



RAMCHANDRA LEASING & FINANCE LIMITED

Date: 09-03-2026

To,
The Manager – Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001

Scrip Code : 538540
Scrip Symbol : RLFL
ISIN : INE516P01015

Subject: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015 – Receipt of In-Principal Approval from the Stock Exchange (BSE Ltd.) for issuance of 11,40,00,000 Convertible Warrants

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III thereof, we hereby inform you that the Company has received in-principle approval from BSE Limited vide its letter **LOD/PREF/HC/FIP/1831/2025-26 dated March 09, 2026**, for the issuance of 11,40,00,000 Convertible Warrants at an issue price of not less than INR 4.80/- (Rupees Four and Eighty Paise only) per warrant, on a preferential basis.

Accordingly, the Company shall undertake the necessary steps for allotment of the aforesaid warrants in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, subject to receipt of the requisite consideration from the proposed allottees.

A copy of the said **in-principle approval letter dated March 09, 2026 received from BSE Limited** is enclosed herewith for your reference and record.

This is for your information and records.

Thanking you,

FOR RAMCHANDRA LEASING AND FINANCE LIMITED

Dhiraj Kumar Jha
Company Secretary & Compliance Officer
M No. F9631

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

Corp:
F 40, ground Floor, Sector 6
Noida, Gautam Buddha Nagar,
Uttar Pradesh – 201301

LOD/PREF/HC/FIP/1831/2025-26

March 09, 2026

To,
The Company Secretary,
Ramchandra Leasing & Finance Ltd.
201/1, Rudra Plaza Complex, Dandia Bazar Main Road,
Opp. VMC Gas Office, Vadodara,
Gujarat- 390001.

Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir/Madam,

We refer to your application seeking our **"In-principle approval for the issue of 11,40,00,000 warrants convertible into 11,40,00,000 equity shares of Rs. 10/- each at a price not less than Rs. 4.80/- to promoters and non-promoters on a preferential basis."**

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security, and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention to provisions of Chapter V of SEBI (ICDR) Regulations. In this regard,

- a) Company is advised to obtain an undertaking from the allottee(s) confirming that they shall not do intra-day trading in the scrip of the company or any sale in the scrip of the company till the allotment date of the security as required under SEBI (ICDR) Regulations.

- b) The company may note that the responsibility/onus is solely on the Issuer company to verify the above (a) and ensure compliance with applicable provisions including Regulation 167(6) of SEBI ICDR regulations, 2018.
- c) The company may also note that any non-compliances, if observed by the exchanges post the undertaking and verification by the Issuer company may impact the listing of such shares.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities.

Listing application and the checklist for post issue listing formalities can be downloaded from the link: <https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, "the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)" along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

The Exchange reserves its right to withdraw this 'in-principle' approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,



Prachi Babadi
Manager



Hetika Chandni
Deputy Manager