

June 5, 2025

To,  
BSE Limited,  
Listing  
Department,  
Department of Corporate  
Services, Floor, 25, P.J Towers,  
Dalal Street, Mumbai-400001.

Dear Sir/Madam,

**Scrip Code: 539435**

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to the Outcome of the Board Meeting filed on May 28, 2025, we are enclosing herewith the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members on the Resolution as mentioned in the Postal Ballot Notice dated June 5, 2025 pursuant to Section 110 of the Companies Act, 2013 read with Section 108 of Companies Act 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

The Postal Ballot Notice along with the Explanatory Statement, is being sent to the Members whose names have appeared in the Register of Members/Register of Beneficial Owners received from Niche Technologies Private Limited, Registrar and Share Transfer Agents of the Company and the Depositories as on Friday, May 30, 2025 ("Cut-Off date") and whose e-mail IDs are registered with the Company/ Depositories, in accordance with various Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time.

In terms of the MCA Circulars, the Postal Ballot Notice is being sent in electronic form only. The physical copies of the Postal Ballot Notice along with postal ballot form and pre-paid business envelopes are not sent to the members for the postal ballot in accordance with the requirements specified under MCA Circulars.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing e-voting facility to the Members. The e-voting facility will be available from 9:00 A.M. (IST) on Saturday, June 7, 2025, to 5:00 P.M. (IST) till Sunday, July 6, 2025. The voting results of postal ballot e-voting will be declared on or before Monday, July 7, 2025.

Members who have not registered their e-mail IDs are requested to register their e-mail IDs with Niche Technologies Private Limited, Registrar and Share Transfer Agent/ Depositories by following the procedure provided in the Postal Ballot Notice dated June 5, 2025, pursuant to which, the Member may receive the Postal Ballot Notice along with the Login ID and Password for remote e-voting, on the e-mail ID provided by the Member. In case of any queries, Members may send e-mail to [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com)/[secretarial@rfsl.co.in](mailto:secretarial@rfsl.co.in).



**RICH FIELD FINANCIAL SERVICES LIMITED**

The copy of the said Notice of Postal Ballot is made available on the website of the Company, viz. [www.rfsl.co.in](http://www.rfsl.co.in) and on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

We kindly request you to take the above on your records.

Thanking you,

Yours faithfully,

**For Richfield Financial Services Limited**

**Mr. Vadasseril Chacko Georgekutty**  
**Managing Director**  
**DIN: 09194854**

## **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Section 108 of Companies Act 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

**To,  
The Members**

NOTICE is hereby given that the resolution set out below is proposed to be passed by the shareholders of Richfield Financial Services Limited ("the Company") by means of Postal Ballot only through remote e-voting by electronic means ("remote e-voting"), in accordance with the provisions of Section 110 read with Section 108 of Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards, on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force).

In compliance with the aforesaid Circulars, this Postal Ballot Notice ("Notice") is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent ("RTA") as on Friday, May 30, 2025 ("the cut-off date") and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Nikhil George Pinto (Membership No.: FCS 11074, CP: 16059) Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, Kochi as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote e-voting period commences from Saturday, June 7, 2025, at 9:00 a.m. (IST) and shall end on Sunday, July 6, 2025, at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Managing Director or any other person authorized by him. The results declared, along with the Scrutinizer's Report, shall be announced by the Managing Director or such person as authorized, within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final. The said results will be displayed on the website of the Company at [www.rfsl.co.in](http://www.rfsl.co.in), the website of NSDL at <https://www.evoting.nsdl.com/> and shall also be communicated to the Stock Exchanges where the Equity Shares of the Company are listed viz. BSE Limited ('BSE') and be made available on its websites viz. at [www.bseindia.com](http://www.bseindia.com).

The voting results along with the scrutinizer's report would be intimated to BSE Limited ("BSE") where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website, i.e., [www.rfsl.co.in](http://www.rfsl.co.in).

## **SPECIAL BUSINESS:**

### **ITEM NO. 1**

#### **To approve shifting of registered office of the Company from the State of West Bengal to the State of Tamil Nadu and consequent alteration in the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Rule 30 of Companies (Incorporation) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions made thereunder (including any statutory amendment or modification or re-enactment thereof for the time being in force), and subject to the confirmation/ approval of the Regional Director, Eastern Region, Ministry of Corporate Affairs and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "State of West Bengal" to the "State of Tamil Nadu" and consequently, to substitute and replace the existing Clause 2 of the Memorandum of Association of the Company by the following Clause:

*"2 The Registered Office of the Company will be situated in the State of Tamil Nadu"*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors of the Company be and is hereby severally authorized to take all such steps and actions as may be deemed necessary to give effect to the aforesaid resolution, including the filing of a Petition under Sections 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, before the Regional Director, and to act for every purpose in connection therewith and/or incidental thereto."

**By order of the Board of Directors  
For Richfield Financial Services Limited**

**Sd/-  
Vadasseril Chacko Georgekutty  
Managing Director  
DIN: 09194854**

**Date: June 5, 2025**

**Place: Kochi**

**NOTES:**

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. The Board of Directors of the Company has appointed CS Nikhil George Pinto (Membership No.: FCS 11074, CP: 16059) Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, Kochi, as the Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.
3. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), the notice of postal ballot is being sent in electronic form only by email to those members whose names appear in the Register of Members/ Register of Beneficial Owners as received from depositories, i.e., National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, May 30, 2025 ("the cut-off date") and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) ("DPs") in accordance with the process outlined in this Notice. Shareholders who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
4. As per the MCA circulars, physical copies of this Postal Ballot notice, Postal Ballot forms and pre-paid Business envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through e-voting only.
5. Members whose names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member on Cut-off Date should treat this notice for information purpose only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
6. The Company has made special arrangements to facilitate members to receive this notice electronically and cast their vote electronically, as per the process given below:
  - a) For voting on the resolution proposed in the postal ballot through e-voting, members who have not registered their email address may get their email address registered by sending an email to [rfslnbfc@gmail.com](mailto:rfslnbfc@gmail.com) / [secretarial@rfs.co.in](mailto:secretarial@rfs.co.in). The members shall provide the following details in the e-mail.

Full Name:  
No. of shares held:  
Folio number (if shares held in physical)  
Share certificate number (if shares held in physical)  
DPID & Client ID (if shares are held in demat)  
E-mail ID
  - b) On receipt of the email, the member would get soft copy of the notice and the procedure for e-voting. In case of any queries, member may write to [rfslnbfc@gmail.com](mailto:rfslnbfc@gmail.com) / [secretarial@rfs.co.in](mailto:secretarial@rfs.co.in).
  - c) It is clarified that for permanent registration of change in relation to the name, registered address, email id, mobile no., PAN, bank details such as, name of the bank and branch details,

bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:

- i. for shares held in electronic form: to their respective DP; and
  - ii. for shares held in physical form: to the Company RTA (M/s. Niche Technologies Private Limited) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the above-mentioned details which are not registered in their respective folio no(s).
7. The Postal Ballot Notice has been placed on the Company's website [www.rfsl.co.in](http://www.rfsl.co.in) and National Securities Depository Limited (NSDL) e-voting's website link <https://www.evotingindia.com/PageDownload.jsp> and will remain on such website until the last date of e-voting on the said Postal Ballot Notice.
8. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.
9. The voting rights of members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on cut-off date, i.e., May 30, 2025.
10. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on general meetings ("SS-2"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed National Securities Depository Limited (NSDL) ("the Agency") for facilitating e-voting to enable the members to cast their votes electronically.
11. The remote e-voting facility will be available during the following period:

Commencement of e-voting	07.06.2025 (Saturday) at 9:00 a.m. (IST)
End of e-voting	06.07.2025 (Sunday) at 5:00 p.m. (IST)

During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date, i.e., 30.05.2025 (the closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

12. The vote in this Postal Ballot cannot be exercised through proxy.
13. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer(s) will submit their report to the Chairman or in his absence to any such Director authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).
14. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

15. The result of Postal Ballot shall be declared by the Managing Director or in his absence, by any other Director, so authorized by the Managing Director on or before Monday, July, 07, 2025 at the Corporate Office of the Company at Door No. 53/2320-C, First Floor, Ashiyana Building, Subash Chandra Bose Road, Opp. CKCGHS, Ponnurunni, Vytilla- 682019.
16. The Resolutions will be taken as passed effectively on the last date of e-voting, i.e., July 6, 2025, on announcement of the result in the manner set out above, if the results of the respective resolutions set out in Postal Ballot Notice indicate that the requisite majority of the members had assented to the respective Resolutions.
17. The result of the Postal Ballot along with Scrutinizer's Report will be displayed on the Notice Board of the Company at its Registered Office and Corporate Office and will also be hosted on the Company's website link [www.rfsl.co.in](http://www.rfsl.co.in) as well as of NSDL website: <https://www.evoting.nsdl.com/>. The results shall also be communicated to the BSE.
18. A copy of each of the documents referred to in the accompanying Statement is open for inspection at the Corporate Office of the Company on all working days except Saturday and holidays, between 11:00 a.m. and 01:00 p.m. from the date of dispatch until the last date for receipt of e-votes. The documents will be hosted in the website of the Company at [www.rfsl.co.in](http://www.rfsl.co.in).

### **Instruction for e-voting**

19. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/ 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

### **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>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <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 <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> 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 during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><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. 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [caesarpintojohn@gmail.com](mailto:caesarpintojohn@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](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 [SubhashisS@nsdl.com](mailto:SubhashisS@nsdl.com) 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 [rfslnbfc@gmail.com](mailto:rfslnbfc@gmail.com) / [secretarial@rfs.co.in](mailto:secretarial@rfs.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 [rfslnbfc@gmail.com](mailto:rfslnbfc@gmail.com) / [secretarial@rfs.co.in](mailto:secretarial@rfs.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 for Individual shareholders holding securities in demat mode.**
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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE**

**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF  
WEST BENGAL TO THE STATE OF TAMIL NADU AND CONSEQUENT ALTERATION IN THE  
MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Registered Office of the Company is currently situated at *2B, Grant Lane, 2nd Floor, Kolkata - 700012, West Bengal, India*. As the Company does not carry out any significant business operations in the State of West Bengal apart from maintaining its Registered Office, the Board of Directors of the Company, at its meeting held on **May 28, 2025**, considered and approved a proposal to shift the Registered Office from Kolkata, West Bengal to Chennai, Tamil Nadu, subject to the necessary approvals of the shareholders and the Central Government (through the Hon'ble Regional Director, Eastern Region, Kolkata).

The Board believes that shifting the Registered Office to Tamil Nadu would lead to better administrative efficiency, improved access to professional resources, and reduced operating costs. The move is expected to enhance overall business convenience and resource utilization. The proposed shift will not adversely affect any stakeholder, including employees, shareholders, or creditors of the Company.

As per the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014, shifting the Registered Office from one state to another requires approval by way of a Special Resolution of the members and confirmation from the Regional Director.

Accordingly, approval of the Shareholders is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of West Bengal to the State of Tamil Nadu and, consequently, for altering Clause 2 of the Memorandum of Association of the Company (MOA).

The existing Memorandum of Association and the proposed draft (reflecting the revised Clause 2) shall be available for inspection at the Company's current Registered Office between 03:00 p.m. and 05:00 p.m. on all working days (except Saturdays, Sundays, and public holidays) until the close of the remote e-voting period. Members who wish to inspect the documents electronically may send a request to [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com) / [secretarial@rfsl.co.in](mailto:secretarial@rfsl.co.in) mentioning their Name, Folio No./Client ID, DP ID, and the specific document(s) they wish to inspect.

After obtaining shareholders' approval through this Postal Ballot, the Company will file the requisite application with the Hon'ble Regional Director, Eastern Region, Ministry of Corporate Affairs, in accordance with the applicable provisions of the Act.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as a Special Resolution in the best interest of the Company.

The Board recommends the resolution as set out in Item No. 1 of the accompanying Notice for approval of the members as a Special Resolution, in the best interest of the Company.



**RICH FIELD FINANCIAL SERVICES LIMITED**

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors  
For Richfield Financial Services Ltd**

**Sd/-**

**Vadasseril Chacko Georgekutty  
Managing Director  
DIN: 09194854**

**Date: June 5, 2025**

**Place: Kochi**