

RNFI SERVICES LIMITED
(Formerly Known as RNFI Services Private Limited)

CIN- U74140DL2015PLC286390

Regt. Address- UG-5, Relipay House, Plot No. 42 DLF Industrial Area Kirti Nagar
New Delhi West Delhi DL 110015 IN

Mail ID- ranveerkhalyiya@gmail.com

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED IN THE EXTRAORDINARY GENERAL MEETING OF RNFI SERVICES LIMITED HELD ON FRIDAY, 09TH DAY OF FEBRUARY, 2024 AT 01:00 P.M. THROUGH VIDEO CONFERENCE[VC] / OTHER AUDIO VISUAL MEANS [OAVM]

RAISING OF CAPITAL THROUGH FRESH ISSUE OF SECURITIES/IPO

"RESOLVED THAT subject to approval of shareholders and pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) ("Companies Act, 2013") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed ("Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended from time to time ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of Company are proposed to be listed ("Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including the Department of Industrial Policy and Promotion, Government of India ("DIPP"), the SEBI, the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Registrar of Companies ("RoC") the relevant stock exchanges including their SME Platform and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent of Board of Directors be and is hereby accorded for an initial public offering of the equity shares of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted for the said purpose) be and is hereby authorized to create, offer, issue and allot upto **67,44,000** Equity shares of face value Rs. 10/- each for cash at a price as may be determined by the Board at its sole discretion in pursuance of the Fixed Price mechanism (in accordance with SEBI ICDR Regulations) ("**Fresh Issue**") in consultation with the Lead Manager ("LM") with the Fresh Issue, the "Offer" or the "IPO", including any issue and allotment of Equity shares to any other persons pursuant to any pre-issue placement (if any) at such price as deem fit by Board ("Issue Price"), out of the authorized share capital of the Company and at its discretion at such time and at such manner as may be discovered in accordance

For RNFI Services Limited
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Kush Mishra
Company Secretary

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with the applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("SEBI ICDR Regulations") of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as the Board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the LM so appointed, including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non- resident Indians, qualified institutional buyers, eligible employees of the Company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors which shall include, reservation of a certain number of shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to seek all questions, difficulties or doubts that may arise in regard to the

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issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or any one of the directors or Chief Financial Officer/ company secretary of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari - passu with all existing Equity Shares of the Company.

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of any one of the directors of the Company wherever required.”

For and on Behalf of

For **RNFI Services Limited**
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(Formerly Known as RNFI Services Private Limited)

Kush Mishra
Company Secretary

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Company Secretary
M.No.: A62001

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Explanatory Statement

1. RAISING OF CAPITAL THROUGH ISSUE OF SECURITIES

The Board of Directors recommends the resolution in Item No. 1 of the accompanying Notice for your approval as Special Resolution.

The Company intends to list its equity shares (Equity Shares) on one or more stock exchanges to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Issue /IPO/offer"). The Company intends to undertake the Issue and the Lead Managers and other advisors in relation to the Issue and subject to applicable regulatory approvals.

The proposed offering ("Offer") shall include a fresh issue of the Equity Shares by the Company and an offer for sale by certain Promoter Selling shareholders of the Company.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

Your Directors recommend the proposed resolution for your approval.

Material information pertaining to the IPO is as follows:

(i) Issue Price:

The Issue Price at which the Equity Shares will be offered in IPO shall be determined and finalized by the Company and Promoter Selling Shareholders in consultation with the LM. The price at which the Equity Shares will be allotted in the IPO will be based on the fixed price as may be determined in accordance with the SEBI ICDR Regulations, on the basis of the fixed price issue.

(ii) The object(s) of the Issue are:

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Draft Prospectus/ Prospectus to be filed with the recognized Stock Exchanges, Securities Exchange Board of India ("SEBI") and the Registrar of Companies, Mumbai, Maharashtra such other authority, as may be required under the relevant law in connection with the Issue . The Board or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Company.

(iii) Intention of Promoters/ Directors/ Key managerial personnel to subscribe to the issue:

The Company has not made and will not make an issue of equity shares to any of the promoters, promoter group, directors or key managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel may apply for the equity shares in the various categories under an Issue in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

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No change in control of the Company or its management is intended or expected pursuant to the Issue. The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

The Equity shares are proposed to be listed on the Bombay Stock Exchange (BSE) Small and Medium Enterprises (SME) as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with the Stock Exchange.

In view of the above and in terms of Section 23 and 62(1)(c) and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required through a special resolution.

In view of the above, approval of the shareholders of the Company is sought to issue Equity shares under Section 23 and 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each as amended.

For and on Behalf of Board of Directors

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