RFSL
RICH FIELD FINANCIAL SERVICES LIMITED

Date: 11th November 2025

To
Department of Corporate Services
BSE Limited
22nd Floor,
PhirozeJeeJeeBhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code: BSE: 539435

Sub: Intimation of Date of Extraordinary General Meeting, Book Closure, and Cut-off date for E-voting.

Date of Extraordinary General Meeting:

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting (EGM) of Richfield Financial Services Limited is scheduled to be held on Wednesday, 03rd December, 2025 at 3.00 P.M through Video Conference (VC)/ Other Audio Visual Means (OAVM) in accordance with relevant circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Notice of the EGM has been sent only in electronic mode to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). Please find enclosed the notice of the EGM which is also available on the website of the Company and submitted to the Stock Exchange i.e., BSE Limited at www.bseindia.com.

Book Closure:

It is further informed that pursuant to Regulation 42 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books of the Company will remain closed from Thursday, 27th November 2025 to Wednesday, 03rd December 2025 (both days inclusive) for the purpose of the EGM.

Cut-off date for E-voting:

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members to exercise their vote by electronic means for the resolutions set out in the notice of EGM. The e-voting period commences on **Sunday, 30th November, 2025 at 09:00 A.M. (IST) and will end on Tuesday, 2nd December, 2025 at 05:00 P.M. (IST)**. Members holding shares in physical or in dematerialized form as on cut-off date of **Wednesday, 26th November, 2025** will be entitled for e-voting.

Kindly take the same on records.

Thanking You,
For **Richfield Financial Services Limited**

VADASSERIL CHACKO GEORGEKUTTY
Digitally signed by VADASSERIL CHACKO GEORGEKUTTY
Date: 2025.11.11 13:27:35 +05'30'

Vadasseril Chacko Georgekutty
Managing Director
Din: 09194854

RFSL
RICH FIELD FINANCIAL SERVICES LIMITED

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") (No.01/2025-26) of the members of **Richfield Financial Services Limited** ("the Company") will be held on **Wednesday, 03rd December, 2025 at 03:00 P.M (IST)** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to seek the consent of the members of the Company, on the agenda herein below through electronic voting ("E-voting"). The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM:

SPECIAL BUSINESS:

1) ISSUE OF 40,00,000 (FORTY LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO THE PROMOTER AND TO CERTAIN IDENTIFIED NON-PROMOTERS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or amendments or re-enactment made thereof for the time being in force) and the provisions of Chapter V of the Securities and Exchange of Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (hereinafter referred to as "the SEBI ICDR Regulations"), any other rules, regulations, guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, 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 the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations"), the applicable rules, regulations, notifications, guidelines issued by various authorities including but not limited to the Government of India, the SEBI and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and

is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot 40,00,000 (Forty Lakhs) equity shares, having face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.25/- (Rupees Twenty Five Only) [including premium of Rs.15/- (Rupees Fifteen Only) per equity share] aggregating to ₹10,00,00,000/- (Rupees Ten Crore Only) ("Consideration") as determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, to certain identified promoter and non-promoter persons mentioned at S. Nos 1 to 139 below (collectively referred to as the "Investors") for Cash on a Preferential Basis ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws:

S. No	Name of the Proposed Allottee(s)	Category (Promoter/ Non - Promoter)	No. of Equity Shares at Rs.25/- per share to be allotted	Value of Equity Shares (in Rs.)
1	Joy Varghese	Non-Promoter	10,000	250000
2	P K Sugathan	Non-Promoter	20,000	500000
3	Joy K Mathews	Non-Promoter	20,000	500000
4	Vijayan K G	Non-Promoter	20,000	500000
5	Anish Jose Antony	Non-Promoter	40,000	1000000
6	Jayasree J	Non-Promoter	40,000	1000000
7	Elen Elu Shibu	Non-Promoter	1,00,000	2500000
8	Anjitha K	Non-Promoter	10,000	250000
9	Amrita Krishna H	Non-Promoter	10,000	250000
10	Kuriachan M K	Non-Promoter	80,000	2000000
11	Emily Kuriachan	Non-Promoter	40,000	1000000
12	Sajan N K	Non-Promoter	60,000	1500000
13	Ramadas K K	Non-Promoter	10,000	250000
14	Soumya Markose	Non-Promoter	10,000	250000
15	A M Ravindran	Non-Promoter	10,000	250000
16	Smitha Jose Akkara	Non-Promoter	40,000	1000000
17	Bose Mathew	Non-Promoter	10,000	250000
18	Saniya Paulose	Non-Promoter	40,000	1000000
19	Johny V I	Non-Promoter	20,000	500000
20	Neduvely Narayanan Reji	Non-Promoter	20,000	500000
21	Mathews K V	Non-Promoter	60,000	1500000
22	Josephine Emmanuel	Non-Promoter	20,000	500000
23	Madhavan Ashokan	Non-Promoter	10,000	250000
24	T O Jos	Non-Promoter	20,000	500000
25	Rajesh Kumar R	Non-Promoter	40,000	1000000

26	Lusy Bindu	Non-Promoter	10,000	250000
27	Sunny George	Non-Promoter	60,000	1500000
28	Girija Satheesan	Non-Promoter	10,000	250000
29	T R Satheesan	Non-Promoter	10,000	250000
30	Suresh Kapparath	Non-Promoter	20,000	500000
31	Ammini George	Non-Promoter	40,000	1000000
32	K J Kuruvila	Non-Promoter	60,000	1500000
33	Anil George	Non-Promoter	10,000	250000
34	Joseph Bosco Dynal D Aruja	Non-Promoter	10,000	250000
35	P N Chandran	Non-Promoter	20,000	500000
36	Gowri P T	Non-Promoter	28,000	700000
37	Binu C S	Non-Promoter	10,000	250000
38	P Boany Paul	Non-Promoter	20,000	500000
39	Arun Boany Pulinattu	Non-Promoter	20,000	500000
40	Anisha Boany	Non-Promoter	20,000	500000
41	Treasa Sashi	Non-Promoter	10,000	250000
42	Leeja Joseph	Non-Promoter	10,000	250000
43	Sathish Kumar G	Non-Promoter	10,000	250000
44	K R Muraleedharan	Non-Promoter	20,000	500000
45	Lisy Jose	Non-Promoter	10,000	250000
46	K Vasudevan	Non-Promoter	10,000	250000
47	Sajan V James	Non-Promoter	10,000	250000
48	Arun S Nair	Non-Promoter	20,000	500000
49	Bejoy Sivadas	Non-Promoter	10,000	250000
50	Eva Buby Tharakan	Non-Promoter	10,000	250000
51	Saju M Karuthedam	Non-Promoter	10,000	250000
52	Basil George Madappilly	Non-Promoter	20,000	500000
53	Nowfel V M	Non-Promoter	10,000	250000
54	Arakkal Bhaskaramenon Purusthothaman	Non-Promoter	20,000	500000
55	Annamma George	Non-Promoter	10,000	250000
56	George Joseph	Non-Promoter	10,000	250000
57	Markose V C	Non-Promoter	20,000	500000
58	Joseph N Thomas	Non-Promoter	10,000	250000
59	Joseph Andrews	Non-Promoter	10,000	250000
60	Sini Paul	Non-Promoter	12,000	300000
61	Seldha Biju	Non-Promoter	40,000	1000000

62	Thomas Jacob	Non-Promoter	10,000	250000
63	Elsie K P	Non-Promoter	10,000	250000
64	Kurian Jacob T	Non-Promoter	10,000	250000
65	Gopalakrishnan M R	Non-Promoter	20,000	500000
66	Anu Mohanan	Non-Promoter	40,000	1000000
67	Civy V Pulayath	Non-Promoter	12,000	300000
68	C D Jose	Non-Promoter	10,000	250000
69	Biju Sakariya	Non-Promoter	10,000	250000
70	Abdulkhadar T U	Non-Promoter	30,000	750000
71	Baburajan A V	Non-Promoter	20,000	500000
72	K P Varghese	Non-Promoter	10,000	250000
73	Tresa Alex	Non-Promoter	20,000	500000
74	Raghi Rajesh	Non-Promoter	10,000	250000
75	Ente Naadu Multi State Agro Cooperative Society Lt	Non-Promoter	8,00,000	20000000
76	Joy Chittethuparayil George	Non-Promoter	10,000	250000
77	John K Mathew	Non-Promoter	12,000	300000
78	Varkey M Cheriyan	Non-Promoter	10,000	250000
79	Joy P V	Non-Promoter	40,000	1000000
80	Thushar Thomas Zacharia	Non-Promoter	10,000	250000
81	Jisha Poulose	Non-Promoter	10,000	250000
82	Joe Mathew	Non-Promoter	10,000	250000
83	Ashin Roy	Non-Promoter	20,000	500000
84	Paul K T	Non-Promoter	10,000	250000
85	Suja Wincent	Non-Promoter	10,000	250000
86	Issac T.I	Non-Promoter	10,000	250000
87	Johnson Varghese	Non-Promoter	10,000	250000
88	Paul Abraham	Non-Promoter	10,000	250000
89	Bibinraj V	Non-Promoter	10,000	250000
90	John Thomas	Non-Promoter	20,000	500000
91	Santhosh Kumar	Non-Promoter	10,000	250000
92	Reji Mathew	Non-Promoter	20,000	500000
93	R Vijayan Nair	Non-Promoter	10,000	250000
94	Smiji Thomas	Non-Promoter	40,000	1000000
95	John Varghese	Non-Promoter	10,000	250000
96	Shibu Narayanan	Non-Promoter	20,000	500000
97	Sanoob K R	Non-Promoter	10,000	250000

98	Mary Inet Aruja	Non-Promoter	10,000	250000
99	Bipin George	Non-Promoter	10,000	250000
100	James Roy	Non-Promoter	20,000	500000
101	Sushama Sukumaran	Non-Promoter	10,000	250000
102	Abraham Vaidyan	Non-Promoter	10,000	250000
103	Thanish Dalee	Non-Promoter	10,000	250000
104	Peter M Puravath	Non-Promoter	10,000	250000
105	Jolly Wilson	Non-Promoter	40,000	1000000
106	Akhil Babu	Non-Promoter	20,000	500000
107	George Mathew P	Non-Promoter	40,000	1000000
108	A M Mohan	Non-Promoter	20,000	500000
109	Elezabeth Mathew	Non-Promoter	2,00,000	5000000
110	Chacko C V	Non-Promoter	28,000	700000
111	Prajitha P Nair	Non-Promoter	40,000	1000000
112	A J Yoyakki	Non-Promoter	30,000	750000
113	Jayan K N	Non-Promoter	20,000	500000
114	Jayan K George	Non-Promoter	20,000	500000
115	Joemon Jose	Non-Promoter	10,000	250000
116	Livya Xavier	Non-Promoter	20,000	500000
117	Subramanian P T	Non-Promoter	40,000	1000000
118	Johnson Jose	Non-Promoter	10,000	250000
119	Abirami Sujith	Non-Promoter	40,000	1000000
120	Babu M N	Non-Promoter	20,000	500000
121	C J John	Non-Promoter	10,000	250000
122	Shyam Bhaskaran	Non-Promoter	1,00,000	2500000
123	Sajith K A	Non-Promoter	20,000	500000
124	Sooraj Jons Poulose	Non-Promoter	20,000	500000
125	Ansa Anna Saju	Non-Promoter	10,000	250000
126	Vijayan P K	Non-Promoter	10,000	250000
127	Anju Saju	Non-Promoter	20,000	500000
128	Jose M O	Non-Promoter	10,000	250000
129	Seema V R	Non-Promoter	40,000	1000000
130	K Josekutty	Non-Promoter	10,000	250000
131	Kolencheril Avara Jose	Non-Promoter	80,000	2000000
132	Kulangara Joseph Pauly Joseph	Non-Promoter	10,000	250000
133	Pavan Shiju Ram	Non-Promoter	28,000	700000
134	Peter Chacko	Non-Promoter	20,000	500000

135	Sibin Thomas	Non-Promoter	20,000	500000
136	Meera Thambi	Non-Promoter	20,000	500000
137	V C Georgekutty	Promoter	40,000	1000000
138	Rini Skariya	Non-Promoter	20,000	500000
139	Erin Lizbeth Shibu	Non-Promoter	1,00,000	2500000
Total			**40,00,000**	**10,00,00,000**

RESOLVED FURTHER THAT in accordance with Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares (by the Registered Valuer) being allotted to certain identified promoter and non-promoters persons, on a preferential basis, is Monday, 03rd of November 2025 being the date, which is 30 (Thirty) days prior to the date of passing of Special Resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

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

- The equity shares to be issued and allotted shall be fully paid-up and shall 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, be subject to the requirements of all the applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

- The equity shares (Pre-Preferential Shareholding), if any of the proposed allottee(s) to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

- The shares so allotted to the proposed allottee(s) under this resolution 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 there under;

- Allotment of equity shares shall only be made in dematerialized form within a period of 15 days from the date of passing of the special resolution by the members, provided that where the allotment of equity shares is subject to receipt of any approvals or permissions from applicable regulatory authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;

- The equity shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, except to the extent and in a manner permitted thereunder; and

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations and that the equity shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of equity shares. The issue and allotment of equity shares shall 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 and be listed on the stock exchanges where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution by the members provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of the equity shares, subject to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this preferential issue shall be kept by the Company in a separate bank account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through Private Placement Offer Letter in Form No. PAS-4 as prescribed under the Companies Act, 2013 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 i.e., BSE Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board/Finance Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept

and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deems necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members 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 of the powers herein conferred to any other Committee of the Board to give effect to this resolution."

For and on behalf of Board of Directors
For Richfield Financial Services Limited

Place: Kochi
Date: 06.11.2025

Sd/-
Mr. Vadasseril Chacko Georgekutty
Managing Director
DIN: 09194854

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022; 10/2022 dated 28th December, 2022; 09/2023 dated 25th September 2023; 09/2024 dated 19th September 2024; 03/2025 dated 22nd September 2025 and any amendments/modifications thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, Circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") permitted the holding of the Annual General Meeting ("AGM")/Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

2. Accordingly, in compliance with the provisions of the Act and the rules made thereunder read with the MCA and SEBI Circulars aforementioned, the EGM of the Company is being held through VC/OAVM. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarifications dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

3. Since this EGM is being held pursuant to the aforementioned MCA and SEBI Circulars through VC/OAVM facility, hence physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form(s), Attendance Slip(s) and Route Map are not annexed to this Notice and the venue of the EGM shall be deemed to be the Registered Office of the Company.

4. In compliance with the aforementioned MCA Circulars and SEBI Circulars, the Notice of the EGM, inter alia, indicating the process and manner of e-voting is being sent by email, to all the Members whose email IDs are registered with the Company/Registrar and Share Transfer Agent (RTA) of the Company or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled to receive the same and the same will also be available on the website of the Company at www.rfsl.co.in/ and can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com.

5. The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) (DP). Members holding shares in physical form are requested to submit their PAN details to the Company's RTA i.e. Niche Technologies Private Limited.

6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/documents/reports and other communications electronically to their e-mail address in future.

7. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of National Securities Depository Limited (NSDL) and Niche Technologies Private Limited (RTA) for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the EGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the EGM.

9. In terms of the Listing Regulations, the securities of Listed Companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participants.

10. Members are provided with the facility for voting through e-voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.

11. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.

12. The Register of Members and Share Transfer Books of the Company will **remain closed from Thursday, 27th November 2025 to Wednesday, 03rd December 2025** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

13. The Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date on Wednesday, 26th November, 2025,** may cast their vote by remote e-voting. The remote e-voting period commences on **Sunday, 30th November, 2025 at 09:00 A.M. (IST) and will end on Tuesday, 2nd December, 2025 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

14. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') setting out material facts relating to the Special Business to be transacted at the EGM is annexed hereto and forms part of this notice. In terms of provisions of Section 107 of the Companies Act, 2013, the resolution(s) as set out in the Notice are being proposed to be carried through e-voting and therefore the said resolution(s) will not be decided on a show of hands at the EGM.

15. Facility of joining the EGM through VC/OAVM shall open 30 minutes before 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 to 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.

16. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Pursuant to Section 113 of the Companies Act, 2013, the corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/Authorization Letter to the Company or upload the same on the VC/OAVM portal/e-voting portal.

17. The Register of Directors and Key Managerial Personnel(s) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM.

18. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection, during business hours, without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to rfsl.nbfc@gmail.com. Members seeking any information with regard any matter to be considered at the EGM, are requested to write to the Company on or before 26th November, 2025 by sending e-mail on **rfsl.nbfc@gmail.com.**

19. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA)

cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

20. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Niche Technologies Private Limited, Registrar and Share Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email at nichetechpl@nichetechpl.com

For and on behalf of Board of Directors
For Richfield Financial Services Limited

Place: Kochi
Date: 06.11.2025

Sd/-
Mr. Vadasseril Chacko Georgekutty
Managing Director
DIN: 09194854

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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 the 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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

	4. 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. 5. 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** App Store Google Play  
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 and click on login icon and New System Myeasi Tab and then user your existing my easi username and password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 and 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 login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for 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 user 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 customerservices@lsa-india.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.

1. 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.

2. 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, Senior Manager, NSDL at evoting@nsdl.com

Process for those Shareholders whose email ids are not registered with the Depositories for procuring User Id and Password and registration of e-mail Ids for e-Voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@rfsl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account statement, PAN (Self attested scanned copy of PAN card), AADHAR (Self attested scanned copy of Aadhar Card) to secretarial@rfsl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting 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 secretarial@rfsl.co.in. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@rfsl.co.in. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Company has appointed M/s. Lakshmi Subramanian and Associates, Practicing Company Secretaries, Chennai to act as the Scrutinizer, for conducting the scrutiny of the votes cast by way of e-voting and they have communicated their willingness to be appointed.

9. The Scrutinizer, after scrutinising the votes cast during the EGM and through remote e-voting, will not later than two working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Managing Director/Chairman of the meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.rfsl.co.in and on NSDL's website. The results shall simultaneously be communicated to the BSE Limited.

For and on behalf of Board of Directors
For Richfield Financial Services Limited

Place: Kochi
Date: 06.11.2025

Sd/-
Mr. Vadasseril Chacko Georgekutty
Managing Director
DIN: 09194854

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ISSUE OF 40,00,000 (FORTY LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO THE PROMOTER AND TO CERTAIN IDENTIFIED NON-PROMOTERS :

In terms of Section 62(1)(c) of the Companies Act, 2013 and the Rules made there under ("the Act"), a Company can undertake Preferential Allotment/Private Placement only after obtaining the prior approval of the Members by way of Special Resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V – "**Preferential Issue**" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), as amended from time to time, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations. Accordingly, the Company proposes to issue, offer and allot **40,00,000 (Forty Lakhs) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.25/- (Rupees Twenty Five Only) [including premium of Rs.15/- (Rupees Fifteen Only) per Equity Share] aggregating to ₹10,00,00,000/- (Rupees Ten Crore Only) ("Consideration")** as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, to certain identified promoter and non-promoters persons for cash on a preferential basis.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the SEBI ICDR Regulations, as amended from time to time:

(i) The object/purpose (Utilization of issue proceeds) of the Preferential Issue:

The proceeds of the Preferential Issue will be utilized for business activities, financing the future growth opportunities and for general corporate purposes.

(ii) Maximum number of specified securities to be issued:

It is proposed to issue, offer and allot up to **40,00,000 (Forty Lakhs) fully paid-up equity shares of the Company** having a face value of Rs.10/- (Rupees Ten Only) each.

(iii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the Promoter, Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to this preferential issue of equity shares except Mr. V C Georgekutty, Managing Director and Promoter of the Company.

(iv) Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors of the Company at its meeting held on 14th October, 2025 had, subject to the approval of the Members and such other approvals and permissions as may be required, approved the issuance of up to **40,00,000 (Forty Lakhs) Equity Shares at an issue price of Rs.25/- per share (Rupees Twenty Five Only) [including premium of Rs.15/- (Rupees Fifteen Only) per share], aggregating to ₹10,00,00,000/- (Rupees Ten Crores Only)** to Promoter and certain identified non-promoter persons, for cash, on a preferential basis).

(v) Kinds of securities offered and the price at which security is being offered:

Up to **40,00,000 (Forty Lakhs) Equity Shares at an issue price of Rs.25/- (Rupees Twenty Five Only) per share [including premium of Rs.15/- (Rupees Fifteen Only) per share] aggregating to ₹10,00,00,000/- (Rupees Ten Crores Only)** on such price being not less than the minimum price i.e. (Rs.23.97 per share) as on the Relevant Date i.e. Monday, 3rd November, 2025 determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(vi) Pricing of the Issue:

The issue price of the equity shares to promoter and non-promoters persons is fixed at Rs.25/- (Rupees Twenty Five Only) per equity share [including a premium of Rs.15/- (Rupees Fifteen Only) per share] having a face value of Rs.10/- (Rupees Ten Only) per share in accordance with the price determined in terms of Regulation 165 of the SEBI ICDR Regulations.

Basis on which the price has been arrived at along with report of the Registered Valuer:

The Company is listed on the BSE Limited and the equity shares of the Company are infrequently traded in accordance with SEBI ICDR Regulations.

Hence, in accordance with Regulation 165 of the SEBI ICDR Regulations, a Valuation Report dated 06th November, 2025 has been obtained from an Independent Registered Valuer. The valuation is based on the valuation parameters such as book value, comparable trading multiples and such other parameters as are customary for valuation of shares of the Company.

The Valuation Report dated 06th November, 2025 issued by the Independent Registered Valuer, CA S Dehaleesan (Registered Valuer Number: [IBBI/RV/04/2019/11659]) certified the price to be Rs.23.97/- per equity share. We also confirm that the Articles of Association do not contain any restrictive provisions.

The valuation report issued by the Registered Valuer determining the price of shares proposed to be issued on preferential basis is available for inspection at the Registered Office and Corporate Office of the Company and can also be accessed through the following link

https://rfsl.co.in/wp-content/uploads/Website_Investors/4.%20Corporate%20Governance/Disclosures%20of%20Events%20and%20Information/OTHER%20REPORTS/2025-26/ValuationReport-06112025.pdf

(viii) The Percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees consequent to the Preferential Issue:

The Percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as per Regulation 163(1)(d) as mentioned in table below pursuant to the aforesaid issue.

S. No	Name	Category	Pre-Preferential Holding		No of shares Proposed to be allotted	Post-Preferential Holding	
			No of Equity Shares held	% held		No of Equity shares held	% held
1	Joy Varghese	Non-Promoter	0	-	10,000	10,000	0.09
2	P K Sugathan	Non-Promoter	0	-	20,000	20,000	0.17
3	Joy K Mathews	Non-Promoter	0	-	20,000	20,000	0.17
4	Vijayan K G	Non-Promoter	0	-	20,000	20,000	0.17
5	Anish Jose Antony	Non-Promoter	0	-	40,000	40,000	0.35
6	Jayasree J	Non-Promoter	0	-	40,000	40,000	0.35

7	Elen Elu Shibu	Non-Promoter	4,33,600	5.78	1,00,000	5,33,600	4.64
8	Anjitha K	Non-Promoter	0	-	10,000	10,000	0.09
9	Amrita Krishna H	Non-Promoter	0	-	10,000	10,000	0.09
10	Kuriachan M K	Non-Promoter	0	-	80,000	80,000	0.70
11	Emily Kuriachan	Non-Promoter	0	-	40,000	40,000	0.35
12	Sajan N K	Non-Promoter	0	-	60,000	60,000	0.52
13	Ramadas K K	Non-Promoter	0	-	10,000	10,000	0.09
14	Soumya Markose	Non-Promoter	0	-	10,000	10,000	0.09
15	A M Ravindran	Non-Promoter	0	-	10,000	10,000	0.09
16	Smitha Jose Akkara	Non-Promoter	0	-	40,000	40,000	0.35
17	Bose Mathew	Non-Promoter	2	0.00	10,000	10,002	0.09
18	Saniya Paulose	Non-Promoter	0	-	40,000	40,000	0.35
19	Johny V I	Non-Promoter	0	-	20,000	20,000	0.17
20	Neduvely Narayanan Reji	Non-Promoter	0	-	20,000	20,000	0.17
21	Mathews K V	Non-Promoter	0	-	60,000	60,000	0.52
22	Josephine Emmanuel	Non-Promoter	0	-	20,000	20,000	0.17
23	Madhavan Ashokan	Non-Promoter	0	-	10,000	10,000	0.09
24	T O Jos	Non-Promoter	0	-	20,000	20,000	0.17
25	Rajesh Kumar R	Non-Promoter	101	0.00	40,000	40,101	0.35
26	Lusy Bindu	Non-Promoter	0	-	10,000	10,000	0.09
27	Sunny George	Non-Promoter	0	-	60,000	60,000	0.52

28	Girija Satheesan	Non-Promoter	0	-	10,000	10,000	0.09
29	T R Satheesan	Non-Promoter	0	-	10,000	10,000	0.09
30	Suresh Kapparath	Non-Promoter	0	-	20,000	20,000	0.17
31	Ammini George	Non-Promoter	0	-	40,000	40,000	0.35
32	K J Kuruvila	Non-Promoter	0	-	60,000	60,000	0.52
33	Anil George	Non-Promoter	0	-	10,000	10,000	0.09
34	Joseph Bosco Dynal D Aruja	Non-Promoter	0	-	10,000	10,000	0.09
35	P N Chandran	Non-Promoter	0	-	20,000	20,000	0.17
36	Gowri P T	Non-Promoter	0	-	28,000	28,000	0.24
37	Binu C S	Non-Promoter	10	-	10,000	10,010	0.09
38	P Boany Paul	Non-Promoter	0	-	20,000	20,000	0.17
39	Arun Boany Pulinattu	Non-Promoter	0	-	20,000	20,000	0.17
40	Anisha Boany	Non-Promoter	0	-	20,000	20,000	0.17
41	Treasa Sashi	Non-Promoter	0	-	10,000	10,000	0.09
42	Leeja Joseph	Non-Promoter	0	-	10,000	10,000	0.09
43	Sathish Kumar G	Non-Promoter	0	-	10,000	10,000	0.09
44	K R Muraleedharan	Non-Promoter	0	-	20,000	20,000	0.17
45	Lisy Jose	Non-Promoter	0	-	10,000	10,000	0.09
46	K Vasudevan	Non-Promoter	0	-	10,000	10,000	0.09
47	Sajan V James	Non-Promoter	0	-	10,000	10,000	0.09
48	Arun S Nair	Non-Promoter	0	-	20,000	20,000	0.17

49	Bejoy Sivadas	Non-Promoter	0	-	10,000	10,000	0.09
50	Eva Buby Tharakan	Non-Promoter	0	-	10,000	10,000	0.09
51	Saju M Karuthedam	Non-Promoter	0	-	10,000	10,000	0.09
52	Basil George Madappilly	Non-Promoter	0	-	20,000	20,000	0.17
53	Nowfel V M	Non-Promoter	0	-	10,000	10,000	0.09
54	Arakkal Bhaskaramenon Purusthothaman	Non-Promoter	0	-	20,000	20,000	0.17
55	Annamma George	Non-Promoter	0	-	10,000	10,000	0.09
56	George Joseph	Non-Promoter	0	-	10,000	10,000	0.09
57	Markose V C	Non-Promoter	0	-	20,000	20,000	0.17
58	Joseph N Thomas	Non-Promoter	0	-	10,000	10,000	0.09
59	Joseph Andrews	Non-Promoter	0	-	10,000	10,000	0.09
60	Sini Paul	Non-Promoter	0	-	12,000	12,000	0.10
61	Seldha Biju	Non-Promoter	116	0.00	40,000	40,116	0.35
62	Thomas Jacob	Non-Promoter	0	-	10,000	10,000	0.09
63	Elsie K P	Non-Promoter	0	-	10,000	10,000	0.09
64	Kurian Jacob T	Non-Promoter	0	-	10,000	10,000	0.09
65	Gopalakrishnan M R	Non-Promoter	0	-	20,000	20,000	0.17
66	Anu Mohanan	Non-Promoter	0	-	40,000	40,000	0.35
67	Civy V Pulayath	Non-Promoter	0	-	12,000	12,000	0.10

68	C D Jose	Non-Promoter	0	-	10,000	10,000	0.09
69	Biju Sakariya	Non-Promoter	0	-	10,000	10,000	0.09
70	Abdulkhadar T U	Non-Promoter	0	-	30,000	30,000	0.26
71	Baburajan A V	Non-Promoter	0	-	20,000	20,000	0.17
72	K P Varghese	Non-Promoter	0	-	10,000	10,000	0.09
73	Tresa Alex	Non-Promoter	0	-	20,000	20,000	0.17
74	Raghi Rajesh	Non-Promoter	0	-	10,000	10,000	0.09
75	Ente Naadu Multi State Agro Cooperative Society Limited	Non-Promoter	0	-	8,00,000	8,00,000	6.96
76	Joy Chittethuparayil George	Non-Promoter	0	-	10,000	10,000	0.09
77	John K Mathew	Non-Promoter	0	-	12,000	12,000	0.10
78	Varkey M Cheriyan	Non-Promoter	0	-	10,000	10,000	0.09
79	Joy P V	Non-Promoter	0	-	40,000	40,000	0.35
80	Thushar Thomas Zacharia	Non-Promoter	0	-	10,000	10,000	0.09
81	Jisha Poulose	Non-Promoter	0	-	10,000	10,000	0.09
82	Joe Mathew	Non-Promoter	0	-	10,000	10,000	0.09
83	Ashin Roy	Non-Promoter	0	-	20,000	20,000	0.17
84	Paul K T	Non-Promoter	0	-	10,000	10,000	0.09
85	Suja Wincent	Non-Promoter	0	-	10,000	10,000	0.09

86	Issac T.I	Non-Promoter	0	-	10,000	10,000	0.09
87	Johnson Varghese	Non-Promoter	0	-	10,000	10,000	0.09
88	Paul Abraham	Non-Promoter	0	-	10,000	10,000	0.09
89	Bibinraj V	Non-Promoter	0	-	10,000	10,000	0.09
90	John Thomas	Non-Promoter	0	-	20,000	20,000	0.17
91	Santhosh Kumar	Non-Promoter	0	-	10,000	10,000	0.09
92	Reji Mathew	Non-Promoter	0	-	20,000	20,000	0.17
93	R Vijayan Nair	Non-Promoter	0	-	10,000	10,000	0.09
94	Smiji Thomas	Non-Promoter	0	-	40,000	40,000	0.35
95	John Varghese	Non-Promoter	0	-	10,000	10,000	0.09
96	Shibu Narayanan	Non-Promoter	0	-	20,000	20,000	0.17
97	Sanoob K R	Non-Promoter	0	-	10,000	10,000	0.09
98	Mary Inet Aruja	Non-Promoter	0	-	10,000	10,000	0.09
99	Bipin George	Non-Promoter	0	-	10,000	10,000	0.09
100	James Roy	Non-Promoter	0	-	20,000	20,000	0.17
101	Sushama Sukumaran	Non-Promoter	0	-	10,000	10,000	0.09
102	Abraham Vaidyan	Non-Promoter	0	-	10,000	10,000	0.09
103	Thanish Dalee	Non-Promoter	0	-	10,000	10,000	0.09
104	Peter M Puravath	Non-Promoter	0	-	10,000	10,000	0.09
105	Jolly Wilson	Non-Promoter	0	-	40,000	40,000	0.35
106	Akhil Babu	Non-Promoter	0	-	20,000	20,000	0.17

107	George Mathew P	Non-Promoter	0	-	40,000	40,000	0.35
108	A M Mohan	Non-Promoter	0	-	20,000	20,000	0.17
109	Elezabeth Mathew	Non-Promoter	3,73,750	4.98	2,00,000	5,73,750	4.99
110	Chacko C V	Non-Promoter	0	-	28,000	28,000	0.24
111	Prajitha P Nair	Non-Promoter	0	-	40,000	40,000	0.35
112	A J Yoyakki	Non-Promoter	0	-	30,000	30,000	0.26
113	Jayan K N	Non-Promoter	0	-	20,000	20,000	0.17
114	Jayan K George	Non-Promoter	0	-	20,000	20,000	0.17
115	Joemon Jose	Non-Promoter	0	-	10,000	10,000	0.09
116	Livya Xavier	Non-Promoter	0	-	20,000	20,000	0.17
117	Subramanian P T	Non-Promoter	0	-	40,000	40,000	0.35
118	Johnson Jose	Non-Promoter	0	-	10,000	10,000	0.09
119	Abirami Sujith	Non-Promoter	0	-	40,000	40,000	0.35
120	Babu M N	Non-Promoter	0	-	20,000	20,000	0.17
121	C J John	Non-Promoter	0	-	10,000	10,000	0.09
122	Shyam Bhaskaran	Non-Promoter	0	-	1,00,000	1,00,000	0.87
123	Sajith K A	Non-Promoter	0	-	20,000	20,000	0.17
124	Sooraj Jons Poulose	Non-Promoter	0	-	20,000	20,000	0.17
125	Ansa Anna Saju	Non-Promoter	0	-	10,000	10,000	0.09
126	Vijayan P K	Non-Promoter	0	-	10,000	10,000	0.09
127	Anju Saju	Non-Promoter	0	-	20,000	20,000	0.17

128	Jose M O	Non-Promoter	0	-	10,000	10,000	0.09
129	Seema V R	Non-Promoter	0	-	40,000	40,000	0.35
130	K Josekutty	Non-Promoter	0	-	10,000	10,000	0.09
131	Kolencheril Avara Jose	Non-Promoter	0	-	80,000	80,000	0.70
132	Kulangara Joseph Pauly Joseph	Non-Promoter	0	-	10,000	10,000	0.09
133	Pavan Shiju Ram	Non-Promoter	0	-	28,000	28,000	0.24
134	Peter Chacko	Non-Promoter	0	-	20,000	20,000	0.17
135	Sibin Thomas	Non-Promoter	0	-	20,000	20,000	0.17
136	Meera Thambi	Non-Promoter	0	-	20,000	20,000	0.17
137	V C Georgekutty	Promoter	11,88,014	15.84	40,000	12,28,014	10.68
138	Rini Skariya	Non-Promoter	0	-	20,000	20,000	0.17
139	Erin Lizbeth Shibu	Non-Promoter	4,09,000	5.45	1,00,000	5,09,000	4.43

(ix) Relevant Date:

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Monday, 03rd November, 2025 Monday, a date which is 30 (Thirty) days prior to the date of EGM.

(x) The Class or classes of persons to whom the allotment is proposed to be made:

The allotment of equity shares on preferential basis is proposed to be made to the proposed allottee(s), belonging to the Promoter and Non-Promoters category.

(xi) The Shareholding Pattern of the issuer before and after the Preferential Issue:

S.No	Category	Pre-Issue		No of Shares Proposed to be allotted through Preferential Issue	Post Issue	
		Number of shares	% of shareholding		Number of shares	% of shareholding
A	**Promoters and Promoters Group Holding**					
	1) Indian					
	Individuals/Hindu Undivided Family	35,64,036	47.52	40,000	36,04,036	31.34
	2) Body Corporates					
	3) Foreign Individual					
	Any Other (specify)					
	TOTAL (A)	35,64,036	47.52	40,000	36,04,036	31.34
B	**Non-Promoters Shareholding (Public Holding)**					
	1) Institutions					
	Institutions (Domestic)					
	Institutions (Foreign)					
	Central Government/ State Government(s)/ President of India					
	2)Non-Institutions					
	Investor Education and Protection Fund (IEPF)					
	Directors and their relatives (excluding independent directors and nominee directors)	3,73,750	4.98	2,00,000	5,73,750	4.99
	Resident Individuals holding nominal share capital up to Rs.2 Lakhs	1,98,091	2.64	14,36,000	16,34,091	14.21
	Resident Individuals holding nominal share capital in excess of Rs.2 Lakhs	24,97,159	33.29	15,24,000	40,21,159	34.97
	Non- Resident NRI	1,265	0.02		1,265	0.01

	Body Corporate	7,96,699	10.62	8,00,000	15,96,699	13.88
	Others	69,200	0.92		69,200	0.60
	TOTAL (B)	**3,93,6,164**	**52.48**		**78,9,6,164**	**68.66**
	TOTAL (A+B)	**75,0,0,200**	**100.00**		**1,15,00,200**	**100.00**

(xii)Proposed time within which allotment shall be completed:

As required under the SEBI ICDR Regulations, the equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed equity shares is pending on account of receipt of any approvals or permissions from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:

The following are the disclosures of Ultimate Beneficial Ownership details as applicable:

S. No.	Name of the Allottee	Category	Beneficial Ownership
NIL			

(xiv) Changes in control, if any, in the Company consequent to the issue:

The present allotment is being made to the Promoter and Non- Promoters of the Company but, will not result in any change in the control of the Company.

(xv) Number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential issue/allotments during the year.

(xvi) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

The allotment is not being made for consideration other than cash.

(xvii) Lock in restrictions:

The equity shares to be issued and allotted to the proposed allottees shall be subject to lock-in as per the requirement of the provisions of the Regulation 167(1) and (2) of SEBI (ICDR) Regulations, 2018.

(xviii) Certificate from Practicing Company Secretary:

A certificate from the Practicing Company Secretary, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the members at the Extra-Ordinary General Meeting of the Company. The Certificate will also available on the Company's website.
Link:
https://rfsl.co.in/wp-content/uploads/Website_Investors/4.%20Corporate%20Governance/Disclosures%20of%20Events%20and%20Information/OTHER%20REPORTS/2025-26/PCS%20Compliance%20Certificate.pdf

(xix) Undertakings:

- In accordance with the SEBI ICDR Regulations;
- all the Equity Shares held by the proposed allottees, if any in the Company are in dematerialized form only;
- The Proposed Allottees have not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/within the time stipulated in the SEBI (ICDR) Regulations, 2018 the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee.

a. Disclosure pertaining to willful defaulters or a fraudulent borrower:

Neither the Company nor any of its Promoter/Promoter Group or its Directors are willful defaulters or a fraudulent borrower.

b. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations, 2018.

c. Current and proposed Status of the Proposed Allottees post preferential issue:

The proposed allotment shall be made to promoter and certain identified non-promoters. After allotment there will be no change in Control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules made thereto and relevant provisions of the SEBI ICDR Regulations, 2018 approval of the Members for issue and allotment of the said equity shares to investors is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the equity shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution except Mr. V C Georgekutty, Promoter and Managing Director of the Company being an allottee and Ms. Elezabeth Mathew, being sister of Mr. Varghese Mathew

For and on behalf of Board of Directors
For Richfield Financial Services Limited

Place: Kochi
Date: 06.11.2025

Sd/-
Mr. Vadasseril Chacko Georgekutty
Managing Director
DIN: 09194854