

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company firmly believes that good Corporate Governance practices are ingredients for the balanced development of an organization and that they not only maximize the shareholder's value but also contribute to the sustained and long lasting development of the organization. The Board of Directors believes in ethical values and high moral standards for achieving the highest standards of Corporate Governance. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and strive to achieve excellence in governance norms.

BOARD OF DIRECTORS

The Strength of Board of Directors as on March 31, 2018 was 6 Directors. The Board comprises of three Executive Director one designated as Managing Director. Three are Non Executive Independent Directors. The Board meets the requirement of not less than half of the Board being Independent Directors, the Chairperson being a promoter Director.

Composition of the Board and category of Directors is as follows:-

Mr. Anil Kumar Khanna	-	Chairman & Managing Director
Mr. Aditya Khanna	-	Non Independent Director
Mr. Ashish Khanna	-	Non Independent Director
Mr. B. L. Khurana	-	Independent Director
Mr. Suman Kapur	-	Independent Director
Ms. Pushpa Latha Cs	-	Independent Director

BOARD MEETING AND ANNUAL GENERAL MEETING

During the year the Board of Directors of the Company met on 30th May, 2017, 09th August, 2017, 08th November, 2017, and 13th February, 2018. Annual General Meeting was held on 23rd September, 2017.

The maximum time gap between any two Board Meetings was not more than 120 days.

Record of attendance of Directors at the Board Meeting, Annual General Meeting, held during the year ended 31st March, 2018 is as under :-

Meetings and Attendance

Name of the Director	Category	No. of Board Meetings attended out of 4 Meetings held	Attendance at the AGM held on Sept. 23, 2017	No. of other Directorships held as at March 31, 2018	Committee/s position as at March 31, 2018	
					Member	Chairman
Mr. Anil Kumar Khanna	Managing Director/ Promoter	4	Yes	14	1	1
Mr. B. L. Khurana	Independent/ Non Executive Director	4	Yes	5	3	1
Mr. Suman Kapur	Independent/ Non Executive Director	4	Yes	1	4	2

Name of the Director	Category	No. of Board Meetings attended out of 4 Meetings held	Attendance at the AGM held on Sept. 23, 2017	No. of other Directorships held as at March 31, 2018	Committee/s position as at March 31, 2018	
					Member	Chairman
Mr. Aditya Khanna	Non Independent Executive Director	4	Yes	8	2	--
Mr. Ashish Khanna	Non Independent Executive Director	4	Yes	10	--	--
Ms. Pushpa Latha CS	Independent /Non Executive Director.	4	Yes	-	2	--

CODE OF CONDUCT

The Board laid down the Code of Conduct for Board Members and Senior Management of the Company, which also includes the duties of Independent directors.

The said code of conduct has been posted on the website of the Company www.rlf ltd.com.

AUDIT COMMITTEE:

Audit Committee met four times during the financial year 2017-18 on 30th May, 2017, 09th August, 2017, 08th November, 2017, and 13th February, 2018.

The Composition of the Audit Committee as on March 31, 2018 and attendance at its meeting is given hereunder:

Name	Chairman / Member	No. of Meeting(s) attended
Mr. B.L. Khurana	Chairman	4
Mr. Suman Kapur	Member	4
Mrs. Pushpa Latha CS	Member	4

NOMINATION AND REMUNERATION COMMITTEE

Nomination & Remuneration Committee met four times during the financial year 2017-18 on 30th May, 2017, 09th August, 2017, 08th November, 2017, and 13th February, 2018.

The Composition of the Nomination and Remuneration Committee as on March 31, 2018 and attendance at its meeting is given hereunder:

Name	Chairman / Member	No. of Meeting(s) attended
Mr. Suman Kapur	Chairman	4
Mr. B.L. Khurana	Member	4
Mr. Aditya Khanna	Member	4

STAKEHOLDER RELATIONSHIP COMMITTEE

Stakeholder Relationship Committee met four times during the financial year 2017-18 on 30th May, 2017, 09th August, 2017, 08th November, 2017, and 13th February, 2018.

The Composition of the Stakeholder Relationship Committee as on March 31, 2018 and attendance at its meeting is given hereunder:

Name	Chairman / Member	No. of Meeting(s) attended
Mr. Suman Kapur	Chairman	4
Mr. B.L. Khurana	Member	4
Ms. Pusha Lata CS	Member	4

CORPORATE SOCIAL RESPONSIBILITY (CSR)

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs every Company having the net worth of Rs.500 Crores or more or turnover of Rs.1000 Crores or more or net profit of Rs.5 Crores or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

In pursuance of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, the above rules are not applicable to the company during the year.

COMPLIANCE UNDER THE COMPANIES ACT, 2013 AND ADDITIONAL SEBI STIPULATIONS

The Companies Act 2013 came into force substantially from 1st April, 2014. Also, SEBI in its master circular dated 17th April, 2014 notified additional requirements on corporate governance which was effective from 1st October, 2014. The Act and the SEBI Stipulations set the tone for a more modern legislation which enables growth, greater regulation and self governance of India's corporate sector. The Act and SEBI's requirements are expected to improve corporate governance norms, enhance the accountability and protect the interests of investors, particularly small ones.

These requirements substantially increase the compliance requirements for companies. The Company is taking all the necessary steps to be compliant with the Act within the time stipulated.

CORPORATE GOVERNANCE REPORT

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's Statutory Auditors M/s Raj Anirudh & Associates, Chartered Accountants confirming the compliance of conditions of Corporate Governance, as stipulated under Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed thereto.

FORMAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Clauses of the Listing Agreement/ Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out an annual evaluation of its own, its Committees, the Chairperson and the Directors, individually. A detailed note on the manner of evaluation forms a part of the Corporate Governance Report.

RELATED PARTY TRANSACTIONS

None of the transactions with any of related parties were in conflict with the Company's interest. Suitable disclosures as required by the Accounting Standard 18 (AS 18) issued by The Institute of Chartered Accountants of India (The ICAI) have been made in the notes to the Financial Statements.

All related party transactions are negotiated on an arms-length basis and are in the ordinary course of business. Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 has been in compliance. Further the board of the company has given its approval to transaction with the related parties.

The details of the transaction with Related Party are provided in the Form AOC-2 annexed to the Directors' Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the Provisions of Section 186 of the Companies Act, 2013 are given in the accompanying Financial Statements.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Fraud-free and corruption-free work culture has been the core of the Company' functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis to address this risk.

To meet this objective a Whistle Blower Policy has been laid down. The same policy as approved by the Board was uploaded on the Company's website www.rlf ltd.com.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. There were no complaint received from any employee during the financial year 2017-18 and hence no complaint is outstanding as on 31.3.2018 for compliance.

CONSERVATION OF ENERGY

The Company does not belong to the category of power intensive industries and hence consumption of power is not significant. However, the management is aware of the importance of conservation of energy and also reviews from time to time the measures taken/ to be taken for reduction of consumption of energy.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, it appointed M/s. Shashi Shekhar & Associates, a proprietorship firm of Company Secretaries in practice, to undertake the Secretarial Audit. The Self Explanatory report of the Secretarial Audit is attached as Annexure-'B'. Secretarial Standard-I was implemented with effect from July 1, 2015 and there were few inadvertent procedural lapses in its compliance at the implementation stage. However, proper compliances were made thereafter during the year under review. Typing errors in the minutes were accidental, which is being taken care.

General Body Meeting

- a) Location and time, where last three AGMs held.

Date & Year	Time	Location
September 23, 2017	12.00 Noon	14 Kms., Gurugram Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurugram, Haryana.
September 30, 2016	12.00 Noon	14 Kms., Gurugram Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurugram, Haryana
September 30, 2015	3.00 P.M.	14km, Gurugram Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurugram, Haryana.

b) Special Resolution passed in the previous three Annual General Meetings:

During the last three financial years, special resolutions were passed only in the Annual General Meeting held on 30th September, 2016 for following matter:

- Adoption of the new Memorandum and Articles of Association as per the Companies Act, 2013.
- Renew of the unsecured deposits from members of the Company up to permissible limits as prescribed under rule 3 (4) of the Companies (Acceptance of Deposits) Rules 2014.
- Approval of Corporate Guarantee in favor of Syndicate Bank on behalf of Chitra Utsav Video Pvt.Ltd. for a Term Loan of Rs. 1.50 Crore.

c) Postal Ballot:

No special resolution was passed last year through Postal Ballot. The Company is not proposing passing of any special resolution through postal ballot in the ensuing Annual General Meeting.

MEANS OF COMMUNICATION

i) Quarterly Results	Published in English and Hindi newspaper every quarter
ii) Newspapers wherein results normally published	a) The Pioneer- English b) Veer Arjun- Hindi
iii) Any Website, where displayed	www.rlf ltd.com
iv) Whether it also displays official news release	Yes
v) The presentation made to institutional investors or to the analysis	The presentation is available on the website of the Company.

General Shareholder Information

Annual General Meeting	Tuesday, 25th September, 2018 12.00 Noon
Date, Time and Venue	14 Kms, Gurugram Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurugram, Haryana.
Financial Year	1st April to 31st March
Date of Book Closure	19th September 2018 to 24th September 2018 (Both days inclusive)
Cut-Off Date (Record Date)	18th September, 2018
Dividend payment date	Not applicable due to non declaration of dividend.
Listing on Stock Exchanges	BSE Limited, 25th Floor, P.J. Towers, Dalal Street, Mumbai-400001 Stock Code: 512618. The Company is regular in payment of Listing Fee to BSE Limited.

ISIN No.	INE 629C01014.
Registrar and Transfer Agents	Link Intime India Pvt. Ltd, 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi-110028. Tel. 011-41410592/93/94, Fax No.011- 41410591. E-Mail : delhi@linkintime.co.in
Share Transfer System	Share Transfer request can be lodged with the Registrar and Transfer Agents at the above mentioned address. Share Transfer requests received in physical form is registered within an average period of 15 days. A Share Transfer Committee comprising of members of the Board generally meets once in a fortnight to consider the transfer of shares.
Dematerialization of Shares	7171198 equity shares, which are 71.79% of the paid up capital as on March 31, 2018, have been dematerialized.
Outstanding GDR/ ADR/ Warrants or any Convertible instruments, conversion date and likely impact on equity	The company has not issued any GDR/ ADR/ Warrants or any convertible instruments that are pending for conversion
Plant Locations and the Registered office of the Company	14 Kms, Gurugram Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurugram, Haryana.
Corporate Office & Correspondence Address	RLF Limited, D-41, South Extension, Part-II, New Delhi-110049. Tel : 011- 26258237, 49075251
Website	www.rlf ltd.com
Investor e-mail	investorrelations@rlf ltd.com

Distribution of Shareholding as on 31.03.2018

SR.N O.	SHAREHOLDING OF NOMINAL SHARES			NO. OF SHARE HOLDERS	% AGE OF SHARE HOLDER	TOTAL NO.OF SHARES	% AGE OF TOTAL
1	1	To	500	8501	89.3525	2079081	20.8139
2	501	To	1000	639	6.7164	483044	4.8358
3	1001	To	2000	209	2.1968	315713	3.1606
4	2001	To	3000	56	0.5886	145671	1.4583
5	3001	To	4000	21	0.2207	73458	0.7354
6	4001	To	5000	23	0.2417	108482	1.0860
7	5001	To	10000	25	0.2628	183312	1.8352
8	10001	To	10001 and above	40	0.4204	6600122	66.0747
Total				9514	100.00	9988883	100.00

Shareholding pattern as on 31.03.2018			
Sl. No.	Category	No. of shares held	% age of shareholding
1	Indian Promoters	4655500	46.61
2	Banks, Financial Institutions, Insurance Companies (Central/State Govt.)	191900	1.92
3	FII's / NRIs/OCBs	0	0.00
4	Mutual Funds and UTI	7900	0.08
5	Domestic Companies	426339	4.27
6	Resident Individuals	4707244	47.12
	Total	9988883	100.00

To
The Members
RLF Limited
CIN L74999HR1979PLC032747
14 KMS GURURGRAM PATAUDI ROAD
VILLAGE JHUND SARAI VEERAN
DISTT GURUGRAM HARYANA

Our Secretarial Audit Report of even date, for the financial year 2017-18 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the company to maintain secretarial records devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required we have obtained the management's representation compliances of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither as assurance as to the future viability of Company nor of the effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books account of the company.

For Shashi Shekhar & Associates
Company Secretaries

Sd/-
Shashi Shekhar
Proprietor
ACS No.30145, CP.No.18672

Place; New Delhi
Date: 5th May 2018

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
RLF Limited
CIN L74999HR1979PLC032747
14 KMS GURUGRAM PATAUDI ROAD
VILLAGE JHUND SARAI VEERAN
DISTT GURUGRAM HARYANA

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RLF Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2018** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and external commercial borrowings (Applicable only to the extent Foreign Direct Investment and Overseas Direct Investment)
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable as the Company has not issued any further share capital during the period under review)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company has not issued any further share capital during the period under review);
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable as there was no reportable event during the period under review)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (not applicable as there was no reportable event during the period)
6. The management has identified and confirmed the following laws as specifically applicable to the Company;
 - i. Industrial Disputes Act, 1947
 - ii. The Payment of Wages Act, 1936
 - iii. The Minimum Wages Act, 1948
 - iv. Employee State Insurance Act, 1948
 - v. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
 - vi. The Payment of Bonus Act, 1965

- vii. The Payment of Gratuity Act, 1972
- viii. The Contract Labour (Regulation and Abolition) Act, 1970
- ix. The Maternity Benefits Act, 1961
- x. The Income Tax Act, 1961
- xi. Shops and Establishments Act, 1948
- xii. Legal Metrology Act, 2009

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General meeting (SS-2) issued by The Institute of Company Secretary of India.
- II. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.
During the period under review the Company has complied with the provisions of the Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, on-Executive Directors and Independent Directors and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board and Committees thereof were carried out with requisite majority.

We further report that based on review of compliances mechanism established by the Company and on the basis of the Compliances Certificate issued by the Company Secretary and taken on record by the Board of Directors at their meetings. We are of the opinion that there are adequate systems and processes in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there were no following specific events/actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards, etc.

**For Shashi Shekhar & Associates
Company Secretaries**

Sd/-
**Shashi Shekhar
Proprietor
ACS No. 30145, CP No. 18672**

**Place: New Delhi
Date: 5th May 2018**

FORM NO. MGT-9 EXTRACT OF THE ANNUAL RETURN

As on the financial year ended on March 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L74999HR1979PLC032747
2	Registration Date	02-04-1979
3	Name of the Company	RLF LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVT. COMPANY
5	Address of the Registered office & contact details	14 KMS GURUGRAM PATAUDI ROADVILLAGE JHUND SARAI, VEERAN DISTT GURUGRAM, HARYANA
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD., 44 COMMUNITY CENTRE, PHASE-I, NEAR PVR, NARAINA INDUSTRIAL AREA, NEW DELHI-110028

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turn over of the company
1	EMBROIDERY	2810	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Chitra Utsav Video Pvt. Ltd.	U74899DL1989PTC036377	Associate	24.86%	2(6)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(1) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April, 2017]				No. of Shares held at the end of the year [As on 31 st March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,449,900	505,020	1,954,920	19.57%	1,449,900	505,020	1,954,920	19.57%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp	2,663,480	37,100	2,700,580	27.04%	2,663,480	37,100	2,700,580	27.04%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	4,113,380	542,120	4,655,500	46.61%	4,113,380	542,120	4,655,500	46.61%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April, 2017]				No. of Shares held at the end of the year [As on 31 st March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub T total (A) (2)			-	0.00%			-	0.00%	0.00%
TOTAL (A)	4,113,380	1,952,720	4,655,500	46.61%	4,113,380	1,952,720	4,655,500	46.61%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	7,900	7,900	0.08%	-	7,900	7,900	0.08%	0.00%
b) Banks / FI	144,900	47,000	191,900	1.92%	144,900	47,000	191,900	1.92%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	144,900	54,900	199,800	2.00%	144,900	54,900	199,800	2.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,222,009	2,144,165	3,366,174	33.70%	1,229,291	2,131,865	3,361,156	33.65%	-0.05%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,212,056	-	1,212,056	12.13%	1,173,648	-	1,173,648	11.75%	-0.38%
c) Others (specify)	466,553	88,800	555,353	5.56%	509,979	88,800	598,779	5.99%	0.43%
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	2,900,618	2,232,965	5,133,583	51.39%	2,912,918	2,220,665	5,133,583	51.39%	0.00%
Total Public (B)	3,045,518	2,287,865	5,333,383	53.39%	3,057,818	2,275,565	5,333,383	53.39%	0.00%
C. Shares held by Custodian for			-	0.00%			-	0.00%	0.00%
Grand Total (A+B+C)	7,158,898	2,829,985	9,988,883	100.00%	7,171,198	2,817,685	9,988,883	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year 1 st April, 2017			Shareholding at the end of the year 31 st March, 2018			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	United Leasing & Industries Ltd.	1,125,300	11.27%	0	1,125,300	11.27%	0	0.00%
2	Telecom Finance (India) Ltd.	110,000	1.10%	0	110,000	1.10%	0	0.00%
3	ULL Securities Pvt. Ltd.	1,142,880	11.44%	0	1,142,880	11.44%	0	0.00%
4	Aquarius Travels Pvt. Ltd.	22,500	0.23%	0	22,500	0.23%	0	0.00%
5	Leisure Golf Pvt.Ltd.	262,800	2.63%	0	262,800	2.63%	0	0.00%
6	R.K. Khanna & Sons (HUF)	144,300	1.44%	0	144,300	1.44%	0	0.00%
7	Anoop Kumar Khanna	568,960	5.70%	0	568,960	5.70%	0	0.00%
8	Anil Kumar Khanna	912,640	9.14%	0	912,640	9.14%	0	0.00%
9	Su Sampark Pvt. Ltd.	37,100	0.37%	0	37,100	0.37%	0	0.00%
10	Meena Khanna	252,920	2.53%	0	252,920	2.53%	0	0.00%
11	Anil Khanna & Sons (HUF)	76,100	0.76%	0	76,100	0.76%	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the (1.4.2017)/ at end of the year (31.3.2018)		Cumulative Shareholding during the year (FY. 201 8)	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Aditya Khanna						
	At the beginning of the year			0	-		
	Changes during the year		Investment	268,379	2.69%		
	At the end of the year			268,379	2.69%	268,379	2.69%
2	Name: Ashish Khanna						
	At the beginning of the year			0	-		
	Changes during the year		Investment	268,379	2.69%		
	At the end of the year			268,379	2.69%	268,379	2.69%

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the (1.4.2017)/ at end of the year (31.3.2018)		Cumulative Shareholding during the year (F.Y. 201 8)	
				No. of shares	% of total shares	No. of shares	% of total shares
3	Name: Kailash Chand						
	At the beginning of the year			232,783	2.33%		
	Changes during the year			-	-		
	At the end of the year			232,783	2.33%	232,783	2.33%
4	Punjab National Bank						
	At the beginning of the year			144,900	1.45%		
	Changes during the year			-	-		
	At the end of the year			144,900	1.45%	144,900	1.45%
5	AMS Stock Management Pvt. Ltd.						
	At the beginning of the year			141,253	1.41%		
	Changes during the year			-	-		
	At the end of the year			141,253	1.41%	141,253	1.41%
6	Name: Pradeep Kumar Agrawal						
	At the beginning of the year			109,522	1.10%		
	Changes during the year			-	-		
	At the end of the year			109,522	1.10%	109,522	1.10%
7	Name: Sameer Kapur						
	At the beginning of the year			106,894	1.07%		
	Changes during the year			-	-		
	At the end of the year			106,894	1.07%	106,894	1.07%
8	Name: Raj Kumar Lohia						
	At the beginning of the year			90,000	0.90%		
	Changes during the year			-	-		
	At the end of the year			90,000	0.90%	90,000	0.90%
9	VSL Securities Private Limited						
	At the beginning of the year			76,782	0.77		
	Changes during the year			-	-		
	At the end of the year			76,782	0.77	76,782	0.77
10	Name: Raj Kumar Lohia						
	At the beginning of the year			75,210	0.75%		
	Changes during the year			-	-		
	At the end of the year			75,210	0.75%	75,210	0.75%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the Year (1.4.2017)/ at end of the year (31.3.2018)		Cumulative Shareholding during the year (FY. 2018)	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Anil Kumar Khanna						
	At the beginning of the year			912,640	9.14%		
	Changes during the year			-	-	-	-
	At the end of the year			912,640	9.14%	912,640	9.14%
2	Name: Pushpa Latha CS						
	At the beginning of the year			100	0.00%		
	Changes during the year			-	-	-	-
	At the end of the year			100	0.00%	100	0.00%
3	Name: Aditya Khanna						
	At the beginning of the year			0	0.00%		
	Changes during the year		Investment	268,379	2.69%	-	-
	At the end of the year			268,379	2.69%	268,379	2.69%
4	Name: Ashish Khanna						
	At the beginning of the year			0	0.00%		
	Changes during the year		Investment	268,379	2.69%	-	-
	At the end of the year			268,379	2.69%	268,379	2.69%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Rs. In Lac)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	349.18	190.01	256.00	795.19
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	349.18	190.01	256.00	795.19
Change in Indebtedness during the financial year				
* Addition	35.77	96.58	27.02	159.37
* Reduction	42.78	37.00	-	79.78
Net Change	(7.01)	59.58	27.02	79.59
Indebtedness at the end of the financial year				
i) Principal Amount	342.17	249.59	283.02	874.78
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	342.17	249.59	283.02	874.78

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs/Lac)
		Name			
		Designation			
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit - others, specify				-
5	Others, please specify				-
	Total (A)	-	-	-	-
	Ceiling as per the Act				

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name			
		Designation	CEO	CFO	CS
1	Gross salary		NIL	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		NIL	NIL	3.24
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		NIL	NIL	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		NIL		-
2	Stock Option		NIL		-
3	Sweat Equity		NIL		-
4	Commission		NIL		-
	- as % of profit - others, specify				-
5	Others, please specify		NIL		-
	Total		NIL	-	3.24

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty		NO	NO	NO	NO
Punishment		NO	NO	NO	NO
Compounding		NO	NO	NO	NO
B. DIRECTORS					
Penalty		NO	NO	NO	NO
Punishment		NO	NO	NO	NO
Compounding		NO	NO	NO	NO
C. OTHER OFFICERS IN DEFAULT					
Penalty		NO	NO	NO	NO
Punishment		NO	NO	NO	NO
Compounding		NO	NO	NO	NO

Certificate by Chief Executive Officer (CEO) / Chief Financial Officer (CFO)

Dear Members of the Board,

I, Mr. Harish Rawat, Chief Financial Officer (CFO) of RLF Limited certify that:

- A) I have reviewed the financial statements and cash flow statement for the financial year ended March 31, 2018 and that to the best of my knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- B) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the said financial year which are fraudulent, illegal or violate the Company's Code of Conduct.
- C) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps that have been taken or propose to take to rectify these deficiencies.
- D) I have indicated to the Auditors and the Audit Committee that:
 - i) There has not been any significant change in internal control over financial reporting during the year ended March 31, 2018.
 - ii) There has not been any significant changes in accounting policies during the year ended March 31, 2018 requiring disclosure in the notes to the financial statements; and
 - iii) There has not been any instance of significant fraud during the year ended March 31, 2018.

Place : New Delhi
Date : May 05, 2018

Sd/-
Harish Rawat
Chief Financial Officer (CFO)

Annexure 'C'**Auditors' Certificate on Compliance with the conditions of Corporate Governance under clause 49 of the Listing Agreement(s)****To the Members of RLF Limited**

We have examined the Compliance of conditions of Corporate Governance of RLF Limited, for the year ended March 31, 2018 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certificate of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Raj Anirudh & Associates
(Chartered Accountants)
FRN:020497N

Sd/-
CA Raj Kumar
(Proprietor)
M No.:083093

Place : New Delhi
Date : May 05, 2018