



RAAMA FINANCE LIMITED

RAAMA FINANCE LIMITED
(Formerly Known as Ramchandra Leasing and Finance Limited)
CIN: L65910GJ1993PLC018912
RBI Registration No: 01.00109
GST No: 09AAACR9381E1Z5

Date: July 10, 2026

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

SCRIP ID : RAAMA
Scrip Code : 538540
ISIN : INE516P01015

Subject: Submission of Postal Ballot Notice pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith the Postal Ballot Notice dated July 09, 2026, together with the Explanatory Statement, seeking approval of the Members of the Company by way of remote e-voting in respect of the following special businesses:

1. Enhancement of borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013
2. Approval of the creation of charges on the movable and immovable properties of the Company, both present and future under section 180(1)(a) of the Companies Act, 2013
3. Approval for Issuance of Secured, Redeemable, Non-Convertible Debentures on Private Placement Basis
4. Adoption of a new set of Memorandum and Articles of Association of the Company as per Companies Act 2013
5. Regularisation of Mr. Akhil Mittal (DIN: 09675098) as a Director of the Company.
6. Regularisation of Mrs. Pratika Sharma (DIN: 10194439) as a Director of the Company.
7. Confirmation of appointment of Mr. Rohan Mehrotra (DIN: 09073372) as an Independent Director of the Company w.e.f. 13-02-2026 for a term of 5 years.

In compliance with the provisions of the Companies Act, 2013 read with the applicable circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode

Registered Office:

201/1, Rudra Plaza, Opp. VMC Gas Office, Dandia Bazar Main Road, Vadodara, Gujarat 390001

Corporate Office:

C-4, Sector-7, Noida, Uttar Pradesh – 201301

Tel No : +91 7208431321 **Email:** secretarial@raamafinance.com **Website:** www.raamafinance.com



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to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date.

The remote e-voting period shall commence on Saturday, July 11, 2026 at 9:00 A.M. (IST) and shall end on Sunday, August 09, 2026 at 5:00 P.M. (IST). The results of the Postal Ballot shall be declared on or before August 11, 2026.

The Postal Ballot Notice is also being made available on the website of the Company at www.raamafinance.com.

You are requested to kindly take the above information on record and disseminate the same on your website.

Thanking you.

Yours faithfully,

For RAAMA FINANCE LIMITED

(Formerly known as RAMCHANDRA LEASING AND FINANCE LIMITED)

Dhiraj Kumar Jha

Company Secretary & Compliance Officer

Membership No.: F9631

Encl.: Postal Ballot Notice dated July 09, 2026.

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

RAAMA FINANCE LIMITED

(Formerly known as Ramchandra Leasing and Finance Limited)

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and in accordance with General Circular No. 03/2025 dated September 22, 2025 read with General Circular Nos. 14/2020 dated April 8, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), including any statutory modification(s), amendment(s), clarification(s) or re-enactment(s) thereof for the time being in force, seeking approval of the Members of RAAMA FINANCE LIMITED (Formerly known as Ramchandra Leasing and Finance Limited) ("the Company") by way of Postal Ballot through voting by electronic means ("remote e-voting") only.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act setting out all material facts and reasons relating to the resolutions proposed in this Postal Ballot Notice forms an integral part of this Notice.

The Board of Directors of the Company, at its Meeting held on **July 09, 2026**, has appointed **Mr. Chandan Kumar Jha, a Practicing Company Secretary, Proprietor of Chandan J & Associates (Membership No. A62350, CP No. 27629)**, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer's decision on the validity of votes cast through Postal Ballot (through remote e – voting) shall be final and binding.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on **July 03, 2026** and whose e-mail addresses are registered with the Company, Depositories and/or the Registrar and Share Transfer Agent of the Company. Accordingly, physical copies of this Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope

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are not being sent to the Members for this Postal Ballot and the communication of assent or dissent of the Members shall take place only through remote e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules, Regulation 44 of the SEBI Listing Regulations, the MCA Circulars and SS-2, the Company has provided the facility to its Members to exercise their right to vote on the resolutions proposed in this Notice by electronic means only. The Company has engaged the services of **National Securities Depository Limited ("NSDL")** to provide the remote e-voting facility to its Members.

Members are requested to carefully read the instructions provided in the Notes forming part of this Postal Ballot Notice and cast their votes through remote e-voting.

The remote e-voting period shall commence on **Saturday, July 11, 2026 at 9:00 A.M. (IST)** and shall end on **Sunday, August 09, 2026 at 5:00 P.M. (IST)**. The remote e-voting facility shall be placed on website of NSDL immediately thereafter and voting beyond the said date and time shall not be permitted.

Upon completion of the scrutiny of votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the meeting or Mr. Dhiraj Kumar Jha, Company Secretary and Compliance Officer of the Company authorised by the Board of Directors, who shall countersign the same. The results of the Postal Ballot shall be declared on or before **Tuesday, August 11, 2026** and shall be placed on the notice board at the Registered office and Corporate office of the Company and placed on the website of the Company at www.raamafinance.com, on the website of NSDL at www.evoting.nsdl.com, and shall also be communicated to **BSE Limited**, where the equity shares of the Company are listed.

The resolutions, if approved by the requisite majority of Members by means of Postal Ballot through remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., **August 09, 2026**.

The Board of Directors of the Company recommends the resolutions set out in this Postal Ballot Notice for approval of the Members. Members are requested to peruse the proposed resolutions together with the Explanatory Statement and thereafter record their assent (FOR) or dissent (AGAINST) through the remote e-voting facility provided by the Company.

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SPECIAL BUSINESS

ITEM NO. 1

Approval for Enhancement of Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as "Board", which term shall include any committee constituted by the Board or any person authorised by the Board) to borrow any sum or sums of money, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed **Rs. 200,00,00,000 (Rupees Two Hundred Crores only)** apart from temporary loans obtained from the Company's banker in the ordinary course of business.

RESOLVED FURTHER THAT the any of the Director of the Company or the Company Secretary and Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including the delegation of all or any of the Board to any committee (if any) for the purpose of giving effect to this resolution."

ITEM NO. 2

APPROVAL OF THE CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all earlier resolutions passed by the Members in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board to exercise the powers conferred by this Resolution) to create such charges, mortgages, hypothecations, pledges and other encumbrances, on all or any part of the movable and/or immovable properties, assets and undertakings of the Company, both present and future, and/or the whole or substantially the whole of any such undertaking(s) of the Company, in such

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form and manner and with such ranking and on such terms and conditions as the Board may deem fit, in favour of banks, financial institutions, non-banking financial companies, mutual funds, trustees for debenture holders, security trustees, lenders, investors or any other person(s), for securing the borrowings, financial assistance, facilities, debentures, non-convertible debentures or any other debt instruments availed or to be availed by the Company.

RESOLVED FURTHER THAT the security to be created by the Company as aforesaid may exceed the aggregate of its paid-up share capital, free reserves and securities premium, provided that the aggregate amount of all such borrowings together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings, for which the charge is created, shall not at any time exceed **Rs. 200,00,00,000 (Rupees Two Hundred Crores Only)**, being the borrowing limit approved as per item No. 1 by the Members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to finalise, settle and execute all such deeds of mortgage, deeds of hypothecation, security documents, debenture trust deeds, declarations and other documents and writings, as may be necessary or expedient, and to do all such acts, deeds, matters and things, including filing of necessary forms and returns with the Registrar of Companies and other statutory authorities, as may be considered necessary or incidental for giving effect to this Resolution and to delegate all or any of the powers herein conferred to any committee of directors or any officer(s) of the Company.

RESOLVED FURTHER THAT a certified true copy of this Resolution be provided to all concerned authorities, lenders, banks, financial institutions, debenture trustee and such other persons as may be required and they be requested to act thereon."

ITEM NO. 3

Approval for Issuance of Secured, Redeemable, Non-Convertible Debentures on Private Placement Basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred the Board which term shall include any committee constituted or to be constituted by the Board to exercise its powers) as to offer, invite to subscribe, issue and allot, from time to time, in one or more tranches, **Secured, Redeemable, Non-Convertible Debentures ("NCDs")**

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on a private placement basis, for an aggregate amount not exceeding **Rs.100,00,00,000 (Rupees One Hundred Crores only)**, during the period of one year from the date of passing of this resolution, on such terms and conditions as may be determined by the Board.

"RESOLVED FURTHER THAT the proceeds of the NCD issue shall be utilised strictly in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the applicable directions and guidelines issued by the Reserve Bank of India and other applicable laws from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable laws, if any, the consent of the members of the Company be and is hereby accorded for the appointment of a Debenture Trustee in respect of the proposed issue of **Secured, Redeemable, Non-Convertible Debentures ("NCDs")** by the Company, on such terms and conditions as may be approved by the Board of Directors.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to finalise, settle and execute all such deeds of mortgage, deeds of hypothecation, security documents, debenture trust deeds, declarations and other documents and writings, as may be necessary or expedient, and to do all such acts, deeds, matters and things, including filing of necessary forms and returns with the Registrar of Companies and other statutory authorities, as may be considered necessary or incidental for giving effect to this Resolution and to delegate all or any of the powers herein conferred to any committee of directors or any officer(s) of the Company.

FURTHER ALSO THAT the Board be and is hereby authorized to determine the terms of issue including the size, tenor, coupon rate, security, timing, listing (if required) and all other matters incidental thereto and to execute all deeds, documents and writings and do all such acts, deeds and things as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this Resolution be provided to all concerned authorities, lenders, banks, financial institutions, debenture trustee and such other persons as may be required and they be requested to act thereon."

ITEM NO. 4

Adoption of New Set of Memorandum of Association and Articles of Association of the Company as per Companies Act, 2013.

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

1. Adoption of New Set of Memorandum of Association

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- i. **RESOLVED THAT** there shall be no change in the existing Clause III(A) – Main Objects, and the existing sub-clauses 1 to 3 contained therein shall continue to remain unchanged.
- ii. **RESOLVED FURTHER THAT** the existing Clause III(B) – "Objects Incidental or Ancillary to the Attainment of the Main Objects, comprising sub-clauses 1 to 45, be and is hereby deleted in its entirety and substituted with a new Clause III(B) – "Matters which are necessary for furtherance of the Objects specified in Clause III(A)", containing such sub-clauses as required in accordance with the requirements of the Companies Act, 2013.
- iii. **RESOLVED FURTHER THAT** the existing Clause III(C) – "Other Objects", comprising sub-clauses 1 to 112, be and is hereby deleted in its entirety, as the concept of "Other Objects" is no longer applicable under the Companies Act, 2013.
- iv. **RESOLVED FURTHER THAT** the existing Clause IV – "The Liability of the Members is Limited be and is hereby deleted and substituted with the following clause:

"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."
- v. **RESOLVED FURTHER THAT** the existing Clause V – be and is hereby substituted with the following without making any change in the Authorised Capital of the Company.

"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/- (Rupee One only) each with power to increase, reduce, consolidate, subdivide, cancel, reclassify or otherwise alter the share 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 other special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Companies Act, 2013 or the Articles of Association of the Company."

2. Adoption of New Set of Articles of Association

- i. **"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to adopt the amended and restated Articles of Association of the Company, incorporating the changes required to align the Articles of Association with the provisions of

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the Companies Act, 2013, including all amendments and consequential modifications made therein, in substitution existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, applications, forms and writings as may be necessary, desirable or expedient for giving effect to this resolution(s), including filing the requisite e-forms with the Registrar of Companies and making such modifications as may be required by any statutory or regulatory authority.

RESOLVED FURTHER THAT a certified true copy of this Resolution(s) be provided to all concerned authorities, lenders, banks, financial institutions, debenture trustee and such other persons as may be required and they be requested to act thereon."

ITEM NO. 5

Regularisation of appointment of Mr. Akhil Mittal (DIN: 09675098) as Non – Executive Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 160 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Applicable Laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee, **Mr. Akhil Mittal (DIN: 09675098)**, who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company with effect from 03rd January 2026 and who holds office up to the date of the ensuing Annual General Meeting, the consent of the members be and is hereby accorded to approve the regularisation of his appointment as Non - Executive Director of the Company, liable to retire by rotation with effect from the date of this Resolution."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities as may be necessary or expedient to give effect to this Resolution."

ITEM NO. 6

Regularisation of appointment of Mrs. Pratika Sharma (DIN: 10194439) as Non – Executive Director of the Company

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



"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 160 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Applicable Laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee, **Mrs. Pratika Sharma (DIN: 10194439)**, who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company with effect from 03rd January 2026 and who holds office up to the date of the ensuing Annual General Meeting in terms of section 161 of Companies Act, 2013, the consent of the members be and is hereby accorded to approve the regularisation of her appointment as Non - Executive Director of the Company, liable to retire by rotation with effect from the date of this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities as may be necessary or expedient to give effect to this Resolution."

ITEM NO. 7

Confirmation of appointment of Mr. Rohan Mehrotra (DIN: 09073372) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Applicable Laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee, **Mr. Rohan Mehrotra (DIN: 09073372)**, who was appointed by the Board of Directors as an Non – Executive Independent Director (as an Additional Director) of the Company with effect from 13th February, 2026 and who holds office up to the date of the ensuing Annual General Meeting in terms of section 161 of Companies Act, 2013, the consent of the members be and is hereby accorded to confirm his appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years with effect from 13th February 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and intimations with the

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Registrar of Companies, Stock Exchanges and other regulatory authorities 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 all material facts concerning the proposed resolutions is annexed hereto.
2. In compliance with MCA Circulars and SEBI Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
3. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., **Friday, July 03, 2026**.
4. The results of the Postal Ballot shall be declared on or before **Tuesday, August 11, 2026** and shall be displayed on the website of the Company and communicated to the Stock Exchange.

By Order of the Board of Directors

For **RAAMA FINANCE LIMITED**

(Formerly Known as Ramchandra Leasing and Finance Limited)

Dhiraj Kumar Jha

Company Secretary & Compliance Officer

Membership No.: F9631

Date: July 09, 2026

Place: Noida

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice dated July 09, 2026.

ITEM NO. 1

Approval for Enhancement of Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot, except with the consent of the members by way of a Special Resolution, borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

Considering the present and future business requirements of the Company, including funding requirements for business expansion, lending operations, refinancing of existing liabilities, working capital requirements and other general corporate purposes, the Board of Directors at its meeting held on **July 09, 2026**, approved, subject to the approval of the members, enhancement of the borrowing limits of the Company up to an aggregate amount of **Rs. 200,00,00,000 (Rupees Two Hundred Crores only)**.

The approval of the Members is, therefore, being sought by way of a **Special Resolution** under Section 180(1)(c) of the Act to authorize the Board of Directors to borrow monies from time to time up to the aforesaid limit.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2

Approval of the creation of charges on the movable and immovable properties of the company, both present and future under section 180(1)(a) of the companies act, 2013

In the ordinary course of business, the Company may require additional financial assistance from banks, financial institutions, non-banking financial companies, mutual funds, trustees for debenture holders, security trustees, investors and/or other lenders to meet its business requirements, including

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Tel No : +91 7208431321 **Email:** secretarial@raamafinance.com **Website:** www.raamafinance.com



RAAMA FINANCE LIMITED

RAAMA FINANCE LIMITED
(Formerly Known as Ramchandra Leasing and Finance Limited)
CIN: L65910GJ1993PLC018912
RBI Registration No: 01.00109
GST No: 09AAACR9381E1Z5

funding of lending operations, working capital requirements, capital expenditure, refinancing of existing indebtedness and other general corporate purposes.

For availing such borrowings and financial facilities, the Company may be required to create charges, mortgages, hypothecations, pledges and/or other encumbrances on its movable and/or immovable properties, assets and undertakings, both present and future, in favour of the lenders, trustees and/or security holders.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company can create security over the whole or substantially the whole of the undertaking(s) of the Company only with the approval of the Members by way of a Special Resolution.

The Members of the Company had earlier accorded approval for creation of charges on the assets of the Company. Considering the Company's present and future funding requirements and the proposal to enhance the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 up to an aggregate amount not exceeding ₹200,00,00,000 (Rupees Two Hundred Crores Only), it is considered necessary to obtain fresh approval of the Members under Section 180(1)(a) of the Act, authorising the Board of Directors to create such charges, mortgages, hypothecations and other encumbrances on the assets of the Company for securing the borrowings of the Company, from time to time.

Accordingly, the consent of the Members is being sought by way of a Special Resolution authorising the Board of Directors (including any Committee thereof or any person(s) authorised by the Board) to create such charges, mortgages, hypothecations and other encumbrances, in addition to the existing charges, on all or any part of the movable and/or immovable properties and assets of the Company, both present and future, in favour of lenders, trustees and/or security holders, for securing the borrowings of the Company, provided that the aggregate amount of such borrowings together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect thereof shall not exceed ₹200,00,00,000 (Rupees Two Hundred Crores Only) at any point of time.

The proposed resolution is an enabling resolution and does not envisage any immediate creation of charge on any specific asset of the Company. The Board shall create such security only as and when required in connection with the borrowings and financial facilities availed by the Company and on such terms and conditions as may be considered appropriate and in the best interests of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Postal Ballot Notice for approval of the Members of the Company.

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ITEM NO. 3

Approval for Issuance of Secured Redeemable Non-Convertible Debentures on Private Placement Basis

Pursuant to the provisions of Section 42 and Section 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to Non-Convertible Debentures on a private placement basis is required to obtain prior approval of the shareholders by way of a Special Resolution once in a year for all the offers or invitations for such Non-Convertible Debentures to be made during the year.

In order to augment the long-term financial resources of the Company, meet funding requirements for business operations, lending activities, refinancing of existing borrowings, working capital requirements and for other general corporate purposes, the Board of Directors at its meeting held on **July 09, 2026**, approved the proposal for issuance of **Secured Redeemable Non-Convertible Debentures ("NCDs")** in one or more tranches on a private placement basis for an aggregate amount not exceeding **Rs. 100,00,00,000 (Rupees One Hundred Crores only)**, subject to approval of the Members.

The broad terms of the proposed issue are as under:

Particulars	Details
Type of Securities	Secured Redeemable Non-Convertible Debentures
Mode of Issue	Private Placement
Aggregate Amount	Up to Rs.100 Crores
Number of Tranches	One or more tranches
Tenure	As may be determined by the Board/Committee
Coupon/Interest Rate	To be determined based on market conditions
Security	Such assets of the Company as may be determined by the Board
Listing	Unlisted
Purpose of Issue	Business purposes including lending operations, refinancing, working capital and general corporate purposes

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The Board may, from time to time, determine the terms and conditions of each issue, including the class of investors, issue size, tenor, security creation, interest rate, redemption and all other terms incidental thereto.

The proposed issuance of Secured Redeemable Non-Convertible Debentures ("NCDs") is intended to strengthen the Company's resource base and provide flexibility in raising long-term funds in a cost-effective manner. The proceeds of the proposed NCD issuances shall be utilized, inter alia, for the purposes of financing the business operations of the Company, lending activities, refinancing and repayment of existing borrowings, meeting working capital requirements and other general corporate purposes, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the provisions of the Securities and Exchange Board of India Act, 1992 and regulations framed thereunder, and the applicable directions, circulars and guidelines issued by the Reserve Bank of India from time to time.

The Company shall ensure compliance with all applicable laws and regulations, including the provisions relating to creation of security, listing requirements (where applicable), maintenance of Debenture Redemption Reserve and Debenture Redemption Fund, if applicable, and all other statutory requirements in connection with the proposed issuance of Non-Convertible Debentures.

The Board of Directors or any Committee thereof shall be authorised to finalise and determine the detailed terms and conditions of each tranche of the proposed NCD issuances, including but not limited to the issue size, tenure, coupon rate, security, timing of issuance, class of investors, redemption terms, listing and all other matters incidental thereto.

Accordingly, approval of the Members is sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4

Adoption of New Set of Memorandum of Association and Articles of Association of the Company as per companies Act 2013

The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company were adopted under the provisions of the erstwhile Companies Act, 1956 and contain references to various provisions of the Companies Act, 1956, some of which are no longer in conformity with the provisions of the Companies Act, 2013.

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With a view to aligning the constitutional documents of the Company with the provisions of the Companies Act, 2013, and to incorporate changes necessitated by amendments made from time to time in the applicable laws and regulations, the Board of Directors at its meeting held on **July 09, 2026** approved the adoption of a new set of Memorandum of Association and Articles of Association of the Company, subject to the approval of the Members.

The draft amended Memorandum of Association and Articles of Association of the Company, proposed to be adopted in substitution of the existing Memorandum and Articles of Association, are available for inspection by the Members electronically and are also hosted on the website of the Company at www.raamafinance.com and can be accessed by the Members during the period of remote e-voting. Members seeking to inspect the documents may send an email request to the Company at secretarial@raamafinance.com.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5

Regularisation of appointment of Mr. Akhil Mittal (DIN: 09675098) as Non – Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 03rd January 2026, appointed Mr. Akhil Mittal (DIN: 09675098) as an Additional Director (Non-Executive) of the Company with effect from 03rd January 2026.

Pursuant to Section 161 of the Act, Mr. Akhil Mittal shall hold office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") of his proposed candidature as Director and pursuant to recommendation of Nomination and Remuneration Committee the company is exempt from the requirement of deposit.

The Board is of the opinion that Mr. Akhil Mittal possesses appropriate skills, experience and knowledge and that his continued association would be beneficial to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

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Except Mr. Akhil Mittal and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

Regularisation of appointment of Mrs. Pratika Sharma (DIN: 10194439) Non-Executive Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 03rd January, 2026, appointed Mrs. Pratika Sharma (DIN: 10194439) as an Additional Director (Non-Executive) of the Company with effect from 03rd January, 2026.

Pursuant to Section 161 of the Act, Mrs. Pratika Sharma shall hold office up to the date of the ensuing Annual General Meeting of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") of his proposed candidature as Director and pursuant to recommendation of Nomination and Remuneration Committee the company is exempt from the requirement of deposit.

The Board is of the opinion that Mrs. Pratika Sharma possesses appropriate skills, experience and knowledge and that her continued association would be beneficial to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mrs. Pratika Sharma and her relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

ITEM NO. 7

Confirmation of appointment of Mr. Rohan Mehrotra (DIN: 09073372) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 13th February, 2026, appointed Mr. Rohan Mehrotra (DIN: 09073372) as an Additional Director (Independent, Non-Executive) of the Company with effect from 13th February, 2026 pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Act, Mr. Rohan Mehrotra holds office up to the date of the ensuing Annual General Meeting of the Company.

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The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") of his proposed candidature as Director and pursuant proviso to section 160 of Companies Act, 2013 the company is exempt from the requirement of deposit in case of appointment of Independent Director.

In the opinion of the Board, Mr. Rohan Mehrotra fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and is independent of the management of the Company. The Board considers that his knowledge, experience and expertise would be of immense benefit to the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Except Mr. Rohan Mehrotra and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

By Order of the Board of Directors

For **RAAMA FINANCE LIMITED**

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Dhiraj Kumar Jha
Company Secretary & Compliance Officer
Membership No. : F9631

Date: July 09, 2026

Place: Noida

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INSTRUCTIONS FOR POSTAL BALLOT

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 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.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN 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.2. 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 e-Voting period.

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	<ol style="list-style-type: none">3. 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.jsp4. 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.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 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. Additionally, there is also links



	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



B) Login Method 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***

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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**
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.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.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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 cschandaniha.95@gmail.com with a copy marked to 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

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go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on 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 or call on : 022 - 4886 7000 or send a request to **Pallavi Mhatre** at 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:

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 secretarial@raamafinance.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 secretarial@raamafinance.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

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