

Ramchandra Leasing & Finance Ltd

CIN: L65910GJ1993PLC018912

**REG OFFICE: 201/1, Rudra Plaza Complex, Dandia Bazar Main Road, Opp. VMC Gas Office, Vadodara,
Gujarat, 390001**

EMAIL: rlandfl@gmail.com ; investors@ramchandrafinance.com

Website: www.ramchandrafinance.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2024-25\01 EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF RAMCHANDRA LEASING & FINANCE LTD, WILL BE HELD ON MONDAY, 23RD DAY OF DECEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 201/1, RUDRA PLAZA, OPP. VMC GAS OFFICE, DANDIA BAZAR MAIN ROAD, VADODARA, GUJARAT 390001 THROUGH VC/OAVAM TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. To increase the Authorized Share Capital of the Company:

To consider, and if thought fit, to pass with or without modifications), the following resolution as Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments) thereof for the time being in force), and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and the rules made there under and pursuant to the Articles of Association of the Company, the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, the consent of the members of the Company be and is hereby accorded, to increase the authorised share capital of the company from Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakh Only) divided into 5,50,00,000 (Five Crores Fifty Lakh) equity shares of face value of Rs. 1/- (Rupees One) each to Rs. 8,50,00,000 (Rupees Eight Crores Fifty Lakh) divided into 8,50,00,000 (Eight Crores Fifty Lakh) equity shares of Rs.1/- (Rupees One) each by creation of additional Equity shares of Rs. 30,000,000 (Rupees Three Crore) divided into 30,000,000 (Three Crore) Equity Shares of the face value of Rs.1/- (Rupees one) each, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

2. To consider approval of alteration to the Capital Clause of the Memorandum of Association:

To consider, and if thought fit, to pass with or without modifications), the following resolution as an Ordinary Resolution:

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RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactments) thereof for the time being in force), and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded, to delete the existing Clause V of the Memorandum of Association of the Company as to share capital and substitute in its place the following Clause V:

"V. The share capital of the company shall be Rupees 8,50,00,000 divided into Eight Crores Fifty Lakh Equity Shares of Rupees 1\ each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being and with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

3. APPROVAL FOR ISSUANCE OF EQUITY SHARES FOR CASH CONSIDERATION ON PREFERENTIAL BASIS.

To consider and, if thought fit, to give assent/dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) (herein after referred to as the "Act"), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

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amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI SAST Regulations"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or issue of Security by a person resident outside India) regulations, 2000, as amended, and the rules, regulations, guidelines, clarification, notifications and circulars, if any, issued by Government of India and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/ or the stock exchanges where the shares of the Company are listed and the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE") (the "Stock Exchange") on which the equity shares of the Company having face value of ₹ 1/- (Rupees One only) ("Equity Shares") are listed in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended, any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the SEBI, RBI, or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 30,000,000 equity shares of face value of ₹ -1/- (Rupees one only) at a price of ₹ 2.26 /- (**Rupees Two and Twenty Six Paise Only**) (including a premium of ₹ 1.26 /- (Rupees One and Twenty Six Paise Only) each per Equity Share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating to ₹ **6,78,00,000 /- (Rupees Six Crore Seventy Eight Lakh Only)**, in one or more tranches to the Proposed Allottee as listed in the table below, who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement basis (the "Preferential Allotment"), for cash consideration, in accordance with the applicable law:

Sr. No	Name of Proposed Allottee	Category of the Investor	Equity Shares to be allotted
1.	Akhil Mittal	Promoter	15000000

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2.	Pratika Sharma	Promoter	15000000
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Currently, Mr. Akhil Mittal and Ms. Pratika Sharma are non-promoter. They will be classified as "Promoter" post completion of open offer / preferential allotment of Equity shares.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as Rs 2.26/- per equity share as on 22nd Day of November, 2024, being the date 30 days prior to the date of the Extraordinary General Meeting.

RESOLVED FURTHER THAT the shares being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- (a) The Allotment of Equity Shares shall only be made in dematerialized form;
- (b) The Proposed Allottee shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof;
- (c) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottee;
- (d) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above;
- (e) The Equity Shares allotted to the Proposed Allottee shall rank pari-passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- (f) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations;
- (g) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges / RBI approval for the issuance of the Equity Shares to Proposed Allottee on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (h) The Equity Shares so offered, issued and allotted will be listed on the BSE and, subject to the receipt of necessary regulatory permissions and approvals as the case may be. Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and

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conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe Equity Shares and to make an offer to the Proposed Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account.

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 Equity Shares 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 Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (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 Equity Shares, (viii) making application to Reserve Bank of India for obtaining approvals and filing requisite documents with RBI and (ix) 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.

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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.

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.”

Date: November 29, 2024

Place: Vadodara, Gujarat

**By Order of the Board
For Ramchandra Leasing & Finance Ltd**

**Pradeep Saremal Jain
Whole Time Director
DIN: 03363790**

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 08th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the EGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
3. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In line with the Circulars, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.ramchandrafinance.in , websites of the Stock Exchange i.e., BSE Limited at bseindia.com
5. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, M/s. Purva Share Registry India Pvt. Ltd.

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6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
7. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. 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 venue voting on the date of the EGM will be provided by NSDL.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
10. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
11. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
12. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on **December 16, 2024**, may cast their vote by remote e-voting. The remote e-voting period commences on **December 20, 2024 at 09:00 A.M.** (IST) and ends on **December 22, 2024 at 05:00 P.M.** (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
13. Members can join the EGM through 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.
14. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto

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15. In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from our RTA or by email request to rlandfl@gmail.com.
16. Since the meeting will be conducted through VC/ OAVM facility, the route map is not annexed to this Notice.
17. In terms of Section 124(5) of the Act, the Company does not have amount needs to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
18. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in Electronic/Demat form, the members may please contact their respective Depository participant.
19. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
20. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
21. The Company has appointed Mr. Pawan Barodiya, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and he has communicated her willingness to be appointed.

Instruction for E-voting.

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

22. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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 the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
23. Members are encouraged to join the Meeting through Laptops for better experience.

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24. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
25. 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.
26. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at rlandfl@gmail.com on or before Monday, **16th December, 2024**. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

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 securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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





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	<p>e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div> App Store</div> <div> Google Play</div> <div></div> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 and click on login icon &

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	<p>New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none">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 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 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 & voting during the meeting.</p>

Ramchandra Leasing & Finance Ltd

CIN: L65910GJ1993PLC018912

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EMAIL: rlandfl@gmail.com ; investors@ramchandrafinance.com

Website: www.ramchandrafinance.in

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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	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.
- 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.**

Ramchandra Leasing & Finance Ltd

CIN: L65910GJ1993PLC018912

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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.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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.co.in 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.
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.

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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:

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.
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. 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

Miscellaneous:

27. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Extra Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any
28. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. 16th December 2024.
29. The voting period commence on 20th December, 2024 (09:00 AM) and ends on the close of 22nd December 2024 (05.00 PM). The e- voting module shall also be disabled by NSDL for voting thereafter.
30. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and Corporate office on 24th December, 2024. The results of the e-voting will also be posted on the Company's website www.ramchandrafinance.in and communicated to the stock exchanges where the Company's shares are listed.
31. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of EGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Gujarat.

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**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS
ACCOMPANYING THE NOTICE DATED NOVEMBER 29, 2024 PURSUANT TO SECTION 102 READ WITH
SECTION 110 OF THE COMPANIES ACT, 2013: -**

ITEM NO 1 AND 2 : To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

At present the Authorised Share Capital of the Company is Rs.5,50,00,000 (Rupees Five Crore Fifty Lakh Only) divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of Rs. 1/- each out of which paid up share capital of the Company is Rs. 5,11,62,000/- (Rupees Five Crore Eleven Lacs Sixty Two Thousands Only) divided into 5,11,62,000 (Five Crore Eleven Lacs Sixty Two Thousands) equity shares of Rs. 1/- each.

The Board of Directors of the Company in its meeting held on 29th Day of November, 2024 have recommended the issuance of fully paid-up 3,00,00,000 Equity Shares at an issue price of Rs. 2.26/- (including premium of INR 1.26/- per share), aggregating up to Rs. 6,78,00,000/- on preferential basis to non promoters In order to have the cash liquidity and proposed preferential issue of equity shares of the company and with a view of keeping in mind the Long Term Prospects and Development of the existing Business Activities of the company in the future, it is proposed to increase the Authorized share capital of the company consequent to the Increase in the Authorized share capital of the company as above, it is necessary to amend the clause V of the Memorandum of Association of the company. Your Directors recommend the above Resolutions for your approval.

In order to reflect the increase authorised share capital of the Company, and in order to comply with the requirements of the Companies Act, 2013, Clause V (a) of the Memorandum of Association of the Company must be amended.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Ordinary Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 and 2 for the approval of the Members by way of passing a Ordinary Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Ramchandra Leasing & Finance Ltd**CIN: L65910GJ1993PLC018912****REG OFFICE: 201/1, Rudra Plaza Complex, Dandia Bazar Main Road, Opp. VMC Gas Office, Vadodara,
Gujarat, 390001****EMAIL: rlandfl@gmail.com ; investors@ramchandrafinance.com****Website: www.ramchandrafinance.in****ITEM NO 3 : ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER*.**

The Board of Directors of the Company ("Board") in their meeting held on 29th Day of November, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 30,000,000 Equity Shares at an issue price of Rs. 2.26/-, aggregating up to Rs.6,78,00,000 /- on preferential basis to the Proposed Allottees mentioned below in accordance with the provisions of SEBI ICDR Regulations.

Sr. No	Name of Proposed Allottee	Category of the Investor	Equity Shares to be allotted
1	Akhil Mittal	Promoter	15000000
2	Pratika Sharma	Promoter	15000000

**Currently, Mr. Akhil Mittal and Ms. Pratika Sharma are non-promoter. They will be classified as "Promoter" post completion of open offer / preferential allotment of Equity shares.*

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made there under (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V of the SEBI ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

1. Objects of the issue:

The purpose of raising these funds is as follows:

Sr	Particular	Amount
1.	Meeting working capital requirements, Expansion of Business	INR 6,14,40,000/-
2.	General corporate purposes	INR 1,53,60,000/-

2. Maximum number of specified securities to be issued: It is proposed to offer, allot and issue upto 3,00,00,000 Equity Shares on preferential basis.

3. Intention of promoters/directors/ key management persons to subscribe to the offer:

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To meet the objects of the issue, allottees have shown their interest to subscribe to the entire issue of preferential allotment basis at offer price of Rs. 2.26/-each.

Currently, Mr. Akhil Mittal and Ms. Pratika Sharma are non-promoter. They will be classified as “Promoter” post completion of open offer / preferential allotment of Equity shares.

4. Relevant date:

The ‘Relevant Date’ for the purpose of determining the issue price is Rs. 2.26/-, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.).

5. 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. 1.96/- 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 company has obtained a Valuation report dated November 29, 2024 from Mr. CS Shreyansh M Jain Registered Valuer, (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2019/12124, an Independent Registered valuer. As per the said report, the floor price is Rs. 1.96/-. The valuation report is available at Company website link at <https://www.ramchandrafinance.in/>

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. 2.26/- each.

6. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No	Name of the Proposed Allottees	Current status	Proposed status
1.	Akhil Mittal	Non Promoter	Promoter*

Ramchandra Leasing & Finance Ltd

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Sr. No	Name of the Proposed Allottees	Current status	Proposed status
2.	Pratika Sharma	Non Promoter	Promoter*

**Currently, Mr. Akhil Mittal and Ms. Pratika Sharma are non-promoter. They will be classified as "Promoter" post completion of open offer / preferential allotment of Equity shares.*

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 permission from Reserve Bank of India 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.

Not applicable as both the allottees are individuals.

9. The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottee consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottee as mentioned in table below pursuant to the aforesaid issue.

Sr. No	Name of the Proposed Allottees	Pre- Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)	
		Holding	%	Holding*	%**
1.	Mr. Akhil Mittal	Nil	-	1,79,42,250	22.10
2.	Ms. Pratika Sharma	Nil	-	1,79,42,250	22.10

**includes share purchased as per SPA dated November 29,2024 between Promoters and Proposed Allottees*

*** The difference, if any, in the percentage is due to rounding off.*

10. PCS CERTIFICATE:

A Certificate from M/s **G B S G & Associates**, Chartered Accountants (FRN031422N), 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,

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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 www.ramchandrafinance.in

11. 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.

12. 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.

13. Change in management/ control:

The issue of equity shares will result in change in the management and control of the Company. Since post preferential allotment of Equity Shares to Mr. Akhil Mittal and Ms. Pratika Sharma shall acquire and exercise control to the extent of 44.21% in the Company.

Further, Mr. Akhil Mittal and Ms. Pratika Sharma has made a Public Announcement dated November 29, 2024, for acquisition of 2,11,02,120 (Two Crore Eleven Lakhs Two Thousand One Hundred And Twenty) Equity Shares from the shareholders of the Company in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

14. Recommendations and Voting Pattern of the committee of Independent Directors of the Company

The committee of Independent Directors, comprising of Mrs. Harsha Bhanshali and Mr. Nitin Parmar, in their meeting held on November 29, 2024 has considered all the aspects relating to the preferential issue.

The committee has also considered the Issue price of Rs.2.26 /- per share which has been determined taking into consideration the Valuation report provided by Independent Registered valuer, registered with IBBI having Registration Number IBBI/RV/03/2019/12124 having its office at Kauttiliya, Office No. 102, F.P. No. 327, Beside Rajni House, Khatodara, Surat-395002, Gujarat, India, India.Email: rvshreyanshmjain@gmail.com(C) +91 95582 19019).

Ramchandra Leasing & Finance Ltd

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The offer price also includes a control premium of 15% as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable.

The voting pattern of the said Committee meeting is as follows:

Sr. No	Name of the Independent Director	Assent	Dissent
1.	Mrs. Harsha Bhanshali	Yes	NA
2.	Mr. Nitin Parmar	Yes	NA

15. Undertakings:

- The promoter is familiarized with the SEBI Takeover Regulations and undertake to comply with all the applicable provisions of the said regulations if Equity shares triggers an obligation to make an open offer.
- 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 Company is eligible to make the Preferential Issue under Chapter V of SEBI 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.
- The Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
- None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- None of the proposed allottee have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable.**

Ramchandra Leasing & Finance Ltd

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**16. 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:**

Nil

**17. Justification for the allotment proposed to be made for consideration other than cash together with
valuation report of the registered valuer:**

Not Applicable

18. 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.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 3 of the accompanying Notice for approval of the members through EGM.

Date: November 29,2024

Place: Vadodara, Gujarat

**By Order of the Board
For Ramchandra Leasing and Finance Ltd**

**Pradeep Saremal Jain
Whole Time Director
DIN: 03363790**

Ramchandra Leasing & Finance Ltd

CIN: L65910GJ1993PLC018912

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Annexure 1 - Pre and Post shareholding pattern

Pre and post shareholding					
Sl. No.	Category	Pre issue Shareholding		Post issue Shareholding after allotment of Equity	
A	Promoter Holding	No. of Shares	%	No. of Shares	%
1	Indian				
	Individual/ HUF	5,884,500	11.50	3,58,84,500	44.21
	Bodies Corporates				
	Any Other Specify	-	-	-	-
	Sub-Total (A1)	5,884,500	11.50	3,58,84,500	44.21
2	Foreign Promoters	-	-	-	
	Sub-Total (A2)	-	-	-	
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	5,884,500	11.50	3,58,84,500	44.21
B	Non-Promoter Holding				
1	Institutional Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Total (B1)	-	-	-	-
2	Institutions (Domestic)				-
	Banks	2,791	0.01	2,791	0.00
3	Institutions (Foreign) FPI	-	-	-	-
4	Non-Institutions - KMP	-	-	-	-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	26,430,656	51.6607	2,64,30,656	32.57
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	8,387,357	16.3937	83,87,357	10.33
	NRI	330,124	0.645	3,30,124	0.41
	Bodies Corporate	8,762,300	17.127	87,62,300	10.80
	Any Other	1,364,272	2.667	13,64,272	1.68
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)	45,277,500	88.50	4,52,77,500	55.79
	Total (A+B)	51,162,000	100.00	8,11,62,000	100.00