



RLF LIMITED

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Regd. Office: 14 kms, Gurgaon Pataudi Road, Village Jhund Sarai Veeran,
Distt. Gurgaon (Haryana) 122016
E-mail: compliance@rlfltd.com; teamunited83@gmail.com,
Website: www.rlfltd.com **CIN:** L74999HR1979PLC032747

Date: 4th September, 2025

To,
The General Manager,
Department of Corporate Services
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip Code: 512618
BSE Symbol: RLF

Subject: Notice of the 45th Annual General Meeting ('AGM') for the Financial Year 2024- 25

Dear Sir/ Madam,

It is to inform you about that the **45th Annual General Meeting ("AGM")** of RLF Limited (The Company) will be held on **Tuesday, 30th September, 2025**, at 10:00 A.m. (IST) at the registered office 14 Kms, Gurugram Pataudi Road, Sector- 95 Village Jhund Sarai Veeran, Distt. Gurugram, Haryana 122016, to transact the business as set forth in the Notice of the AGM.

Pursuant to **Regulation 30** and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Notice for the 45th AGM of the Company for the financial year 2024- 25 is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 45th AGM along with Annual Report for the financial year 2024-25 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM will be provided by MUFG Intime India Private Limited. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Saturday, 27th September, 2025 at 09:00 A.M.
The remote e-voting period ends on	Monday, 29th September, 2025 at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.

**Thanking you,
Yours Faithfully,
For RLF LIMITED**

**Aditya Khanna
Managing Director
DIN: 01860038**

NOTICE OF THE 45TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 45TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122016 AT 10:00 AM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:**ITEM NO. 1**

TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

The financial statement consisting of Balance Sheet as on March 31, 2025, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2025 along with the reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT pursuant to the provisions of section 129, 134 and all other applicable provision of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Financial Statements of the company for the financial year ended 31st March 2025 and reports of the Board of Directors and Statutory Auditor thereon, as circulated to the members, be and are hereby considered and approved.”

ITEM NO. 2

TO RE-APPOINT MR. ADITYA KHANNA (DIN: 01860038), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Aditya Khanna (DIN: 01860038)**, who retires by rotation at this meeting and being eligible for reappointment, be and is hereby re-appointed as Director of the company.”

SPECIAL BUSINESSES:**ITEM NO. 3****TO RE-APPOINT MRS. GUNJA SINGH (DIN: 08592621) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, MRS. GUNJA SINGH (DIN: 08592621), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from October 11, 2019 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a period of 4 (Four) years effective from 01th October 2025 till 30th September, 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to take all necessary steps to give effect the above resolutions.”

ITEM NO. 4**TO REGULARIZE MR. KARM SAWHNEY (DIN: 09821671) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Karm Sawhney (DIN: 09821671), who was appointed as an, Additional Director (Non- Executive Independent Director) of the Company by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from **29th May 2025**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for first term of 5 (Five) consecutive years commencing from **29th May 2025** upto **28th May 2030.**”

RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to take all necessary steps to give effect the above resolutions.”

ITEM NO. 5

TO CONSIDER AND APPROVAL FOR THE RELATED PARTY TRANSACTION WITH "SIPL TEXTILE PRIVATE LIMITED" AS TO BE HELD IN THE F.Y. 2025-26:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of 5 Crores, with **"SIPL Textile Private Limited"**

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all other matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, managing director, whole time director(s), director(s) and/or any officers of the Company, and authorize them to sign and execute all agreements, applications, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution."

ITEM NO. 6

TO CONSIDER AND APPROVAL FOR THE RELATED PARTY TRANSACTION WITH "UNITED LEASING & INDUSTRIES LIMITED" AS TO BE HELD IN THE F.Y. 2025-26:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of 5 Crores, with **"United Leasing & Industries Limited"**

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all other matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, , managing director, whole time director(s), director(s) and/or any officers of the Company, and authorize them to sign and execute all agreements, applications, contracts, deeds, and/or documents

that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution.”

ITEM NO. 7**TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan Including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, up to an aggregate sum of Rs. 10/-Crores (Rupees Ten Crores Only) (including the loans already advanced, guarantee already provided), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and are hereby severally authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

ITEM NO. 8**TO APPROVE THE BORROWING LIMIT OF THE COMPANY**

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

“**RESOLVED THAT** in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money up to Rs. 10/-Crores (Rupees Ten Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

“RESOLVED FURTHER THAT any director of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
RLF Limited**

**Date: 02.09.2025
Place: Gurugram**

**Sd/-
Deepti Mittal
Company Secretary &
Compliance Officer**

IMPORTANT NOTES:**1. EXPLANATORY STATEMENTS**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of the Special Business from **Item No. 3 to Item No. 8** to be transacted at the meeting is annexed to this Notice.

2. PROXY & ATTENDANCE

A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a Proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Corporate Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. A Proxy Form for AGM is enclosed in the Annual Report.

A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

Corporate Member are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in their Annual Report.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

3. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 24th September, 2025 to 30th September, 2025 (Both days inclusive).

4. ANNUAL REPORT

- ✦ Electronic copy of the Annual Report for the year ended 31st March, 2025 is being sent to all the members whose E-Mail IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Annual Report are being sent in the permitted mode.
- ✦ Electronic copy of the Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form under section 105 of the Act is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Notice of the 45th Annual General Meeting of the Company inter alia

indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

- ✦ Members may also note that the Notice of 45th Annual General Meeting and the Annual Report for the Financial Year 2024-25 will also be available on the Company's website www.rlf ltd.com and website of the stock exchange i.e BSE Limited at www.bseindia.com for download. The physical copies of the aforesaid documents will also be available at the and Corporate Office/ Liaison Office, Delhi. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, 29th August, 2025
- ✦ Members desirous of obtaining any information concerning Financial Statements and operations of the Company or any other matter to be placed at the meeting are requested to send their queries at an early date before the date of AGM, through email on compliance@rlf ltd.com The same will be replied by the Company suitably.
- ✦ All relevant documents referred to in this Notice and explanatory statement requiring the approval of the Members at the Meeting, Statutory Registers will be available for inspection in electronic mode without any fee. Members seeking to inspect such documents can send email at compliance@rlf ltd.com mentioning their name, folio no / DP ID and Client ID along with a self-attested copy of their PAN card.
- ✦ Documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the members through email. The Members are requested to send an E-mail to compliance@rlf ltd.com for the same.

5. DEMATERIALIZATION AND UPDATION OF DETAILS

- ✦ To support the “Green Initiative”, the Members who have not registered their E-Mail addresses are requested to register the same with the R&T Agent/Depositories.
- ✦ In case of any change in relation to the Name, Registered Address, e-mail 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 MUFG Intime India Pvt. Ltd.) in prescribed Form No. ISR-1 SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has rescinded the SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023 had simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC details and Nomination. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circulars. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Forms. The format of the abovementioned forms is available on the Company's website under the web link at www.rlf ltd.com and on the website of the Company's RTA at www.in.mpms.mufg.com
- ✦ For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing

of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant intimations to the members from time to time.

- ✦ As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at www.rlf ltd.com, and website of the Registrar and Transfer Agent ('RTA') at www.in.mpms.mu fg.com. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- ✦ Pursuant to the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue the securities in dematerialised form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which is available on the Company's website under the web link at www.rlf ltd.com and on the website of the Company's RTA at www.in.mpms.mu fg.com
- ✦ Pursuant to Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that securities shall be issued only in dematerialized mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, the members are advised to dematerialize their holdings. However, vide SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window for a period of six months from July 07, 2025 to January 06, 2026 has been made available only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise. All shares re-lodged during this period will be processed

through the transfer-cum-demat route, i.e. they will only be issued in dematerialized (demat) form after transfer.

- ✦ In order to continue its endeavour towards paperless communication, Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialised form. Members may contact the Company or RTA, for assistance in this regard.

6. OTHER USEFUL INFORMATION

- ✦ Non-Resident Indian Members are requested to inform the RTA immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
 - iii. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- ✦ The Securities and Exchange Board of India ('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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
- ✦ The Company has designated an exclusive e-mail ID compliance@rlf ltd.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal. Further, SEBI vide circular dated July 31, 2023 read with Master Circular dated December 29, 2023, has been established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at www.rlf ltd.com
- ✦ Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio. The consolidation will be processed in demat form.
- ✦ For any communication, the shareholders may also send requests to the Company's E-Mail id: compliance@rlf ltd.com.
- ✦ To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) for so long. Periodic statement of holdings should be obtained from the concerned Depository Participant ("DP") and holdings should be verified from time to time.

7. VOTING THROUGH ELECTRONIC MEANS

- ✦ The voting period begins on 27th September, 2025 9.00 a.m. (IST) and ends on 29th September, 2025, 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September,

2025, may cast their vote electronically. The E-Voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.

In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

- ✦ For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt. Ltd ("RTA") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting during the AGM will be provided by MUFG Intime India Pvt. Ltd.
- ✦ Mr. Sumit Bajaj, Practicing Company Secretary (Membership No. ACS 45042) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- ✦ The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- ✦ The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.rlf ltd.com within three days of the passing of the resolutions at the Annual General Meeting of the Company that will be held on Tuesday, 30th day of September, 2025 and communicated to the BSE Ltd. within the prescribed period.

VOTING THROUGH ELECTRONIC MEANS**1. Remote e-Voting Instructions for shareholders**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility
Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on “**Login**” under ‘**SHARE HOLDER**’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

4. Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- F. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - c. 'Investor PAN' - Enter your 10-digit PAN.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under "On-going Events".
- e) Enter "16-digit Demat Account No." for which you want to cast vote.
- f) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- g) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- h) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in 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 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

**By Order of the Board
RLF Limited**

**Date: 02.09.2025
Place: Gurugram**

**Sd/-
Deepti Mittal
Company Secretary &
Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 [five] consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company. The Members of the Company had at the Annual General Meeting held on 09th October, 2020 approved the appointment of following Independent Directors for a period of 5 years and is eligible for re-appointment for a second term on the Board of the Company.

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act, and as per Articles of Association of the Company, Mrs. Gunja Singh, is eligible for re-appointment as Independent Directors and had offered themselves for re-appointment. The Board of Directors recommends the proposal to re-appoint them as Independent Directors for a term as mentioned in the respective special resolutions.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Gunja Singh signifying their candidature as an Independent Director of the Company. The Company has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for re-appointment as an Independent Director of the Company and are independent of the management.

The Board considers that association of the Independent Directors would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Director.

Brief profile of Mrs. Gunja Singh is as under:

Ms. Gunja Singh, aged 40 years, is a graduate with over six years of experience in the garment industry. She has gained substantial knowledge and hands-on expertise in various aspects of garment manufacturing, quality control, and operations management. Her professional journey reflects a strong commitment to excellence, and she continues to contribute meaningfully to the growth and efficiency of the industry.

The additional details of Mrs. Gunja Singh as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice.

None of the Independent Director hold by himself / herself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors who are proposed to be reappointed is related to any Director or Key Managerial Personnel of the Company or their relatives. Except for the appointee Director for the purpose of her own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 for the approval of Members.

ITEM NO. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 29th May 2025 had appointed Mr. Karm Sawhney (DIN: 09821671) as an Additional Director (Non-Executive Independent Director) of the Company for a first term of five (5) years effective from 29th May 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

The Company has received from Mr. Karm Sawhney (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He doesn't hold any equity shares in the Company.

Brief profile of Mr. Karm Sawhney is as under:

Mr. Karm Sawhney, aged 30 years, is an Associate Member of the Institute of Company Secretaries of India (ICSI). He holds a Bachelor's degree in Commerce from the University of Delhi and is a Practicing Company Secretary with over four years of experience in corporate legal advisory, compliance, and secretarial practices.

He is also a Registered Trade Mark Agent and has been actively involved in advising clients on matters related to company law, regulatory compliance, intellectual property, and corporate governance.

The terms and conditions for appointment of Mr. Karm Sawhney as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mr. Karm Sawhney are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no. 4 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. They also possess requisite skills, expertise and competencies in the business.

The additional details of Mr. Karm Sawhney as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice.

Mr. Karm Sawhney are deemed to be interested in the resolution relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 4 of this Notice.

The Board recommends the resolution set forth in **Item No. 4** for the approval of Members as a **Special Resolution**.

ITEM NO. 5

The provision of Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Regulation 23 of the SEBI (LODR) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions with **"SIPL Textile Private Limited"**. As per Regulation 23 of the SEBI (LODR) Regulations, 2015 all transactions which are material in nature entered by the Company, need the approval of shareholders.

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s) /arrangement(s) /agreement(s) with related parties as defined under Section 2(76) of the Companies Act, 2013, whether currently identified or to be identified during FY 2025- 26, up to an aggregate value not exceeding ₹5 crores (Rupees Five Crore only) for the financial year 2025-26.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit").

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Aditya Khanna and Ashish Khanna is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 5**

The Board recommends the resolution set forth in **Item No. 5** for the approval of the members.

Particulars of material related party transaction limits with SIPL Textile Private Limited

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Sale, purchase or supply of any goods or materials
2.	Name of Related Party	SIPL Textile Private Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The shareholders' approval shall be valid for the period commencing from the conclusion of the 45th Annual General Meeting and shall remain in force until the conclusion of the 46th Annual General Meeting of the Company to be held in the year 2026.

5.	Value of proposed transaction	The Value of proposed transactions with SIPL Textile Private Limited in the financial year 2025-26 is expected to be upto 5 Crore.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with SIPL Textile Private Limited during the FY 2025-26 will be 10% or more of the annual turnover of the Company for the FY 2024-25	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with SIPL Textile Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with SIPL Textile Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

ITEM NO. 6

The provision of Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Regulation 23 of the SEBI (LODR) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions with **"United Leasing and Industries Limited"**. As per Regulation 23 of the SEBI (LODR) Regulations, 2015 all transactions which are material in nature entered by the Company, need the approval of shareholders.

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s)

/arrangement(s) /agreement(s) with related parties as defined under Section 2(76) of the Companies Act, 2013, whether currently identified or to be identified during FY 2025– 26, up to an aggregate value not exceeding ₹5 crores (Rupees Five Crore only) for the financial year 2025–26.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company (“material related party limit”).

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Aditya Khanna and Ashish Khanna is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 6**

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

Particulars of material related party transaction limits with United Leasing and Industries Limited

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Sale, purchase or supply of any goods or materials
2.	Name of Related Party	United Leasing and Industries Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The shareholders’ approval shall be valid for the period commencing from the conclusion of the 45th Annual General Meeting and shall remain in force until the conclusion of the 46th Annual General Meeting of the Company to be held in the year 2026.
5.	Value of proposed transaction	The Value of proposed transactions with United Leasing and Industries Limited in the financial year 2025-26 is expected to be upto 5 Crore.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is	The value of proposed transactions United Leasing and Industries Limited during the FY 2025-26 will be 10% or more of the annual turnover of the Company for the FY 2024-25

	represented by the value of the proposed transaction		
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with United Leasing and Industries Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions United Leasing and Industries Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

ITEM NO. 7

The Company is expected to render support for the business requirements of other companies in the group {i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time.

The Company with the approval of members by way of a special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company is interested in respect of loans taken by such entities, for their principal business activities.

The members may note that the Board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources if accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provision of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these abovementioned entities up to an aggregate amount of Rs. 10 Crores.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group. In which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the directors or Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.

ITEM NO. 8

As per Section 180(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.

INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARD ON GENERAL MEETINGS IN RESPECT OF DIRECTOR(S) BEING REAPPOINTED / APPOINTED
ANNEXURE I

Name of the Director	Mr. Aditya Khanna	Mrs. Gunja Singh	Mr. Karm Sawhney
Directors Identification Number (DIN)	01860038	08592621	09821671
Date of Birth	10 th April, 1982	19 th January, 1985	4 th May, 1995
Age	43 years 3 months	40 years 6 months	30 years 2 months
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	1 st July, 2012	11 th October, 2019	29 th May, 2025
Qualification	MBA from Oxford University and Bsc (Accounting and Finance) from London school of Economics and Political Science	Graduate	Associate Member of the Institute of Company Secretaries of India (ICSI) and Bachelor's degree in Commerce from the University of Delhi
Experience	16 years of invaluable experience	6 years' experience	4 years and More
Expertise in Specific functional area	Experience in handling and management business.	Garment Industry	Corporate legal advisory, Compliance, and Secretarial practices
Number of shares held in the Company (31 March, 2025)	1671852	Nil	Nil
List of Directorship* held in other companies	1. Telecom Finance (India) Limited 2. PTL Sports Private Limited 3. Unique Turf Sports Private Limited 4. United Leasing and Industries Limited 5. Pickleball League Asia Private Limited 6. All India Tennis Association. 7. AK Square Management Services Private Limited	Nil	1. SVM Infra estate Limited

	8. Chitra Utsav Video Private Limited 9. M K Financial Services Limited 10. Sipl Textiles Private Limited 11. Rebound Ace India Private Limited		
Relationship with other directors	Mr. Aditya Khanna is related to the Director of the Company Mr. Ashish Khanna.	NA	NA
Terms & Conditions of re-appointment including remuneration payable	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Number of Meetings of Board attended during the year (2024-25)	9	7	Nil
Details of remuneration last drawn (including sitting fees, if any)	Rs 50,000 p.m.	NIL	Nil
Listed entities from which resigned in the past Three years	NIL	NIL	Nil

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

**Form No. MGT-11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the Company:

Registered office:

Name of the member(s):

Registered Address:

E-Mail Id:

Folio No./Client ID:

I being the holder of _____ Equity Shares of the above-named Company, hereby appoint

1. Name:

Address:

Signature: -----

as my proxy to attend and vote (on a poll) for me and on my behalf at the 45th Annual General Meeting of the company, to be held on the 30th day of September, 2025 at 10:00 AM. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

All resolutions.

Signed this _____

Signature of Shareholder

.....

Signature of Proxy holder

.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

RLF LIMITED

[Corporate Identification Number –L74999HR1979PLC032747]

Registered Office: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016**Corporate Office:** D-41, South Extension, Part-II, New Delhi-110049.**Website:** www.rlf ltd.com; Email: compliance@rlf ltd.com

45th Annual General Meeting to be held on Tuesday, **30th September, 2025 at 10:00 A.M.** at
Registered Office: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

ATTENDANCE SLIP

Name and address of the member(s)	
Joint Holder 1	
Joint Holder 2	
Regd. Folio/ DP ID/ Client ID	
Number of Shares held	

I / We hereby record my/ our presence at the 45th Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2025 at 10:00 A.M. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016.

.....

.....
Member's/ Proxy's name in Block Letters

Signature of Member / Proxy

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Electronic Voting Particulars

*Event No.	User ID	*Default PAN/ Sequence No.

* Only Members who have not updated their PAN with the Company/ Depository Participant shall use the default PAN in the PAN Field.

Note:

- i) Please read the instructions printed under the Important Notes to the Notice dated 02.09.2025 of the 45th Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on 27th September, 2025 and ends on 29th September, 2025, 5.00 p.m. The voting module shall be disabled by LIPL for voting thereafter.
- ii) Proxy Form is attached to the Annual Report.

RLF LIMITED

[Corporate Identification Number –L74999HR1979PLC032747]

Registered Office: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

Corporate Office: D-41, South Extension, Part-II, New Delhi-110049.

Website: www.rlf ltd.com; Email: compliance@rlf ltd.com

BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if	
3	Registered Folio No./DP ID /Client	
4	Number of shares held	

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 02nd September, 2025 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares held by	I assent to the resoluti	I dissent from the resoluti
	Ordinary Business(es)			
1	To Receive, Consider and Adopt the Standalone Audited Financial Statements of the Company for the Financial Year Ended 31st March, 2025, the Reports of the Board of Directors and Auditors thereon.			
2	To Re-Appoint Mr. Aditya Khanna (DIN: 01860038), who Retires by Rotation, and Being Eligible, Offers himself for Re-Appointment.			
	Special Business(es)			
3	To Re-Appoint Mrs. Gunja Singh (DIN: 08592621) as an Independent Director of the Company			
4	To Regularize Mr. Karm Sawhney (DIN: 09821671) as an Independent Director of the Company			
5	To Consider and Approval for the Related Party Transaction With “SIPL Textile Private Limited” as to be held in the F.Y. 2025-26:			
6	To Consider and Approval for the Related Party Transaction with “United Leasing & Industries Limited” as to be held in the F.Y. 2025-26:			
7	To Consider and Approve Transactions under Section 185 of the Companies Act, 2013			

8	To consider and Approve the Borrowing Limit of the Company			
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Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by the Company is 30th September, 2025.

ROUTE MAP

VENUE OF THE 45TH AGM

14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122016

