



To
The Board of Directors,
Ramchandra Leasing & Finance Limited
Address:- 201/1, Rudra Plaza Complex,
Dandia Bazar Main Road,
Opp. VMC Gas Office,
Vadodara, Gujarat, 390001

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of warrants on preferential basis.

Dear Sir/ Madam,

We, **Chandan J & Associates, Practicing Company Secretaries** has been appointed by the **Ramchandra Leasing & Finance Limited** (the "Company") to certify that the proposed preferential issue of **11,40,00,000 warrants** at an issue of Rs. **4.80/-** (including premium of Rs **3.80** /-) to promoters and non-promoters, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. The proposed preferential issue was approved at the Meeting of the Board of Directors of the Company held on October 28, 2025.

Managements' Responsibility

The Compliance with the relevant provision of SEBI ICDR Regulations and the Act for the proposed preferential issue of warrants and preparation of the General meeting notice, including its content is the responsibility of the management of the Company. This responsibility includes the design implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations.



Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s), I hereby state that the proposed preferential issue of warrants is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

For Chandan J & Associates
Practicing Company Secretaries



Chandan Jha
Proprietor
Membership No. A62350
Certificate of Practice. 27629

Date: 30.10.2025
Place: Ghaziabad