acknowledge the receipt of this resignation letter and arrange to submit the necessary forms with the office of registrar of companies, to that effect.

Thanking You,

Rajender Agarwal

Din No. 00850468

11/11/2025