

**June 10, 2026**

To,  
The Manager  
Department of Corporate Compliance National Stock  
Exchange of India Limited Exchange Plaza, Bandra  
Kurla Complex, Bandra (East), Mumbai – 400051.

**SCRIPSYMBOL: RNFI**

**Sub: Submission of Postal Ballot Notice pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Dear Sir/Ma'am**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), please find enclosed herewith the Postal Ballot Notice of RNFI Services Limited (“the Company”) being sent for seeking approval of Members through remote e-voting on the following special business items.

S.No.	Description of Resolution	Type of Resolution
1.	Approval of “RNFI Employee Stock Option Plan, 2026”	Special
2.	Approval of “RNFI Employee Stock Option Plan, 2026” (“RNFI ESOP Plan 2026”) for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future).	Special

The Postal Ballot Notice is being sent to all the Members/ Beneficial holders as on **Friday, 05<sup>th</sup> June 2026** (“**Cut-off date**”) (“Eligible Members”), who have already registered their e-mail IDs, for receipt of documents in electronic form, with their Depository Participants or the Company’s Registrar and Share Transfer Agent.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) as the agency to provide remote e-voting facility to its members. The remote e-voting period shall commence at **09:00 AM (IST) on Thursday, 11<sup>th</sup> June, 2026** and shall end at **05:00 pm (IST) on Friday, 10<sup>th</sup> July, 2026**.

The Postal Ballot Notice is also available on the website of the Company at [www.rnfiservices.com](http://www.rnfiservices.com)

We request you to take the same on record.

Thanking You,  
Yours faithfully,

**For RNFI Services Limited**

**Mohit Chauhan**  
Company Secretary

**Encl: as above**



011- 4920 - 7777



[www.rnfiservices.com](http://www.rnfiservices.com)  
[info@rnfiservices.com](mailto:info@rnfiservices.com)



**RNFI SERVICES LIMITED**

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

CIN NO – L66190DL2015PLC286390



## NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Members,**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Rules”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) including any statutory modification or re-enactment thereof, for the time being in force, Ministry of Corporate Affairs (“MCA”) General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries and subject to other applicable laws and regulations, the special resolution appended below is proposed to be passed by the Members of RNFI Services Limited (the “Company”) by way of Postal Ballot through remote e-voting (“Postal Ballot Notice”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only by email to all its shareholders who have registered their email addresses with the Company/Registrar & Share Transfer Agent (“RTA”)/ Depositories. The communication of assent/ dissent of the Shareholders will only take place through e-voting system.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide e-voting facility to its shareholders. Shareholders are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The e-voting facility is available at the link [www.evoting.nsd.com](http://www.evoting.nsd.com) from Thursday, 11<sup>th</sup> June, 2026 09:00 A.M. upto Friday, 10<sup>th</sup> July, 2026 05:00 P.M.

The Board of Directors has appointed Mr. Umesh, Practicing Company Secretary (Membership No. 61801) of M/s. Umesh & Associates, Company Secretaries as the Scrutinizer (s) for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner. The Scrutinizer decision on validating of votes shall be final. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by him after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within two days from the end of E-voting upon receipt of report of the Scrutinizer and communicated to NSE Limited & NSDL and shall also be displayed on the Company’s website at [www.rnfiservices.com](http://www.rnfiservices.com)

The proposed resolution, as set out herein below, if approved/assented by Shareholders by means of remote e-voting, shall be deemed to be passed on the last day of e-voting as if the same would have been passed at a General Meeting of the Shareholders convened in that behalf.



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An Explanatory Statement pertaining to Sections 102 and 110 and other applicable provisions, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this notice (“Postal Ballot Notice”) for your consideration.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

**Special Business:**

**1. Approval of “RNFI Employee Stock Option Plan, 2026”**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (the “Companies SCD Rules”) and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“the SEBI SBEB and Sweat Equity Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Compensation/Nomination and Remuneration Committee), the consent of shareholders, be and is hereby accorded to introduce and implement the RNFI Employee Stock Option Plan 2026, the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors of the Company and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “Employee(s)”) selected on the basis of criteria decided by Board under the ESOP, such number of stock options convertible into Equity Shares of the Company (“Options”), in one or more tranches, not exceeding 2784517 equity shares (Twenty Seven Lakhs Eighty Four Thousand Five Hundred and Seventeen Equity Shares Only) of face value of Rs. 10 each (Rupees Ten only), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the provision of the RNFI Employee Stock Option Plan 2026 (hereinafter referred to as “RNFI ESOP 2026”) and all provisions of applicable laws.



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**RESOLVED FURTHER THAT** the RNFI ESOP 2026 may also envisage provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act/ SEBI (SBEB and Sweat Equity) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the RNFI ESOP 2026 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the RNFI ESOP 2026 and the exercise price of Options granted under the RNFI ESOP 2026 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 (Rupees Ten only) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the RNFI ESOP 2026.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the RNFI ESOP 2026, determine the detailed terms and conditions of the aforementioned RNFI ESOP 2026 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the RNFI ESOP 2026 and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations as and when applicable to the Company for the purposes of administration of RNFI ESOP 2026.



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**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the RNFI ESOP 2026 as it may deem fit, from time to time or to suspend, withdraw or revive the RNFI ESOP 2026 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the RNFI ESOP 2026 on the Stock Exchange, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations (as amended from time to time) and other applicable laws and regulations.

**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, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the RNFI ESOP 2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation /Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

**2. Approval of “RNFI Employee Stock Option Plan, 2026” (“RNFI ESOP Plan 2026”) for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future).**

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

**RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (the “Companies SCD Rules”) and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“the SEBI SBEB and Sweat Equity Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as “the Board”), the consent of shareholders



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be and is hereby accorded to introduce and implement 'RNFI Employee Stock Option Plan, 2026' ("the Plan") to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors of the group company(ies) including subsidiary company(ies) or associate company(ies), whether in or outside India, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 2784517 equity shares (Twenty Seven Lakhs Eighty Four Thousand Five Hundred and Seventeen Equity Shares Only) of face value of Re. 10 each (Rupee Ten Only), at such price and on such terms and conditions as may be fixed or determined by the Compensation Committee/ Nomination and Remuneration Committee in accordance with the provision of the Plan and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and for matters connected therewith or incidental thereto."

**For and on behalf of  
RNFI Services Limited**

Sd/-

**Mohit Chauhan  
Company Secretary**

**Date: 30 May, 2026  
Place: New Delhi**

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



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**NOTES:**

1. The Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 (“Act”) in respect of the above items of the accompanying Notice, is annexed hereto.

2. Pursuant to the provisions of Sections 108 and 110 of the Act read together with the Rules framed thereunder and MCA Circulars, your Company has an option to seek approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting for the above-mentioned resolutions. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard.

3. In Compliance with MCA Circulars, the notice of the Postal Ballot is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a member has specifically requested for a physical copy of the same. Members may kindly note that the Notice together with the explanatory statement will also be available on the Company’s website [www.rnfiservices.com](http://www.rnfiservices.com), website of the Stock Exchange i.e. NSE Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company will also publish an advertisement in the newspapers containing details of the Postal Ballot and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting etc.

For Members who have not registered their e-mail ids and mobile nos., please follow the instructions given in this notice. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the **Cut-off date i.e. Friday, 05<sup>th</sup> June, 2026** will only be entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

4. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/her/them shall vest in the unfortunate event of his/her/their death. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in Form SH-14. The said forms can be downloaded from the Company’s website i.e. [www.rnfiservices.com](http://www.rnfiservices.com)

5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.



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6. Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company’s RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records, which will help the Company and its RTA to provide efficient and better service to the Members.

7. The Company has appointed Mr. Umesh, Practicing Company Secretary (Membership No. 61801) of M/s. Umesh & Associates, Company Secretaries, as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.

8. Upon completion of the scrutiny of the votes casted, the Scrutinizer will submit the report to the Chairperson of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of e-voting.

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

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote</li> </ol>



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- 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.jsp>
  3. 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. 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.
  4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.



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	<ol style="list-style-type: none"> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 &amp; 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.



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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method for e-Voting 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*****.



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b) For Members who hold shares in demat account with CDSL.	
c) For Members holding shares in Physical Form.	

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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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.

### **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 [umeshgoyal4004@gmail.com](mailto:umeshgoyal4004@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, Hv UF, 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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.**



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3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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



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## **Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

Explanatory Statement under Section 102 of the Companies Act, 2013 read with Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 setting out all Material Facts:

### **Item no. 1 & 2:**

Your Company believes that equity-based compensation plans are effective tools for attraction, retention, motivation and incentivization of talents working with the Company, with a view to ensure corporate growth, to create an employee ownership culture and to create value for shareholders. For achieving these objectives, your Company intends to implement a new equity-based compensation plan namely 'RNFI Services Limited - Employee Stock Option Plan 2026 (year)' ("RNFI ESOP 2026") comprising of employee stock options ("ESOPs") for eligible senior level employees of the Company. Under the Plan, the Company shall deliver the benefits by granting ESOPs to the eligible employees. This mix of ESOPs, as mentioned above, shall remain constant, wherever any grant is made under the Plan. Eligibility of the employees will be decided by the Compensation/Nomination and Remuneration Committee of the Directors ("Committee") based on a combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

The ESOPs shall vest as per terms and conditions contained in RNFI ESOP Plan 2026 commencing from the date of grant. The conditions for vesting of ESOPs will be based on combination of parameters like tenure of the eligible employee, individual and corporate performance targets as may be decided by the Committee. Corporate performance targets will include achievement of certain percentage of EBIDTA, profit before tax, sales targets, etc. as decided by the Committee as per business requirements.

Accordingly, Committee and the Board of Directors of the Company at their respective meetings, both held on Saturday, 30<sup>th</sup> May, 2026 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SBEB & SE Regulations.

The main features of the Plan are as under:



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**A. Brief Description of the Plan:**

Keeping view the aforesaid objectives, the Plan contemplates grant of Options to the eligible employees of the Company. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as compensation committee for the administration of Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

**B. Total number of Options to be granted:**

The total number of Options to be granted under the Plan shall not exceed 27,84,517 Options comprising of 27,84,517 (Twenty-Seven Lakhs Eighty-Four Thousand Five Hundred and Seventeen Only) ESOPs. Each Option when exercised would be converted in to one equity share (“Share”) of Rs. 10/- (Rupees Ten each) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted.

In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action.

Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 27,84,517 (Twenty-Seven Lakhs Eighty-Four Thousand Five Hundred and Seventeen Equity Shares Only) Options, shall be deemed to be increased to the extent of such additional Options issued.

**C. Identification of classes of employees entitled to participate in the Plan:**

Personnel of the Company (hereinafter referred to as “Employees”), shall be eligible subject to determination or selection by the Committee. Following classes of personnel are eligible being:

- (i) an employee as designated by the Committee, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.

but excludes

- a. an employee who is a promoter or belongs to the promoter group; and
- b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.



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**D. Requirements of Vesting and period of Vesting:**

All the Options granted on any date shall vest not earlier than minimum vesting period of one year and not later than a maximum vesting period as per term and conditions mentioned in RNFI ESOPs PLAN 2026 commencing from the date of grant of Options in such schedule and subject to such conditions as specified in the opening paragraphs of this explanatory statement. For meeting any exigencies, the Committee shall have the power to vary the vesting period subject to these minimum and maximum vesting period.

Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB & SE Regulations provided that the Employee should not be on notice of resignation. However, in case of death or permanent incapacity, the minimum vesting period shall be as per term and conditions mentioned in RNFI ESOPs PLAN 2026.

**E. Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than a maximum period as mentioned in RNFI ESOPs PLAN 2026 from the date of grant of Options as stated above.

**F. Exercise price or pricing formula:**

In case of ESOPs, the exercise price per Option shall be the Exercise Price as determined by the Compensation Committee from time to time, in accordance with the Applicable Laws.

**G. Exercise period and the process of exercise:**

The exercise period would commence from the date of vesting of Options and will expire on completion three years from such date of vesting.

In the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be exercisable in accordance with SBEB & SE Regulations as may be determined by the Committee in this regard.

Vested Option(s) shall be exercisable by Employees (or by legal heir / nominee in case of death) by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Employees or by legal heir / nominee, as the case may be. The Options shall lapse if not exercised within the specified exercise period.

**H. Appraisal process for determining the eligibility of employees under the Plan:**

The Appraisal process for determining the eligibility of the Employees will be based on combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.



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**I. Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted to any specific Employee, in one or more grants and in aggregate under the Plan shall not exceed 500000 (Five Lakhs Only) Options.

**J. Maximum quantum of benefits to be provided per employee under the Plan:**

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

**K. Route of the Plan implementation:**

The Plan shall be implemented and administered directly by the Company

**L. Source of acquisition of shares under the Plan:**

The Plan contemplates issue of fresh/ primary shares by the Company.

**M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the present Plan.

**N. Maximum percentage of secondary acquisition:**

This is not relevant under the present Plan.

**O. Accounting and Disclosure Policies:**

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB & SE Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB & SE Regulations.

**P. Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

**Q. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;**

Options vested in employees may lapse as per terms and conditions mentioned in RNFI ESOP Plan 2026



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**R. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

This is required in accordance with the ESOP scheme implemented by the Company

**S. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

**T. Lock-in period:**

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

**U. Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the postal ballot i.e Friday, 10<sup>th</sup> July, 2026. Members may also request for a copy of the Plan by sending an email to [cs@rnfiservices.com](mailto:cs@rnfiservices.com)



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None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item No.1 & 2 of the accompanying notice.

**For and on behalf of  
RNFI Services Limited**

Sd/-

**Mohit Chauhan  
Company Secretary**

**Date: 30 May, 2026**

**Place: New Delhi**

**Registered Address: UG-5, Relipay House, Plot No. 42,  
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New Delhi-110015**



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