

NOTICE is hereby given that the 1st Extra Ordinary General Meeting of FY 2025- 2026 of the Shareholders of RNFI Services Limited ('the Company') will be held on Wednesday, 03rd day of September, 2025 at 02:30 P.M. (IST) through two-way Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS:

1. TO INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company **from Rs. 24,99,00,000/- (Rupees Twenty-Four Crore and Ninety-Nine Lakh Only) divided into 2,49,90,000 (Two Crore Forty-Nine Lakh Ninety Thousand Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 29,99,00,000/- (Rupees Twenty Nine Crore Ninety Nine Lakh only) divided into 2,99,90,000 (Two Crore Ninety Nine Lakh Ninety Thousand only) equity shares of Rs. 10/- (Rupees Ten only) each** by the creation of additional 5,00,00,000 (Rupees Five Crore Only) additional share capital ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

"The Authorised Share Capital of the Company is Rs. 29,99,00,000/- (Rupees Twenty Nine Crore Ninety Nine Lakh only) divided into 2,99,90,000 (Two Crore Ninety Nine Lakh Ninety Thousand only) equity shares of Rs. 10/- (Rupees Ten only)."

RESOLVED FURTHER THAT board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

2. ISSUANCE OF UPTO 23,25,918 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER CATEGORY AND NON PROMOTER CATEGORY.



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RNFI SERVICES LIMITED

(Formerly Known as RNFI Services Pvt. Ltd.)

UG-5, Relipay House, Plot No - 42, DLF
Industrial Area, Kirti Nagar, New Delhi - 110015

CIN NO - L74140DL2015PLC286390



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

“RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SAST Regulations”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “PIT Regulations”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India and BSE Limited (“BSE”) , National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed (hereinafter referred to as the “Stock Exchanges”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “FEMA”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot **23,25,918 (Twenty Three Lakh Twenty Five Thousand Nine Hundred Eighteen Only)** fully convertible warrants (“Warrants”) and each Warrants are convertible in to one equity shares of face value of Rs. 10 each fully Paid -Up (“Equity Share”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to one of the Promoters on preferential issue basis at a Price of Rs. 270/- (Rupees Two Hundred and Seventy Only) per Warrant (including Premium of Rs. 260/- Rupees Two Hundred and Sixty Only) at an aggregate consideration not exceeding Rs. 62,79,97,860/-(Rupees Sixty Two crore Seventy Nine Lakh Ninety Seven thousand Eight Hundred Sixty Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr.no.	Name of the Proposed Allottees	Category	No. of Share Warrants proposed to be issued and allotted (up to)
1.	Utpal Hemendra Sheth	Non-Promoter	7,40,741
2.	Simran Singh Private Trust	Promoter	3,60,000
3.	Chanakya Wealth Creation Fund	Non-Promoter	2,96,292
4	Biyani Growth Ventures LLP	Non-Promoter	2,00,000
5	Shrey Shanti Kumar Loonker	Non-Promoter	2,00,000
6	Mohit Saraf	Non-Promoter	1,85,186
7	Nishit Ratan Rathi	Non-Promoter	44,445
8	Sandeep Singh	Non-Promoter	40,000
9	Madhusudan N Sarda	Non-Promoter	37,200
10	Sanjay Kabra	Non-Promoter	37,038
11	Nevil Vinod Dedhia	Non-Promoter	37,000
12	Vishesh Jailesh Dalal	Non-Promoter	35,371
13	Karan Dimple Shah	Non-Promoter	34,445
14	Amita Girish Shah	Non-Promoter	18,600
15	KrishnaKumar Daga	Promoter and CEO	18,500
16	Deepankar Aggarwal	Promoter and Executive Director	13,000
17	Meenu Sanjive Kumar Pathella	Non-Promoter	9,600
18	Kirandeep Singh Anand	Executive Director	7,500
19	Nimesh Khandelwal	CFO	5,500
20	Rahul Srivastava	Executive Director	5,500
	Total		23,25,918

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the Relevant Date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as 04th August, 2025 (“Relevant Date”) being 30 days prior to the date of the Extra Ordinary General Meeting (“EGM”) i.e. Wednesday, September 03, 2025;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment (upfront payment) and the balance 75% shall be payable by the Warrant holder(s) within 18 months from the allotment.
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the 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 Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Act 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 Board of Director of the Company be and is hereby authorized to make allotment of Shares on conversion of the Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

3. ISSUANCE OF UPTO 1,07,963 EQUITY SHARES TO THE PERSONS/ENTITIES BELONGING TO THE ‘NON-PROMOTER CATEGORY’ ON A PREFERENTIAL BASIS.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed (“Stock Exchange”), as detailed in the Explanatory Statement to this resolution, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI, and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis up to 1,07,963 (One

Lakh Seven Thousand Nine Hundred Sixty Three Only) equity shares of face value of INR 10/- (Rupees Ten only) each (“Equity Shares”) for cash, at an issue price of INR 270/- (Rupees Two Hundred Seventy Only) per Equity Share (including a premium of INR 260/- per Equity Share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to INR 2,91,50,010 (Rupees Two Crore Ninety One Lakh Fifty Thousand Ten Only), on such terms and conditions and in such manner as may be finalized by the Board, to the below mentioned entity belonging to the “Non-Promoter Category” (“Proposed Allottee”) in the manner as follows (“Preferential Issue”):

Sr.no.	Name of the Proposed Allottees	Category	Preferential Equity Allotment to be issued
1.	Surendra Lakhmal Hiranandani	Non - Promoter	87,963
2.	Parimal Pramod Chaudhari	Non - Promoter	20,000
	Total		1,07,963

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be August 04, 2025, being the date which is 30 days prior to the date of extra- ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, September 03, 2025.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals.

(c) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

(d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

(e) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

(f) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

(g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

(h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.

(i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and make an offer to the Proposed Allottee through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT monies received by the Company from proposed allottees pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with a scheduled commercial bank and shall be utilized by the Company in compliance with Section 42 of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of

in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, appointment of a monitoring agency pursuant to Regulation 162A of the SEBI ICDR Regulations, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.

For and on behalf of
RNFI Services Limited
(Formerly known as RNFI Services Private Limited)

Kush Mishra
Company Secretary and Compliance Officer

Date: August 11, 2025
Place: New Delhi
Registered Address: UG-5, Relipay House, Plot No. 42,
DLF Industrial Area, Kirti Nagar, West Delhi
New Delhi-110015

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.rnfiservices.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. SEGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on August 29, 2025 at 09:00 A.M. and ends on September 02, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 27, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 27, 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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 e-Voting period or joining virtual meeting & voting during the meeting.2. 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.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 20px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 20px;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 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

	<p>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	<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>

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 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

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.

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 sharmanitesshassociate@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 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 Ms. 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 cs@rnfiservices.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 (cs@rnfiservices.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rnfiservices.com. The same will be replied by the company suitably.

Explanatory statement
Pursuant to provisions of Section 102 of the Companies Act, 2013

Item No. 1

To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association:

Presently, the Authorised Share Capital of the Company is Rs. **Rs. 24,99,00,000/- (Rupees Twenty-Four Crore Ninety-Nine Lakh Only) divided into 2,49,90,000 (Two Crore Forty-Nine Lakh Ninety Thousand Only) equity shares of Rs. 10/- (Rupees Ten only)** each. In order to meet future requirements, if any, it is proposed to increase the Authorised Share Capital to **Rs. 29,99,00,000/- (Rupees Twenty-Nine Crore Ninety Nine Lakh only) divided into 2,99,90,000 (Two Crore Ninety-Nine Lakh Ninety Thousand only) equity shares of Rs. 10/- (Rupees Ten only)**. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

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

None of the Directors of the Company or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his/her holding of Equity Shares.

Item No. 2

Issuance of up to 23,25,918 Fully Convertible Warrants on a Preferential Basis

The Board of Directors in their meeting held on Monday, August 11, 2025, had approved to raise the funds required by way of issuance of Fully Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 23,25,918 Convertible Warrants for cash on preferential basis at a Price of Rs. 270/- (Rupees Two Hundred Seventy Only) per Warrant (including Premium of Rs. 260/-) (Rupees Two Hundred Sixty Only) at an aggregate consideration not exceeding Rs. 62,79,97,860/- (Rupees Sixty Two Crore Seventy Nine Lakh Ninety Seven Thousand Eight Hundred Sixty Only) to the Promoter and Promoter group Category and Non Promoter Category.

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 Rules framed thereunder further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the

provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to Rs. 62,79,97,860/- (Rupees Sixty Two Crore Seventy Nine Lakh Ninety Seven Thousand Eight Hundred Sixty Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for will be deployed towards pursuing strategic business opportunities, facilitating the growth and expansion of the Company and its subsidiaries , and for meeting general corporate purposes

Utilization of Net Proceeds

S. No.	Particulars	Total estimated amount to be utilized (INR In Crore)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Business Expansion & Growth Initiatives	50,79,97,860	Within 12 months from receipt of funds for the Warrants (as set out herein)
2.	Acquisiton and General Corporate Purposes	12,00,00,000	Within 12 months from receipt of funds for the Warrants (as set out herein)

Note:

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Monday, August 11, 2025 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 23,25,918 (Twenty Three Lakh Twenty Five Thousand Nine Hundred Eighteen Only) Convertible Warrants to persons belonging to Promoter category, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs.270/- (Rupees Two Hundred Seventy Only) per Warrant (including Premium of Rs. 260/-) (Rupees Two Hundred Sixty Only) at an aggregate consideration not exceeding Rs. 62,79,97,860/- (Rupees Sixty Two Crore Seventy Nine Lakh Ninety Seven Thousand Eight Hundred Sixty Only) such price being not less than the minimum price (Floor

Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 270- (Rupees Two Hundred Seventy Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchange i.e. National Stock Exchange (NSE) viz. National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

The Floor Price at which Equity Shares shall be allotted shall not be less than higher of the following.

(a) The 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 244.92 (Rupees Two Hundred Forty Four and Ninety Two Paise Only) per Equity Share;

(b) The 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 268.64 (Rupees Two Hundred Sixty Eight and Sixty Four Paise Only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs.268.64 (Rupees Two Hundred Sixty Eight and Sixty Four paise only) per Equity Share, being higher of the above two prices.

The issue price is Rs 270/- (Rupees Two Hundred Seventy only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

E. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is 04 August, 2025 ("Relevant Date") being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Wednesday, September 03, 2025.

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Promoter and Non Promoter Category as detailed in point I below

G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Simran Singh Private Trust, Mr. Deepankar Aggarwal, Mr. Krishna Kumar Daga, Mr. Nimesh Khandelwal, Mr. Rahul Srivastava & Mr. Kirandeep Singh Anand are the promoters/directors /key managerial person who intend to subscribe to the Preferential Issue of Convertible Warrants.

H. Proposed time within which the allotment shall be completed:

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 30 (Thirty) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Warrants by way of preferential issue to the Promoters (Promoter & Promoter Group category) and Non Promoter Category for cash as per the details given herein below:

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post Preferential Issue	
				No of shares held	% of Holding		No of shares held	% of Holding
1	Utpal Hemendra Sheth	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	7,40,741	7,40,741	2.72

2	Simran Singh Private Trust	1.Ranveer Khyaliya 2. Vikas Khyaliya 3. Hargeet Kaur Bharara 4. Jasleen Kaur Bharara 5. Nitesh Sharma 6. Sapna 7. Nitu Chawla 8. Vas dev Chawla 9. Gautam Chawla 10. Himanshu Chawla 11. Usha Chawla 12. Jatinder Kaur Bharara 13. Amrik Singh Bhalla 14. Satinder Kaur Bhalla	Promoter	1,63,02,519	65.33	3,60,000	1,66,62,519	61.08
3	Chanakya Wealth Creation Fund	NA	Non-Promoter	0	0	2,96,292	2,96,292	1.09

4	Biyani Growth Ventures LLP	1.Kailash Hardatrai Biyani, Designated Partner 2. Bharat Hardatrai Biyani, Designated Partner 3. Vinod Biyani Hardatrai, Designated Partner	Non-Promoter	0	0	2,00,000	2,00,000	0.73
5	Shrey Shanti Kumar Loonker	Not Applicable as Allottee is a Natural Person	Non-Promoter	1,02,600	0.41	2,00,000	3,02,600	1.11
6	Mohit Saraf	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	1,85,186	1,85,186	0.68
7	Nishit Ratan Rathi	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	44,445	44,445	0.16
8	Sandeep Singh	Not Applicable as Allottee is a Natural Person	Non-Promoter	27,600	0.11	40,000	67,600	0.25
9	Madhusudan N Sarda	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	37,200	37,200	0.14
10	Sanjay Kabra	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	37,038	37,038	0.14

11	Nevil Vinod Dedhia	Not Applicable as Allottee is a Natural Person	Non-Promoter	32,400	0.13	37,000	69,400	0.25
12	Vishesh Dalal	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	35,371	35,371	0.13
13	Karan Dimple Shah	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	34,445	34,445	0.13
14	Amita Girish Shah	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	18,600	18,600	0.07
15	Krishna Kumar Daga	Not Applicable as Allottee is a Natural Person	Promoter and CEO	0	0	18,500	18,500	0.07
16	Deepankar Aggarwal	Not Applicable as Allottee is a Natural Person	Promoter and Executive Director	4800	0.02	13,000	17,800	0.07
17	Meenu Sanjive Kumar Pathella	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	9,600	9,600	0.04
18	Kirandeep Singh Anand	Not Applicable as Allottee is a Natural Person	Executive Director	0	0	7,500	7,500	0.03
19	Nimesh Khandelwal	Not Applicable as Allottee is a Natural Person	CFO	0	0	5,500	5,500	0.02

20	Rahul Srivastava	Not Applicable as Allottee is a Natural Person	Executive Director	0	0	5,500	5,500	0.02
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J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure I to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or nonpromoter:

The current status of the Proposed Allottee is Promoter and after the proposed allotment also the status will remain Promoter only and there will be no change in the status of the proposed allottee.

O. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

P. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Umesh & Associates, practicing Company Secretary of the Company, certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company www.suil.in to facilitate online inspection of relevant documents until the end of EGM.

R. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 2 of this Notice.

S. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter or a fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations

T. Other Disclosures:

1- The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.

2- The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.

Item No. 3

Issuance of upto 1,07,963 Equity Shares on Preferential Basis.

The Special Resolution contained in Item No.3 of this Notice, has been proposed pursuant to the provisions of Sections 23(1) (b), 42, and 62 of the Companies Act, read with the applicable rules made thereunder to issue and allot, on a preferential basis up to 1,07,963 (One Lakh Seven Thousand Nine Hundred Sixty Three Only) Equity shares of face value of INR 10/- (Rupees Ten only) each ("Equity Shares") for cash, at an issue price of INR 270/- (Rupees Two Hundred Seventy Only) per equity share (including a premium of INR 260/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for an aggregate amount of up to **INR Rs. 2,91,50,010/-** (Rupees Two Crore Ninety One Lakh Fifty Thousand Ten Only), on such terms and conditions and in such manner as may be finalized by the Board of Directors of the Company ("Board"), to Surendra Lakhmal Hiranandani and Parimal Pramod Chaudhari ("Proposed Allottee") belonging to the "Non-Promoter Category" ("Preferential Issue").

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act. The said proposal has been considered and approved by the Board in their meeting held on Monday, August 11, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue For the purpose of Item No. 3, the Company intends to utilize the proceeds raised through the issue of Equity Shares (“Issue Proceeds”) towards pursuing strategic business opportunities, facilitating the growth and expansion of the Company and its subsidiaries , and for meeting general corporate purposes

II. Utilization of Net Proceeds

S. No.	Particulars	Total estimated amount to be utilized (INR In Crore)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Business Expansion & Growth Initiatives	2,41,50,010	Within 12 months from receipt of funds (as set out herein)
2.	Acquisiton and General Corporate Purposes	50,00,000	Within 12 months from receipt of funds (as set out herein)

Note:

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

This preferential issue is for Equity Shares and the Issue Proceeds for Equity Shares shall be received by the Company within a period of 15 days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals, and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company’s business requirements, as provided in detail in above table.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in deposits in scheduled commercial banks, government securities, money/debt market instruments as permitted under applicable laws.

II. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on Monday, August 11, 2025, had, subject to approval of the members of the Company (“Members”) and such other approvals as may be required, approved the issue of up to 1,07,963 Equity Shares having face value of INR 10/- each of the Company to certain persons/entities belonging to “Non-Promoter Category”, at an issue price of INR 270/- each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

III. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the promoters, directors, key management personnel, or senior management of the issuer intend to subscribe to the offer under Item No. 3.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the ‘Non-Promoter Category’ is likely to be as follows:

S.No.	Category	Pre-Issue		Post-issue	
		No. of shares held	% of share holding	No. of share held	% of shares holding
A	Promoters’ holding				
1	Indian				
	Individual	12501	0.05	44,001	0.16
	Bodies Corporate	1,63,02,519	65.33	1,66,62,519	61.08
	Sub-total	1,63,15,020	65.38	1,67,06,520	61.24
2	Foreign promoters	-	-	-	-
	Sub-total (A)	1,63,15,020	65.38	1,67,06,520	61.24
B	Non-promoters’ holding				
1	Institutional investors	5,96,400	2.39	8,92,692	3.27
2	Non-institutional investors				
	Private corporate bodies	13,89,670	5.57	15,89,670	5.82
	Director and relatives	-	-	13,000	0.04
	Indian public	59,66,798	23.92	74,99,887	27.09
	Others [including Non-resident Indians (NRIs)]	6,84,800	2.74	6,84,800	2.51

	Sub-total (B)	86,37,668	34.62	1,05,72,086	38.75
	GRAND TOTAL (A+B)	2,49,52,688	100	2,73,86,569	100

Notes:

1. The pre-issue shareholding pattern is as on August 08, 2025.
2. The post shareholding may change in tandem with any other corporate action in the interim.

VI. Proposed time frame within which the Preferential Issue shall be completed: 60 days

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions at Item No. 3. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, or in-principle approval from NSE the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price: No Preferential Allotment has been made during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottee(s): **NA**

IX. 1. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue. Pre-Shareholding Structure

S.No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure (1)	
		No. of Shares	%		No. of Shares	%
1.	Surendra Lakhmal Hiranandani	-	-	87,963	87,963	0.32
2.	Parimal Pramod Chaudhari	-	-	20,000	20,000	0.07

X. Consequential changes in the Voting Rights and change in control, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period

- a) Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares has been reckoned as August 04, 2025.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") only. The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations and trading data of NSE has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations

In compliance with Regulation 166A of the ICDR Regulations as the preferential issued is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price per Equity Shares shall be the higher of the price determined through following methods:

a) In terms of the provisions of Regulation 164 of SEBI ICDR Regulations, the price at which Equity Shares shall be allotted, shall not be less than higher of the following:

i. the 90 (Ninety) trading days' volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., INR 244.92/- each;

ii. the 10 (Ten) trading days' volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., INR 268.64/- each.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is INR 268.64/- each, being higher of the above two prices.

b) The price determined through Valuation Report of M/s. Bhavesh M. Rathod, having address Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra -400101 (Registration No.: IBBI/RV/06/2019/10708). i.e., INR 268.64/- per Equity Share. The said report is available on the website of the Company at www.rnfishservices.com.

c) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company do not contain an provisions on the determination of a floor price/ minimum price of the shares issued on preferential basis. Accordingly, the minimum issue price of Equity Shares to be allotted on Preferential basis shall be at a price of INR 268.64/- each, which is the higher of the prices computed above.

XIII. Undertakings:

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 on

willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

The Proposed Allottee has not sold or transferred any equity shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

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

S.No.	Name of the Proposed Allottee	Current Status	Post Status
1.	Surendra Lakhmal Hiranandani	Non-Promoter	Non-Promoter
2.	Parimal Chaudhari	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from Umesh & Associates, Company Secretaries, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said Preferential Issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.rnfiservices.com.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or Key Managerial Personnel or their relatives, and their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends the resolutions as set out in Item No 3 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of Special Resolution.

**For and on behalf of
RNFI Services Limited
(Formerly known as RNFI Services Private Limited)**

**Kush Mishra
Company Secretary and Compliance Officer**

Date: August 11, 2025

Place: New Delhi

**Registered Address: UG-5, Relipay House, Plot No. 42,
DLF Industrial Area, Kirti Nagar, West Delhi
New Delhi-110015**