

## G D L LEASING AND FINANCE LIMITED

Registered office: B-3/91 Ashok Vihar, Phase II, New Delhi-110052  
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Website: www.gdl-finance.com

OPEN OFFER FOR ACQUISITION OF 782,626 (SEVEN LAKH EIGHTY TWO THOUSAND SIX HUNDRED TWENTY SIX) EQUITY SHARES OF ₹10 EACH FROM THE SHAREHOLDERS OF G D L LEASING AND FINANCE LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "GDL") BY MR. PREM KUMAR JAIN, MR. ASHISH JAIN AND MR. MOHIT JAIN (HEREIN AFTER REFERRED AS "ACQUIRERS") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement is being issued by Fintellectual Corporate Advisors Private Limited ("Manager to the Offer"), for and on behalf of Mr. Prem Kumar Jain, Mr. Ashish Jain and Mr. Mohit Jain ("Acquirers") pursuant to regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ["SEBI (SAST) Regulations,"], in respect of the Open Offer to acquire 782,626 (Seven Lakh Eighty Two Thousand Six Hundred Twenty Six) Equity Shares of ₹10/- each of G D L Leasing and Finance Limited (hereinafter referred to as "Target" or "Target Company" or "GDL") representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company. The Detailed Public Statement ("DPS") with respect to the aforementioned offer was published in all editions of the Business Standard (English) and Business Standard (Hindi) and Pratahkal (Marathi) at Mumbai (being the place where the Stock Exchange is situated) on Friday, July 28, 2023.

THE SHAREHOLDERS OF THE TARGET COMPANY ARE REQUESTED TO KINDLY NOTE THE FOLLOWING INFORMATION RELATED TO THE OFFER.

- The Offer Price is ₹ 11/- (Rupees Eleven Only) per fully paid-up Equity Share ("Offer price"), and applicable Interest of ₹ 0.05/- (Five Paise only) per equity share amounting to ₹ 11.05/- (Rupees Eleven and Paise Five only) per equity share ("Offer price plus applicable Interest"). The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulation, 2011 and subject to terms and conditions mentioned in PA, the DPS and Letter of Offer. There has been no revision in the Offer Price.
- The Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommended that the Offer Price of ₹ 11/- (Rupees Eleven Only) per fully paid-up Equity Share ("Offer price"), and applicable Interest of ₹ 0.05/- (Five Paise only) per equity share amounting to ₹ 11.05/- (Rupees Eleven and Paise Five only) per equity share ("Offer price plus applicable Interest") is fair and reasonable and is in line with SEBI (SAST) Regulations, 2011. The recommendation of the IDC was published on November 20, 2023 in all editions of the Business Standard (English), Business Standard (Hindi) and Pratahkal (Marathi) at Mumbai (being the place where the Stock Exchange is situated). Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.
- The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. Further, there has been no competitive bid to this Offer.
- The Letter of Offer (including Form of Acceptance cum acknowledgment) (hereinafter collectively referred to as "Letter of Offer") dated November 08, 2023, was mailed on November 15, 2023 through electronic means to all the Public Shareholders of the Target Company whose e-mail ids are registered with the Depositories and / or the Target Company, and the physical copies were dispatched on November 16, 2023, to all the Public Shareholders of the Target Company who are holding Physical Equity Shares and non-email registered shareholders as appeared in its Register of Members on November 08, 2023. ("Identified Date").
- The Letter of Offer is also available on SEBI's website (www.sebi.gov.in) and is available on the Manager to Offer's website (www.fintellectualadvisors.com) and the Shareholders can also apply by downloading the form of acceptance from the websites as mentioned above.
- Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement" at page 23 of the Letter of Offer in relation to inter alia, the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein. A summary of procedure for tendering Equity Shares in the Open Offer is set out below:
  - In Case of Equity Shares held in dematerialized form:** Public Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective Selling Brokers by giving the details of Equity Shares they intend to tender under the Offer and as per the procedure specified in paragraph 8.2 of the Letter of Offer.
  - In case of Equity Shares held in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.3 of the Letter of Offer along with Form SH-4.
  - In case of non-receipt of the Letter of Offer:** Public Shareholders may (i) download the same from the SEBI website (www.sebi.gov.in) and can apply by using the same; or (ii) obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares. Alternatively, such Public Shareholders can download the soft copy of the Letter of Offer from the SEBI website www.sebi.gov.in as well as from the Manager to the Offer website www.fintellectualadvisors.com. Alternatively, in case of non receipt of the Letter of Offer, Public Shareholders holding the Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares being tendered and other relevant documents as mentioned in the Letter of Offer. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the Offer Closing Date.
- The Draft Letter of Offer was submitted to SEBI on August 04, in accordance with Regulation 16(1) of the SEBI (SAST) Regulations, 2011. All observations from SEBI via letter number SEBI/HO/CFD/RAC/DCR-2/P/OW/43040/2023 dated October 19, 2023, which was received on October 19, 2023, have been duly incorporated in the Letter of Offer, according to Regulation 16(4) of the SEBI (SAST) Regulations, 2011
- There have been no other material changes in relation to the Offer, since the date of the Public Announcement on July 21, 2023, save as otherwise disclosed in the DPS and the Letter of Offer.
- As of the date of this Offer Opening Public Announcement, no statutory approvals were required by the Acquirer to complete this Offer. However, in case of any statutory approvals being required by the Acquirer at a later date before the closure of the Tendering Period, the Offer shall be subject to all such statutory approvals and the Acquirer shall make the necessary applications for such approvals.
- Revised Schedule of Activities:

Nature of Activity	Original schedule of Activities	Revised Schedule of Activities
Date of the Public Announcement	Friday, July 21, 2023	Friday, July 21, 2023
Date of publication of the Detailed Public Statement	Friday, July 28, 2023	Friday, July 28, 2023
Last date of filing of the draft Letter of Offer with SEBI	Friday, August 04, 2023	Friday, August 04, 2023
Last date for a Competing Offer	Tuesday, August 22, 2023	Tuesday, August 22, 2023
Identified Date*	Thursday, August 31, 2023	Wednesday, November 08, 2023
Last Date by which Letter of Offer will be dispatched to the Shareholders	Thursday, September 07, 2023	Thursday, November 16, 2023
Last date by which an independent committee of the Board of Target Company shall give its recommendation	Monday, September 11, 2023	Monday, November 20, 2023
Last Date of revising the Offer price/offer size	Tuesday, September 12, 2023	Tuesday, November 21, 2023
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper	Wednesday, September 13, 2023	Wednesday, November 22, 2023
Date of commencement of tendering period (Offer Opening Date)	Thursday, September 14, 2023	Thursday, November 23, 2023
Date of expiry of tendering period (Offer Closing Date)	Friday, September 29, 2023	Thursday, December 07, 2023
Date by which all requirements including payment of consideration would be completed	Monday, October 16, 2023	Thursday, December 21, 2023

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in the Offer any time before the closure of the Offer.

The Acquirer accept the responsibility for the information contained in this Advertisement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. All other terms and conditions of the Offer shall remain unchanged. This Advertisement will also be available on the website of SEBI i.e. www.sebi.gov.in.

Issued by the Manager to the Open Offer



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Email Address: info@fintellectualadvisors.com  
Contact Person: Mr. Amit Puri  
SEBI Registration Number: MB/INM000012944  
Validity: Permanent  
CIN: U74999DL2021PTC377748

For and on behalf of the Acquirers

Prem Kumar Jain Ashish Jain Mohit Jain

Place: Hyderabad  
Date: November 21, 2023