

CORRIGENDUM 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:

We refer to our EGM Notice dated August 11, 2025 regarding the proposed preferential allotment of equity shares and Convertible warrants to be issued pursuant to the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other relevant laws.

With respect to the proposed preferential issue of securities as contained the EGM Notice, the Company had submitted an application for in-principle approval under the SEBI Regulations to the stock exchange. National Stock Exchange of India Limited (via letter dated 27 August 2025) have recommended certain clarifications to the EGM Notice. We therefore wish to issue a corrigendum to the said Notice to incorporate certain clarifications and corrections pertaining to the explanatory notes II and III set out under the EGM Notice pursuant to suggestions/comments received from National Stock Exchange of India Limited.

The Corrigendum is enclosed herewith and shall be deemed to form an integral part of the original EGM Notice. We confirm that the corrections are of clarificatory nature only and do not affect the intent or substance of the proposed corporate action, and are being issued to ensure full regulatory compliance and transparency. All other contents of the EGM Notice, save and except as clarified by this Corrigendum, remains unchanged.

We request you to take the Corrigendum on record.

The above documents are also available on the Company's website i.e. www.rnfiservices.com, on the website of the Stock Exchange.

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

**Ranveer Khyaliya
Chairman & Managing Director**

**Date: September 03, 2025
Place: New Delhi**

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



011- 4920 - 7777



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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



I. Corrigendum to Explanatory statement to Item No. 2

a. 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 acquisition & 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.	Strategic business opportunities, facilitating the growth and expansion of the Company and its subsidiaries	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.

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. This subscription reflects their continued commitment to the growth and strategic direction of the Company.

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 **18 months** 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	2.70

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	60.84
3	Chanakya Wealth Creation Fund	NA	Non-Promoter	0	0	2,96,292	2,96,292	1.08
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	1.10
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	0	0	18,500	18,500	0.07
16	Deepankar Aggarwal	Not Applicable as Allottee is a Natural Person	Promoter	4800	0.02	13,000	17,800	0.06
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	Non-Promoter	0	0	7,500	7,500	0.03
19	Nimesh Khandelwal	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	5,500	5,500	0.02
20	Rahul Srivastava	Not Applicable as Allottee is a Natural Person	Non-Promoter	0	0	5,500	5,500	0.02

Enclosed herewith are the pre-preferential allottees holding statement.

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 as well as Non promoter and after the proposed allotment the status will remain the same and there will be no change in the status of the proposed allottee.

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 <https://rnfiservices.com/investor-information.php> to facilitate online inspection of relevant documents until the end of EGM.

II Corrigendum to Explanatory statement to 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 Lakhumal 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 acquisition & 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.	Strategic business opportunities, facilitating the growth and expansion of the Company and its subsidiaries	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.

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:

SHAREHOLDING PATTERN PRE SHARE WARRANTS

S.No.	Category	Pre-Issue		Post-issue	
		No. of shares held	% of share holding	No. of share held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	12,501.00	0.05%	12,501.00	0.05%
	Bodies Corporate	1,63,02,519.00	65.33%	1,63,02,519.00	65.05%
	Sub-total	1,63,15,020.00	65.38%	1,63,15,020.00	65.10%
2	Foreign promoters	-	-	-	-
	Sub-total (A)	1,63,15,020.00	65.38%	1,63,15,020.00	65.10%
B	Non-promoters' holding				
1	Institutional investors	5,96,400.00	2.39%	5,96,400.00	2.38%
2	Non-institutional investors				
	Private corporate bodies	13,89,670.00	5.57%	13,89,670.00	5.55%
	Director and relatives	-	-	-	0.00%
	Indian public	59,66,798.00	23.91%	60,74,761.00	24.24%
	Others [including Non- resident Indians (NRIs)]	6,84,800.00	2.74%	6,84,800.00	2.73%
	Sub-total (B)	86,37,668.00	34.62%	87,45,631.00	34.90%
	GRAND TOTAL (A+B)	2,49,52,688.00	100%	2,50,60,651.00	100%

SHAREHOLDING PATTERN POST SHARE WARRANTS

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: 15 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.

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: <https://rnfiservices.com/investor-information.php>.