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(Please scan this QR Code to view the RHP)



# RNFI SERVICES LIMITED

Our Company was originally incorporated as 'RNFI Services Private Limited', a private limited company under Companies Act, 2013, pursuant to a certificate of incorporation dated October 13, 2015 issued by the Registrar of Companies, Delhi. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our shareholders at an Extra-ordinary General Meeting held on November 22, 2023 and a fresh certificate of incorporation dated December 28, 2023 was issued by the Registrar of Companies, Delhi consequent upon conversion, recording the change in name of our Company from 'RNFI Services Private Limited' to 'RNFI Services Limited'. For details of change in the name and registered office of our Company, see **"History and Certain Corporate Matters"** on page 166 of the Red Herring Prospectus dated July 12, 2024.

Registered Office: UG-5, Relipay House, Plot No. 42, DLF Industrial Area Kirti Nagar, West Delhi, New Delhi, Delhi, India, 110 015. **Contact Person:** Kush Mishra, Company Secretary and Compliance Officer; **Tel:** +91 844 898 5100; **E-mail:** cs@rnfiservices.com; **Website:** www.rnfiservices.com; **Corporate Identity Number:** U71414DL2015PLC286390

**OUR PROMOTERS: RANVEER KHYALIYA, NITESH KUMAR SHARMA, DEEPANKAR AGGARWAL, RAJAN KUMAR, KRISHNA KUMAR DAGA, CHARANJEET SINGH AND SIMRAN SINGH PRIVATE TRUST**

## THE ISSUE

INITIAL PUBLIC OFFER OF UP TO 67,44,000<sup>\*</sup> EQUITY SHARES OF FACE VALUE ₹10 EACH (THE "EQUITY SHARES") OF RNFI SERVICES LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING SECURITIES PREMIUM OF ₹[●] PER EQUITY SHARE) ("ISSUE PRICE"), AGGREGATING UP TO ₹[●] LAKHS (THE "ISSUE") OF WHICH 3,84,000 EQUITY SHARES AGGREGATING TO ₹[●] LAKHS (CONSTITUTING UP TO [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.03% AND 25.49% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE SEE **"TERMS OF THE ISSUE"** ON PAGE 318 OF THE RED HERRING PROSPECTUS.

<sup>\*</sup>Subject to finalization of Basis of Allotment

**QIB PORTION: NOT MORE THAN 50.00% OF THE NET ISSUE | NON-INSTITUTIONAL PORTION: NOT LESS THAN 15.00% OF THE NET ISSUE**  
**RETAIL PORTION: NOT LESS THAN 35.00% OF THE NET ISSUE | MARKET MAKER PORTION: UPTO 3,84,000 EQUITY SHARES OR 5.69% OF THE ISSUE**  
**PRICE BAND: ₹ 98 TO ₹ 105 PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH**  
**THE FLOOR PRICE IS 9.80 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 10.50 TIMES OF THE FACE VALUE OF THE EQUITY SHARES**  
**BIDS CAN BE MADE FOR A MINIMUM OF 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER**

In making an investment decision, potential investors must only rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription. (For further details please see section titled **"Issue Structure"** beginning on page 329 of the Red Herring Prospectus).

### RISK TO INVESTORS:

- A substantial portion of the revenue is generated from our banking partners. Our success depends on our ability to maintain a mutually beneficial partnership with our banking partners. Any failure to maintain our relationships with them could have an adverse impact on our operations.
- We depend on our front-end network partners to distribute our products and services to the end customer. Growth of our business and revenue is dependent upon our ability to continue to grow our network partners. If we are not able to continue to grow or retain our base of network partner, generate repeat use and increase transaction volume, our business may be adversely affected.
- The merchant banker associated with the issue has handled 2 public issues in the past three years out of which none of the Issues closed below the Issue price on Listing date.
- The Average Cost of Acquisition of Equity Shares by our Promoters is as follows:

Name of the Promoters	Number of equity shares as on the date of the Red Herring Prospectus	Average cost price per Equity Share (₹)
Ranveer Khyaliya	100	Nil <sup>*</sup>
Nitesh Kumar Sharma	100	Nil <sup>*</sup>
Simran Singh Private Trust	1,63,02,519	Nil <sup>#</sup>

<sup>\*</sup>The outstanding shares are acquired in a bonus issue and hence the consideration Nil.

<sup>#</sup>The outstanding shares are acquired by way of settlement in trust and hence the consideration is Nil.

- The weighted average cost of acquisition of all shares transacted in (i) last one (1) year; (iii) last eighteen (18) months and (iii) last three (3) years preceding the date of the Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last one (1) year preceding the date of the Red Herring Prospectus	84.76	1.24	Nil <sup>##</sup> -105
Last eighteen (18) months preceding the date of the Red Herring Prospectus	84.76	1.24	Nil <sup>##</sup> -1,887
Last three (3) years preceding the date of the Red Herring Prospectus	84.76	1.24	Nil <sup>##</sup> -1,887

<sup>##</sup>Acquisition price is Nil on account of equity shares allotted pursuant to the bonus issue

### ISSUE PROGRAMME

**ANCHOR BID OPENS ON FRIDAY, JULY 19, 2024\***

**ISSUE OPENS ON MONDAY, JULY 22, 2024\* | ISSUE CLOSES ON WEDNESDAY, JULY 24, 2024\*\***

<sup>\*</sup>Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 (one) Working Day prior to the Bid/Issue Opening Date. <sup>\*\*</sup>Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. <sup>†</sup>The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day

## THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON SME PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE EMERGE')

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Self Certified Syndicate Banks ("SCSB") and Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of SEBI ICDR Regulation and in compliance with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs"), the "QIB Portion", provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs (the "Net QIB Portion"). Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders ("Non-Institutional Portion") and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders ("Retail Portion") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RBIs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Bids through the ASBA process. For details, see **"Issue Procedure"** on page 329 of the Red Herring Prospectus. A copy of the Prospectus will be filed with the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

Bidders/Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/ Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/ Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an issue. Bidders/ Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders/ Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Investors must ensure that their PAN is linked with AADHAR and are in compliance with CBDT Notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard..

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see section titled **"History and Certain Corporate Matters"** on page 166 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section titled **"Material Contracts and Documents for Inspection"** on page 375 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS AS PER MOA:** The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorized share Capital of the Company is ₹ 24,99,00,000/- divided into 2,49,90,000 Equity Shares of face value of ₹ 10/- each. The issued, subscribed and paid-up share capital of the Company before the issue is ₹ 18,20,86,880/- divided into 1,82,08,688 Equity Shares of face value of ₹ 10/- each. For details of the Capital Structure, see section titled **"Capital Structure"** on the page 75 of the Red Herring Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company, Ranveer Khyaliya - 5,000 Shares, Nitesh Kumar Sharma - 5,000 Shares of ₹ 10/- each. For Details of the main objects of the Company as contained in the Memorandum of Association, see section titled **"History And Certain Corporate Matters"** on page 166 of the Red Herring Prospectus. For details of the share capital and capital structure of the Company see section titled **"Capital Structure"** on page 75 of the Red Herring Prospectus.

**LISTING:** The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE"). Our Company has received an 'in-principle' approval letter dated July 1, 2024 from NSE for using its name in this offer document for listing our shares on the EMERGE Platform of the NSE. For the purposes of the Issue, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 28(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus until the Bid/Issue Closing Date, see **"Material Contracts and Documents for Inspection"** on page 375 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. The Red Herring Prospectus has been filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 309 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF NSE ('NSE EMERGE') (THE DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 310 of the Red Herring Prospectus for the full text of the Disclaimer Clause of NSE.

**RISKS IN RELATION TO FIRST ISSUE:** This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each and the Issue Price is [●] times of the face value of the Equity Shares. The Floor Price, Cap Price and Issue Price determined and justified by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in **"Basis for Issue Price"** on page 101 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to the section titled **"Risk Factors"** on page 32 of the Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY:** Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in the Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**ASBA\***

Simple, Safe, Smart way of Application- Make use of it!!!

<sup>\*</sup>Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details check section on ASBA.

**Mandatory in Public Issues.**  
**No cheque will be accepted.**

UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and the subsequent press releases, including press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 7 of 2022 dated March 30, 2022 read with the press release dated March 28, 2023 and any subsequent press releases in this regard..

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; and (ii) Non-Institutional Bidders with an application size of up to ₹ 5,00,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Issue Procedure" on page 329 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the website National Stock Exchange of India Limited ("NSE"), and "Stock Exchange" and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](https://www.sebi.gov.in). UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. ICICI Bank Limited has been appointed as the Sponsor Banks for the Issue, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For UPI related queries, investors can contact NPCI at the toll-free number-18001201740 and Mail ID- [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in). For Issue related grievance investors may contact: Choice Capital Advisors Private Limited - Ms. Nimisha Joshi / Ms. Shreya Poddar (+91 22 6707 9999 / 7919) (Email ID: [mfi.ipo@choicelndia.com](mailto:mfi.ipo@choicelndia.com)).

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<b>Choice</b> The Joy of Earning Choice Capital Advisors Private Limited Sunil Patodia Tower, Plot No.156-158, J.B. Nagar, Andheri (East), Mumbai - 400 099, Maharashtra, India Telephone: +91 22 6707 9999 / 7919; E-mail: <a href="mailto:mfi.ipo@choicelndia.com">mfi.ipo@choicelndia.com</a> Website: <a href="http://www.choicelndia.com">www.choicelndia.com</a> /merchant-investment-banking; Investor Grievance E-mail: <a href="mailto:regulator_advisors@choicelndia.com">regulator_advisors@choicelndia.com</a> Contact Person: Nimisha Joshi / Shreya Poddar; SEBI Registration No.: INM000011872	<b>Skyline</b> Financial Services Pvt.Ltd. Skyline Financial Services Private Limited D-153 A, 1st Floor Okhla Industrial Area, Phase-I, New Delhi - 110 020, India Telephone: +91 11 40450193-97; E-mail: <a href="mailto:ipo@skynlnta.com">ipo@skynlnta.com</a> Investor grievance email: <a href="mailto:grievances@skynlnta.com">grievances@skynlnta.com</a> ; Website: <a href="http://www.skynlnta.com">www.skynlnta.com</a> Contact Person: Anuj Rana; SEBI Registration No: INR00003241	<b>Mr. Kush Mishra</b> RNFI SERVICES LIMITED Address: UG-5, Relipay House, Plot No. 42 DLF Industrial Area Kirti Nagar West Delhi, New Delhi, Delhi, India, 110015 Telephone: +91 84 4898 5100; E-mail id: <a href="mailto:cs@rnfiservices.com">cs@rnfiservices.com</a> ; Website: <a href="http://www.rnfiservices.com">www.rnfiservices.com</a> Investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Issue in case of any pre- Issue or post- Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investors should note that Investment in Equity Shares involves a degree of risk and are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the company at [www.rnfiservices.com](http://www.rnfiservices.com), the website of the BRLM to the Issue at [www.choicelndia.com/merchant-investment-banking](http://www.choicelndia.com/merchant-investment-banking) and the website of NSE Emerge at [https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) respectively.

**AVAILABILITY OF BID-CUM-APPLICATION FORMS:** Bid-Cum-Application forms can be obtained from the Registered Office of the Company: RNFI SERVICES LIMITED, Tel: +91 844 898 5100, Registered office of the BRLM: Choice Capital Advisors Private Limited, Telephone: +91 22 6707 9999 / 7919 and at the selected locations of the Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE Emerge and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

**ESCROW COLLECTION BANK(S)/ PUBLIC ISSUE ACCOUNT BANK/BANKERS TO THE ISSUE/ REFUND BANK/ SPONSOR BANK:** ICICI Bank Limited.

**Disclaimer:** RNFI SERVICES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares the Red Herring Prospectus dated July 12, 2024 has been filed with the Registrar of Companies, Delhi and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of NSE Emerge at [https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) and is available on the websites of the BRLM at [www.choicelndia.com/merchant-investment-banking](http://www.choicelndia.com/merchant-investment-banking). Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Red Herring Prospectus including the section titled **"Risk Factors"** beginning on page 32 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in "offshore transactions" in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.