



## RAMCHANDRA LEASING & FINANCE LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting (“EGM”)** of the Members of **Ramchandra Leasing and Finance Limited (“the Company”)** will be held on **Friday, November 21, 2025 at 04:00 P.M.** through **Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”)**, to transact the following Special Businesses:

#### SPECIAL BUSINESS

##### ITEM NO. 1 — Change of Name of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with applicable rules made thereunder and subject to the approval of the Central Registration Centre, Ministry of Corporate Affairs, Reserve Bank of India (being an NBFC), and such other regulatory/statutory authorities as may be applicable, and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to change the name of the Company from **‘Ramchandra Leasing and Finance Limited’ to ‘Raama Finance Limited’** or such other name as may be approved by the Registrar of Companies

**RESOLVED FURTHER THAT** the Name Clause of the Memorandum of Association of the Company shall be altered, upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies, consequent to change of name of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to take all necessary actions, file requisite forms and documents with the Registrar of Companies, BSE Limited and other authorities, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

##### ITEM NO. 2 — Shifting of Registered Office from the State of Gujarat to the National Capital Territory of Delhi

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

**“RESOLVED THAT** pursuant to the provisions of Sections 12, 13 read with the Companies (Incorporation) Rule, 2014 and such other rules as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable



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provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director, Reserve Bank of India (RBI), and other necessary regulatory/statutory authorities, consent of the members be and is hereby accorded to shift the Registered Office of the Company from the State of Gujarat to the National Capital Territory (NCT) of Delhi, and consequently Clause II of the Memorandum of Association of the Company be substituted as follows:

*'II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.'*

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the company be and are hereby authorized to file necessary applications, forms and documents with MCA, BSE and RBI, and to do all such acts and things as may be deemed necessary to give effect to this resolution."

### **ITEM NO. 3 — Increase in Authorised Share Capital and Alteration of Memorandum of Association**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of members be and is hereby accorded to increase the the Authorised Share Capital of the Company from **Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakhs only)** divided into **8,50,00,000 (Eight Crore Fifty Lakh)** equity shares of Re.1/- each to **Rs. 20,00,00,000/- (Rupees Twenty Crores only)** divided into **20,00,00,000 (Twenty Crore)** equity shares of Re.1/- each, by creation of additional **11,50,00,000 (Eleven Crore Fifty Lakh)** equity shares of Re.1/- each ranking pari passu in all respects with the existing shares.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be substituted as under:

*"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 20,00,00,000 (Twenty Crores) equity shares of Re.1/- each."*

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the company be and are hereby authorized to file necessary applications, forms and documents with MCA, BSE and RBI, and to do all such acts and things as may be deemed necessary to give effect to this resolution."



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### ITEM NO. 4 — Amendment to Articles of Association for enabling Further Issue of Securities

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the company be and is hereby accorded to alter the Articles of Association of the Company and the article be amended by insertion of a new Article 4A as follows:

*‘4A. Notwithstanding anything contained in these Articles, the Company shall be entitled to issue, offer, and allot Convertible Warrants or Convertible Securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares), whether by way of preferential allotment, rights issue, private placement, or otherwise, in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of law as may be applicable from time to time.’*

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the company be and are hereby authorized to file necessary applications, forms and documents with MCA, BSE and RBI, and to do all such acts and things as may be deemed necessary to give effect to this resolution.

### ITEM NO. 5 — Preferential Issue of 11,40,00,000 Convertible Warrants

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

**“RESOLVED THAT** pursuant to the provisions of Section 23 and Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), and other competent authorities including relevant



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Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, by creation, offer, allot and issue, in one or more tranches, upto a maximum of **11,40,00,000 (Eleven crore forty lacs) convertible warrants ("Warrants")** at an issue price of **Rs. 4.80/-** per Warrant (including a premium of **Rs. 3.80/-** per equity share) aggregating upto **Rs. 54,72,00,000 /- (Rupees Fifty-Four Crore Seventy-Two Lakh only)**, for cash consideration to the following promoters, promoter group and non-promoters (hereinafter referred to as the "Proposed Allottees"):-

Sr.	Name of Proposed Allottees	Category	No. of warrants to be allotted	Consideration Amount (in ₹)
1	Akhil Mittal	Promoter	75,00,000	3,60,00,000
2	DS Family Office Trust	Promoter Group	75,00,000	3,60,00,000
3	Rahul Sharma	Non-Promoter	1,40,00,000	6,72,00,000
4	Arpit Mishra	Non-Promoter	25,00,000	1,20,00,000
5	Neera Mishra	Non-Promoter	25,00,000	1,20,00,000
6	Bhupinder Singh	Non-Promoter	10,00,000	48,00,000
7	Kavneet Singh	Non-Promoter	40,00,000	1,92,00,000
8	Prem Parkash Gupta	Non-Promoter	20,00,000	96,00,000
9	Agro Trade Solutions	Non-Promoter	50,00,000	2,40,00,000
10	Kusum Gupta	Non-Promoter	30,00,000	1,44,00,000
11	SKG Assets Management Pvt Ltd	Non-Promoter	2,00,00,000	9,60,00,000
12	SKG Assets and Holdings Pvt Ltd	Non-Promoter	1,00,00,000	4,80,00,000
13	Equities First Ventures LLP	Non-Promoter	80,00,000	3,84,00,000
14	Vikas Gupta	Non-Promoter	30,00,000	1,44,00,000
15	Kush Gupta	Non-Promoter	25,00,000	1,20,00,000
16	Luv Gupta	Non-Promoter	25,00,000	1,20,00,000
17	Rajesh Singh Kaira	Non-Promoter	10,00,000	48,00,000
18	Madhur Bansal	Non-Promoter	35,00,000	1,68,00,000
19	Anuj Gupta	Non-Promoter	35,00,000	1,68,00,000
20	Vikas Jain	Non-Promoter	10,00,000	48,00,000
21	Shailender Gupta	Non-Promoter	5,00,000	24,00,000
22	Manan Gupta	Non-Promoter	5,00,000	24,00,000
23	Ridhima Agrawal	Non-Promoter	22,50,000	1,08,00,000
24	Maruti Professionals LLP	Non-Promoter	7,50,000	36,00,000



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Sr.	Name of Proposed Allottees	Category	No. of warrants to be allotted	Consideration Amount (in ₹)
25	Vijay Kumar Handa	Non-Promoter	20,00,000	96,00,000
26	Santosh Handa	Non-Promoter	20,00,000	96,00,000
27	Priya Bhalla	Non-Promoter	20,00,000	96,00,000
<b>TOTAL</b>			<b>11,40,00,000</b>	<b>54,72,00,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Warrants is October 21, 2025 (working day-muhurat trading day), being the date 30 days prior to the date of the General Meeting.

**RESOLVED FURTHER THAT** the Warrants offered and issued on the following terms and conditions:

- 1. Form:** The warrant shall be allotted in dematerialised form and shall be rupee-denominated, unsecured, unlisted, unrated, compulsorily convertible, and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.
- 2. Consideration payable:** an amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent. of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.
- 3. Conversion Ratio / Other Conversion Terms:** Each warrant shall be convertible into 1 (One) equity share of the Company having a face value of Re. 1/- each. The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as defined in the ICDR Regulations, at the conversion price of Rs. 4.80/- including a premium of Rs. 3.80/- per share.
- 4. Interest:** The warrants shall carry 'Nil' interest.
- 5. Voting:** The warrants shall not carry any voting rights.
- 6. Lock-in:** The warrants allotted in terms of this resolution shall be subject to lock-in as specified in the SEBI ICDR Regulation, 2018 provisions.



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**RESOLVED FURTHER THAT** the equity shares to be allotted pursuant to conversion of warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of warrants is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the warrants, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares on conversion of warrants, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the warrants / Equity Shares on conversion of warrants, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of warrants as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

### ITEM NO. 6 — Appointment of Mrs. Reena Sharma as Independent Director

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for appointment of **Mrs. Reena Sharma (DIN: 08543662)** as a **Non-Executive Independent Woman Director** of the Company for a term of five (5) consecutive years, effective from **October 28, 2025 to October 27, 2030**, not liable to retire by rotation.”

### ITEM NO. 7 — Appointment of Mr. Vimal Dwivedi as Independent Director

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for appointment of **Mr. Vimal Dwivedi (DIN:10613579)** as a **Non-Executive Independent Woman Director** of the Company for a term of five (5) consecutive years, effective from **October 28, 2025 to October 27, 2030**, not liable to retire by rotation.”

### 8. Confirmation of Appointment of Mr. Rajesh Singh Kaira as Director and Managing Director – **Ordinary Resolution**

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



## RAMCHANDRA LEASING & FINANCE LIMITED

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and subject to such other approvals, permissions and sanctions as may be required, consent of the members be and is hereby accorded to confirm the appointment of Mr. Rajesh Singh Kaira (DIN: 10028571), who was appointed by the Board of Directors as an Additional Director (Executive Category) and Managing Director of the Company with effect from October 27, 2025, to hold office as Director and Managing Director of the Company for a period of five (5) years commencing from October 27, 2025, on such terms and conditions, including remuneration, as may be decided by the Board of Directors from time to time, within the limits prescribed under the Act and subject to approval of RBI wherever applicable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

### NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the business to be transacted, is annexed hereto.
2. The EGM will be held through VC/OAVM in compliance with the MCA Circulars and SEBI guidelines.
3. The Company has appointed **CS Chandan Jha (M. No. A62350)**, Practising Company Secretary, as the **Scrutinizer** for the EGM.
4. Members can attend and vote through electronic means as per the instructions provided in the accompanying notes.

**By Order of the Board of Directors**

**For RAMCHANDRA LEASING AND FINANCE LIMITED**

**Sd/-**

**(Dhiraj Kumar Jha)**

*Company Secretary & Compliance Officer*



## RAMCHANDRA LEASING & FINANCE LIMITED

**Date:** October 28, 2025

**Place:** Vadodara

**TELEFAX :** 0265 - 3268100 **CIN :** L65910GJ1993PLC018912  
**Email :** rlandfl@gmail.com, **Web :** www.ramchandrafinance.in

**Regd. Office :**  
201, Rudra Plaza Complex,  
Dandia Bazar Main Road,  
Dandia Bazar,  
Vadodara - 390 001

**Branch :**  
Ashok Stores,  
Khot Chawi, L.T. Road,  
Opp. Goyal Shopping Centre.  
Borivali (W), Mumbai - 400092.



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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No. 1: Change of Name of the Company

The Board of Directors, at its meeting held on **October 28, 2025**, approved a proposal to change the name of the Company from **“Ramchandra Leasing and Finance Limited”** to **“Raama Finance Limited”** or such other name as may be approved by the **Central Registration Centre, Ministry of Corporate Affairs (MCA)**.

The change is proposed with a view to align the brand identity of the Company with its evolving business focus in the financial services sector and to establish a more contemporary and recognizable name.

As the Company is a **Non-Banking Financial Company (NBFC)** registered with the **Reserve Bank of India (RBI)**, the name change will also be subject to approval from the RBI and other regulatory authorities as applicable.

Pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013, alteration of the name clause of the Memorandum of Association requires the approval of members by a **Special Resolution** and subsequent approval of the Central Government (Power delegated to the Registrar of Companies).

#### Board's Recommendation:

The Board recommends the resolution as set out in Item No. 1 for the approval of the members as a **Special Resolution**.

**None of the Directors, Key Managerial Personnel (KMP), or their relatives** is in any way concerned or interested in this resolution.

#### Item No. 2: Shifting of Registered Office from the State of Gujarat to the National Capital Territory (NCT) of Delhi

The Board has proposed to shift the registered office of the Company from the **State of Gujarat** to the **National Capital Territory of Delhi**.

The proposed shift is intended to facilitate better operational efficiency, closer proximity to key regulatory authorities, financial institutions, and investors, and to align the registered office with the Company's strategic growth plans.

In accordance with **Sections 12, 13 and other applicable provisions of the Companies Act, 2013**, shifting the registered office from one State to another requires the approval of the members by a **Special Resolution** and the confirmation of the **Regional Director (MCA)**.



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Further, since the Company is an NBFC, the proposal is also **subject to prior approval/notification to the Reserve Bank of India.**

### **Board's Recommendation:**

The Board recommends the resolution for the approval of the members as a **Special Resolution.**

**None of the Directors, KMP or their relatives** is in any way concerned or interested in the proposed resolution.

### **Item No. 3: Increase in Authorised Share Capital and Alteration of the Memorandum of Association**

The existing Authorised Share Capital of the Company is **Rs. 8,50,00,000** (Eight Crores Fifty Lakhs) divided into **8,50,00,000 equity shares of Re. 1/- each.**

In view of the Company's future growth plans and the proposed preferential issue of warrants and other capital-raising activities, the Board of Directors considered it necessary to increase the Authorised Share Capital to **Rs. 20,00,00,000 (Twenty Crores)** divided into **20,00,00,000 equity shares of Re. 1/- each.**

Accordingly, the alteration of Clause V of the Memorandum of Association is required.

### **Board's Recommendation:**

The Board recommends passing of the **Ordinary Resolution** as set out in Item No. 3 for approval of the members.

**None of the Directors, KMP or their relatives** is interested in this resolution.

### **Item No. 4: Amendment to Articles of Association**

The existing Articles of Association ("AOA") of the Company do not specifically empower the Company to issue convertible instruments such as warrants, convertible debentures, etc.

In view of the proposed preferential issue, it is proposed to insert a new **Article 4A** in the AOA authorizing the Company to issue securities including convertible instruments in accordance with the applicable laws.

### **Item No. 5: Issue of Convertible Warrants on Preferential Basis**

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Branch :  
Ashok Stores,  
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Borivali (W), Mumbai - 400092.



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The Board of Directors, at its meeting held on **October 28, 2025**, approved the proposal for issuance of up to **11,40,00,000 (Eleven Crore Forty Lakhs)** Convertible Warrants (“Warrants”) at a price of **Rs. 4.80 per Warrant**, each convertible into one Equity Share of face value of **Re. 1/-** at a premium of **Rs. 3.80/-** per share, aggregating to **Rs. 54.72 Crores**, to certain identified persons (“Proposed Allottees”) on a preferential basis in accordance with **Chapter V of the SEBI (ICDR) Regulations, 2018** and other applicable laws. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

- The Objects of the preferential issue:** The Company is a Non-Banking Finance Company (“NBFC”) registered with the Reserve Bank of India (“RBI”) having a certificate of Registration number 01.00109 dated March 12, 1998. The Company is engaged in NBFC activities such as granting loans and advances viz. personal loans, and business loans to individuals and corporates. Recently, the company is takeover by Akhil Mittal (“Acquirer 1”) and Pratika Sharma (“Acquirer 2”) in compliance with SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Your Company intends to utilize the proceeds raised through the Issue (“Issue Proceeds”) towards funding the following objects:
  - Expansion of Business;**
  - Capital expenditure towards intangible assets; and**
  - General corporate purposes.**

*Please note, the Guidance Note on inclusion of “Object of the Issue” in case of Preferential Issues (in the Explanatory Statement to the notice to shareholders) issued by BSE Notice No. 20221213-47 dated December 13, 2022 under Chapter V of SEBI ICDR Regulations, is not applicable to the Company as the issue size is less than Rs. 100 crores.*

- Maximum Number of specified securities to be issued:** This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to an aggregate of 11,40,00,000 (Eleven Crore forty lacs) Warrants each convertible into equivalent 11,40,00,000 Equity Shares (i.e. one fully paid up Equity Share upon conversion of one Warrant held) of a face value of Rs. 1 (Rupees One only) each of the Company.
- Intent of the Promoters, Directors or Key Managerial Personnel (KMP) of the issuer to subscribe to the offer:** Apart from Mr. Akhil Mittal (Promoter) and DS Family Office Trust (Promoter Group) and Rajesh Singh Kaira (Director), no other Promoter, director or key managerial personnel intend to subscribe to the present preferential issue.



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- Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants is 21 October 2025 (Working day-muhurat trading day), being the date, which is 30 days prior to the Extra-Ordinary General Meeting.
- Pricing of the issue:** Since the equity shares of the Company are listed at BSE and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 4.78/- is determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of Equity shares and warrants.

### Valuation Report

Regulation 166A (1) of SEBI ICDR Regulation, inter alia, states *“Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”*.

The proposed allotment is more than 5% of the post issue capital fully diluted share capital, the company has obtained Valuation report dated October 28, 2025 from Mr. Nitish Chaturvedi (SFA) registered with IBBI having Registration Number IBBI/RV/03/2020/12916, Independent Registered valuer having office at 94, Bheesm Kunj, Gaja Paisa, City Post, Mathura, Uttar Pradesh 281001, Email id: chaturvedinitish@gmail.com and Contact No. +919997354674. The valuation report is available at Company website link at <https://www.ramchandrafinance.com/>

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of equity share preferential basis shall be at Rs. 4.80/- each.

- The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter and Percentage of Post issue Preferential Issue Capital of the allottee(s) post the preferential issues:



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Sr. No	Name of the Proposed Allottees	Current Category (Promoter/ Public)	Proposed Category (Promoter/ Public)	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	Post-issue Shareholding Structure	
				Number	% of shares		Number	% of shares
1	Akhil Mittal	Promoter	Promoter	2,22,89,981.00	27.46%	75,00,000	2,97,89,981	15.26%
2	DS Family Office Trust	-	Promoter Group	-	-	75,00,000	75,00,000	3.84%
3	Rahul Sharma	-	Public	-	-	1,40,00,000	1,40,00,000	7.17%
4	Arpit Mishra	-	Public	-	-	25,00,000	25,00,000	1.28%
5	Neera Mishra	-	Public	-	-	25,00,000	25,00,000	1.28%
6	Bhupinder Singh	-	Public	-	-	10,00,000	10,00,000	0.51%
7	Kavneet Singh	-	Public	-	-	40,00,000	40,00,000	2.05%
8	Prem Parkash Gupta	-	Public	-	-	20,00,000	20,00,000	1.02%
9	Agro Trade Solutions	-	Public	-	-	50,00,000	50,00,000	2.56%
10	Kusum Gupta	-	Public	-	-	30,00,000	30,00,000	1.54%
11	SKG Assets Management Pvt Ltd	-	Public	-	-	2,00,00,000	2,00,00,000	10.25%
12	SKG Assets and Holdings Pvt Ltd	-	Public	-	-	1,00,00,000	1,00,00,000	5.12%
13	Equities First Ventures LLP	-	Public	-	-	80,00,000	80,00,000	4.10%
14	Vikas Gupta	-	Public	-	-	30,00,000	30,00,000	1.54%
15	Kush Gupta	-	Public	-	-	25,00,000	25,00,000	1.28%
16	Luv Gupta	-	Public	-	-	25,00,000	25,00,000	1.28%
17	Rajesh Singh Kaira	-	Public	-	-	10,00,000	10,00,000	0.51%
18	Madhur Bansal	-	Public	-	-	35,00,000	35,00,000	1.79%
19	Anuj Gupta	-	Public	-	-	35,00,000	35,00,000	1.79%
20	Vikas Jain	-	Public	-	-	10,00,000	10,00,000	0.51%
21	Shailender Gupta	-	Public	-	-	5,00,000	5,00,000	0.26%
22	Manan Gupta	-	Public	-	-	5,00,000	5,00,000	0.26%
23	Ridhima Agrawal	-	Public	-	-	22,50,000	22,50,000	1.15%
24	Maruti Professionals LLP	-	Public	-	-	7,50,000	7,50,000	0.38%
25	Vijay Kumar Handa	-	Public	-	-	20,00,000	20,00,000	1.02%
26	Santosh Handa	-	Public	-	-	20,00,000	20,00,000	1.02%
27	Priya Bhalla	-	Public	-	-	20,00,000	20,00,000	1.02%
						<b>11,40,00,000</b>		

### 7. Proposed time within which the allotment shall be completed:

In terms of ICDR Regulations, preferential allotment pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of such resolution provided that where the allotment is pending on account of pendency of any application for approval or by any Regulatory Authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

### 8. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares:

Sr.	Name of Proposed Allottees	Ultimate beneficial owners
1.	DS Family Office Trust	Pratika Sharma (Trustee)
2.	Agro Trade Solutions	Agam Gupta and Robin Gupta
3.	SKG Assets Management Pvt Ltd	Vikas Gupta, Luv Gupta and Kush Gupta



## RAMCHANDRA LEASING & FINANCE LIMITED

Sr.	Name of Proposed Allottees	Ultimate beneficial owners
4.	SKG Assets and Holdings Pvt Ltd	Vikas Gupta, Luv Gupta and Kush Gupta
5.	Equities First Ventures LLP	Luv Gupta and Vivek Vijaypal Gupta
6.	Maruti Professionals LLP	Monisha Singhal and Mool Raj Verma

### 9. PCS CERTIFICATE:

A Certificate from M/s Chandan J & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and Public Holidays, till the last date for receipt of the postal ballot forms from the shareholders. This certificate is also placed on the website of the Company at the following link <https://ramchandrafinance.com/>

### 10 Lock-in period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

### 11 Shareholding Pattern of the issuer before and after the issue:

The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.

### 12 Change in management/ control:

The issue of equity shares will not result in change in the management and control of the Company.

### 13 Undertakings:

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Email : rlandf@gmail.com, Web : www.ramchandrafinance.in

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201, Rudra Plaza Complex,  
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Dandia Bazar,  
Vadodara - 390 001

Branch :  
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Khot Chawi, L.T. Road,  
Opp. Goyal Shopping Centre.  
Borivali (W), Mumbai - 400092.



## RAMCHANDRA LEASING & FINANCE LIMITED

- None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
- None of the proposed allottee have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them.

#### 14 Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial year, the company has made following allotment

Date of allotment	No. of persons	No of shares allotted	Issue price	Link
September 02, 2025	Two persons (Mr. Akhil Mittal and Ms. Pratika Sharma)	3,00,00,000 shares	Rs. 2.26/-	<a href="http://www.bseindia.com/xml-data/corpfiling/AttachHis/f62b1121-f794-4188-b4f9-4c49696bbe2">www.bseindia.com/xml-data/corpfiling/AttachHis/f62b1121-f794-4188-b4f9-4c49696bbe2</a>

#### 15 Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

#### 16 Principal terms of assets charged as securities: Not Applicable.

None of the Directors, Key Managerial Personnel of the Company or their relatives and to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.



## RAMCHANDRA LEASING & FINANCE LIMITED

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution

### Item No. 6: Appointment of Mrs. Reena Sharma as Independent Director

The Board of Directors, on the recommendation of the **Nomination and Remuneration Committee**, appointed **Mrs. Reena Sharma (DIN: 08543662)** as an **Additional Director (Non-Executive, Independent Woman Director)** w.e.f. **October 28, 2025**, to hold office up to the date of the ensuing EGM.

The Board now proposes her appointment as a **Non-Executive Independent Woman Director** for a period of **five years** from **October 28, 2025 to October 27, 2030**, not liable to retire by rotation.

Mrs. Sharma has given her consent and declaration confirming that she meets the criteria of independence as prescribed under **Section 149(6)** of the Act and **Regulation 16(1)(b)** of SEBI LODR Regulations.

Her brief profile and disclosures pursuant to SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, are enclosed as **Annexure 2** to the Notice.

### Board's Recommendation:

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 6 for members' approval.

### Interest of Directors:

Except Mrs. Reena Sharma and her relatives, none of the other Directors or KMP are concerned or interested in this resolution.

### Item No. 7: Appointment of Mr. Vimal Dwivedi as Independent Director

The Board of Directors at its meeting held on **October 29, 2025**, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of **Mr. Vimal Dwivedi [DIN: 10613579]** as an **Additional Director (Non-Executive, Independent)** of the Company, to hold office up to the date of this EGM.

It is now proposed to appoint Mr. Vimal Dwivedi as an **Independent Director** for a period of **five (5) years** commencing from **October 28, 2025 to October 27, 2030**, not liable to retire by



## RAMCHANDRA LEASING & FINANCE LIMITED

rotation, in accordance with Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

Mr. Dwivedi has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and has consented to act as a Director of the Company. His profile is enclosed as **Annexure 3**.

### **Item No. 8: Confirmation of Appointment of Mr. Rajesh Singh Kaira as Director and Managing Director**

The Board of Directors, based on the recommendation of the **Nomination and Remuneration Committee**, appointed **Mr. Rajesh Singh Kaira (DIN: 10028571)** as an **Additional Director (Executive Category)** and further designated him as the **Managing Director** of the Company with effect from **October 27, 2025**, subject to approval of shareholders and applicable statutory and regulatory authorities.

As per the provisions of **Section 161(1)** of the Companies Act, 2013, an Additional Director holds office up to the date of the ensuing general meeting. Accordingly, it is proposed to confirm his appointment as a **Director and Managing Director** of the Company.

Mr. Kaira possesses over 4 years of experience in **finance, credit, and business management** and has demonstrated strong leadership abilities relevant to the Company's NBFC operations. The Board believes that his continued association would be beneficial for the growth and future direction of the Company.

In terms of **Sections 196, 197, 203** and **Schedule V** of the Companies Act, 2013, the appointment and terms of remuneration of a Managing Director require the approval of the shareholders. Accordingly, the Board recommends the resolution set out in Item No. 8 of the Notice for approval by the members.

Further **Reserve Bank of India (RBI)** via letter no S370/01-01-001/2025-26 dated 15<sup>th</sup> August 2025 has approved the appointment of Mr. Rajesh Singh Kaira as Director of the company. Necessary applications, if required, will be made to the other regulatory authorities, as applicable to the Company being an NBFC.

### **Board's Recommendation:**

The Board recommends the Ordinary Resolution for confirmation of the appointment of **Mr. Rajesh Singh Kaira** as **Director and Managing Director** of the Company for a term of five years.

His brief profile and disclosures pursuant to SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, are enclosed as **Annexure 4** to the Notice.

### **Interest of Directors:**

TELEFAX : 0265 - 3268100 CIN : L65910GJ1993PLC018912  
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## RAMCHANDRA LEASING & FINANCE LIMITED

Except **Mr. Rajesh Singh Kaira** and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

**By Order of the Board of Directors**

**For Ramchandra Leasing and Finance Limited**

**Sd/-**

**Dhiraj Kumar Jha**

**Company Secretary & Compliance Officer**

**Date:** October 28, 2025

**Place:** Vadodara



## RAMCHANDRA LEASING & FINANCE LIMITED

### Annexure 1- Pre and Post shareholding pattern

Pre and post shareholding					
Sr. No	Category	Pre issue Shareholding		Post issue Shareholding (Assuming full warrants conversion)	
		No. of Shares	%	No. of Shares	%
A	<b>Promoter Holding</b>				
1	Indian				
	Individual/ HUF	4,45,79,963	54.93	5,20,79,963	26.69
	Bodies Corporates				
	Any Other Specify - Trust	-	-	75,00,000	3.84
	<b>Sub-Total (A1)</b>	<b>4,45,79,963</b>	<b>54.93</b>	<b>5,95,79,963</b>	<b>26.69</b>
2	Foreign Promoters	-	-	-	
	Sub-Total (A2)	-	-	-	
	<b>Total Shareholding of Promoters and Promoter group (A)=(A1)+(A2)</b>	<b>4,45,79,963</b>	<b>54.93</b>	<b>5,95,79,963</b>	<b>26.69</b>
B	<b>Non-Promoter Holding</b>				
1	Institutional Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	<b>Total (B1)</b>	-	-	-	-
2	Institutions (Domestic)				
	Banks	2,791	0.00	2,791	0.00
3	Institutions (Foreign) FPI	-	-	-	-
4	Non-Institutions KMP	-	-	-	-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,51,09,808	18.6169	1,51,09,808	7.74
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,08,98,381	13.4279	7,11,48,381	36.46
	NRI	4,61,197	0.568	4,61,197	0.24
	Bodies Corporate	84,28,179	10.384	4,71,78,179	24.17
	Any Other	16,81,681	2.072	16,81,681	0.86
	<b>Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)</b>	<b>3,65,82,037</b>	<b>45.07</b>	<b>13,55,82,037</b>	<b>69.47</b>
	<b>Total (A+B)</b>	<b>8,11,62,000</b>	<b>100.00</b>	<b>19,51,62,000</b>	<b>100.00</b>

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## RAMCHANDRA LEASING & FINANCE LIMITED

### Annexure - 2

#### Brief Profile of Mrs. Reena Sharma

Particulars	Appointment
Name of Director	Mrs. Reena Sharma (DIN: 08543662)
Brief Profile	<p>She is practicing as fellow member of the Institute of Cost Accountants of India and also got her PhD from Jawaharlal Nehru University in Financial Management. She has around 20 years of valuable experience in various areas like Development of Costing System, Project Financing, Working Capital Management and Budgetary controls. Expertise in conceptualising &amp; implementing financial procedures, building internal financial controls, maintenance &amp; Finalization of accounts and Audits. She has worked as Finance Manager (IDHS, North-West Delhi, Health Ministry) and has also served as Cost Auditor and Internal Auditor of various companies and Statutory bodies.</p> <p>She had been appointed as an Independent Director in Vikas Ecotech Limited. Presently working with Carbon Specialities Ltd. (Kanpur (U.P)) and Integrated Industries Ltd. (Noida/Preet Vihar) in the capacity of Independent director.</p>
Date of Appointment and Term of Appointment	28.10.2025
Disclosure of relationships between Directors	None



## RAMCHANDRA LEASING & FINANCE LIMITED

### Annexure - 3

#### Brief Profile of Mr. Vimal Dwivedi

Particulars	Appointment
Name of Director	Mr. Vimal Dwivedi (DIN: 10613579)
Brief Profile	Mr. Vimal Dwivedi holds Master's degrees in Commerce from the University of Allahabad. He is a seasoned finance professional with over three years of diversified experience in audit, taxation, regulatory compliance, and NBFC operations, His expertise spans statutory audits, RBI regulatory frameworks, and international accounting across India, the US, the UK, and the UAE.
Date of Appointment and Term of Appointment	29.10.2025
Disclosure of relationships between Directors	None



## RAMCHANDRA LEASING & FINANCE LIMITED

### Annexure – 4

#### Brief Profile of Mr. Rajesh Singh Kaira

##### Brief Profile of Mr. Rajesh Singh Kaira

Particulars	Appointment
Name of Director	Mr. Rajesh Singh Kaira (DIN: 10028571)
Brief Profile	Rajesh Singh Kaira, aged 31 years old, a member of the Institute of Company Secretaries of India (ICSI), and holds Bachelor of commerce from Delhi University. He is a seasoned professional with over 4 years of experience in strategic advisory, corporate governance & compliance management. His expertise spans secretarial audit, due diligence, and regulatory frameworks.
Date of Appointment and Term of Appointment	<p>Appointed as an Additional Director of the Company with effect from 27th October, 2025.</p> <p>Appointed as the Managing Director (Key Managerial Personnel) of the Company for a period of 5 (Five) years with effect from 27th October, 2025.</p> <p><b>Terms and Conditions of Appointment</b></p> <ol style="list-style-type: none"><li><b>Tenure of Appointment:</b> The appointment of Mr. Rajesh Singh Kaira shall be for a period of five (5) years commencing from October 27, 2025 to October 26, 2030, subject to the approval of shareholders in the ensuing General Meeting and other statutory approvals, if any.</li><li><b>Designation and Functions:</b> Mr. Mr. Rajesh Singh Kaira shall act as the Managing Director of the Company and shall be responsible for the day-to-day management and operations of the Company, subject to the supervision and control of the Board of Directors.</li><li><b>Remuneration:</b> The Managing Director shall be entitled to receive the following remuneration:<ul style="list-style-type: none"><li><b>Basic Salary:</b> ₹1,25,000/- (Rupees One Lakh) per month.</li><li><b>Perquisites and Allowances:</b> Such as house rent allowance, conveyance, medical reimbursement, leave travel concession, etc., as per the rules of the Company.</li></ul></li></ol>



## RAMCHANDRA LEASING & FINANCE LIMITED

	<ul style="list-style-type: none"><li>○ <b>Other Benefits:</b> Contribution to provident fund, gratuity, and leave encashment as per Company policy and applicable laws.</li><li>○ <b>Overall Remuneration Limit:</b> The total remuneration shall not exceed the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto.</li></ul> <p><b>4. Performance Bonus / Commission (if applicable):</b> The Managing Director may be paid performance-linked bonus or commission, as may be decided by the Board or Nomination &amp; Remuneration Committee, subject to the overall limits prescribed under the Act.</p> <p><b>5. Sitting Fees:</b> The Managing Director shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.</p> <p><b>6. Termination:</b> Either party may terminate the appointment by giving three (3) months' notice in writing or payment of equivalent salary in lieu thereof.</p>
Disclosure of relationships between Directors	There are no inter-se relations between Mr. Rajesh Singh Kaira and the Directors of the Company.



## RAMCHANDRA LEASING & FINANCE LIMITED

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.



## RAMCHANDRA LEASING & FINANCE LIMITED

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.ramchandrafinance.com](http://www.ramchandrafinance.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on November 18, 2025 at 09:00 A.M. and ends on November 20, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14.11.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14.11. 2025.

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

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

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN



## RAMCHANDRA LEASING & FINANCE LIMITED

securities in demat mode with NSDL.

- No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
  - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.



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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [secretarial\\_compliance@outlook.com](mailto:secretarial_compliance@outlook.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Hardik Thakkar at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

TELEFAX : 0265 - 3268100 CIN : L65910GJ1993PLC018912  
Email : [rlandf@gmail.com](mailto:rlandf@gmail.com), Web : [www.ramchandrafinance.in](http://www.ramchandrafinance.in)

Regd. Office :  
201, Rudra Plaza Complex,  
Dandia Bazar Main Road,  
Dandia Bazar,  
Vadodara - 390 001

Branch :  
Ashok Stores,  
Khot Chawi, L.T. Road,  
Opp. Goyal Shopping Centre.  
Borivali (W), Mumbai - 400092.



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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [rlandfl@gmail.com](mailto:rlandfl@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rlandfl@gmail.com](mailto:rlandfl@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve



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the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [rlandfl@gmail.com](mailto:rlandfl@gmail.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [RLANDFL@GMAIL.COM](mailto:RLANDFL@GMAIL.COM) between 18.11.2025 (9.00 a.m. IST) and 19.11.2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.