

EKAM LEASING AND FINANCE CO. LTD.

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CIN No.: L74899DL1993PLC055697

To,
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Date: 31/01/2026

Script Code: 530581

Sub: Outcome of Board Meeting: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Dear Madam/ Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/93 dated 20th June 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 we wish to inform that the Board of Directors of **Ekam Leasing and Finance Co. Limited**, at its meeting held today, i.e Saturday 31st January, 2026 has inter alia considered and approved the following:

Approval of Scheme of Amalgamation

The Board has approved the Draft Scheme of Amalgamation of Rex Overseas Private Limited and S & S Balajee Mercantile Private Limited (**both wholly owned subsidiary companies**) with Ekam Leasing and Finance Co. Limited (**“Transferee Company”**),

Since the proposed amalgamation is between the holding company and its wholly owned subsidiary companies, no new shares shall be issued pursuant to the amalgamation.

The Scheme is proposed pursuant to the provisions of **Sections 230 and 232 of the Companies Act, 2013**, Reserve Bank of India (Non-Banking Financial Companies – Voluntary Amalgamation) Directions, 2025, dated November 28, 2025 and other applicable laws, subject to requisite approvals from shareholders, creditors, the Hon’ble National Company Law Tribunal (NCLT), Stock Exchanges and other statutory and regulatory authorities, as may be applicable.

The disclosures as required under Annexure-I of the aforesaid SEBI circular are provided in Annexure A to this letter.

The Board Meeting commenced at 03.00 P.M. and concluded at 6:10 P.M.

We request you to kindly take the above information on record.

Thanking You,

For **EKAM LEASING AND FINANCE CO. LIMITED**

RAKESH JAIN
MANAGING DIRECTOR
DIN NO: 00061737

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Event: Scheme of Arrangement – Amalgamation

Reference: Para A (1) of Part A of Schedule III of SEBI LODR Regulations (Deemed Material Event)

1. Type of Scheme

Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013.

2. Details of the entities involved

Transferor Companies (Wholly-Owned Subsidiaries):

Rex Overseas Private Limited and S & S Balajee Mercantile Private Limited
Transferee Company with Ekam Leasing and Finance Co. Limited, a listed public limited company registered with the Reserve Bank of India as a Non-Deposit Accepting Non-Banking Financial Company (NBFC-ND).

3. Appointed Date and Effective Date

- **Appointed Date:** 1st April, 2025, or such other date as may be approved by the respective Boards and sanctioned by the Hon'ble National Company Law Tribunal ("NCLT").
- **Effective Date:** Date on which the certified copy of the order of the Hon'ble NCLT sanctioning the Scheme is filed with the Registrar of Companies.

4. Rationale and purpose of the Scheme

- Simplification of the corporate and group structure
- Achievement of operational efficiencies and administrative convenience
- Consolidation of business operations
- Optimal utilisation of financial, managerial and operational resources

5. Brief summary of the Scheme

- The Transferor Companies shall be amalgamated with and into the Transferee Company as a going concern.
- All assets, liabilities, reserves and obligations of the Transferor Companies shall stand transferred to and vested in the Transferee Company.
- All employees of the Transferor Companies shall become employees of the Transferee Company without break in service and on terms not less favourable.
- The Scheme does not involve issuance of any equity shares or securities by the Transferee Company.

6. Consideration / Share exchange ratio

Since both Transferor Companies are wholly-owned subsidiaries of the Transferee Company, no shares shall be issued and no consideration shall be paid pursuant to the Scheme.

7. Valuation / fairness opinion

Since the proposed amalgamation is between the holding company and its wholly owned subsidiary companies, therefor the Scheme does not involve any share exchange or consideration. The accounting treatment has been considered by the Board as part of the Scheme documents.

8. Impact of the Scheme on the listed entity

- **Share Capital:** Since the proposed amalgamation is between the holding company and its wholly owned subsidiary companies, there will be no change.
- **Promoter Shareholding:** Since the proposed amalgamation is between the holding company and its wholly owned subsidiary companies, there will be no change.
- **Financial Impact:** Consolidation of the financials of the Transferor Companies with the Transferee Company from the Appointed Date in accordance with applicable Indian Accounting Standards.
- **Employees:** Continuity of employment of employees of the Transferor Companies with the Transferee Company.

9. Whether the transaction would fall within related party transactions

The Scheme involves amalgamation of wholly-owned subsidiaries with the Company and does not involve any consideration. Accordingly, the transaction is not in the nature of a related party transaction for the purposes of Regulation 23 of SEBI LODR.

10. Approvals required

The Scheme is subject to approvals and sanctions, as applicable, from:

- Shareholders and creditors of the Company and/or Transferor Companies, as may be directed
- Hon'ble National Company Law Tribunal (NCLT)
- Reserve Bank of India(RBI)
- Securities Exchange Board of India(SEBI)
- Registrar of Companies and such other statutory or regulatory authorities as may be required

This disclosure is made pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.