



RLF LIMITED

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CHAIRMAN

Mr. Anil Kumar Khanna

DIRECTORS

Mr. Ashwini Kumar
Mr. B. L. Khurana
Mr. Suman Kapur
Mr. Aditya Khanna

STATUTORY AUDITORS

M/s. Sharma Goel & Co.
Chartered Accountants,
A-47, Lower Ground Floor,
Hauz Khas, New Delhi-110016.

PRINCIPAL BANKERS

Vijaya Bank
Central Bank of India
Punjab National Bank

REGISTERED OFFICE & FACTORY

14 Kms., Gurgaon Pataudi Road,
Village Jhund Sarai Veeran,
Dist. Gurgaon, Haryana

CORPORATE OFFICE

Plot No. 66, Sector-34, EHTP, Gurgaon, Haryana.

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt.Ltd.
44, Community Centre, Phase-I,
Near PVR, Naraina Industrial Area,
New Delhi-110028.
Phone: 011-41410592-93-94
Fax : 011-41410591,
email : delhi@linkintime.co.in
rlfstd.com

WEBSITE

INVESTOR E-MAIL

investorrelations@rlfstd.com

Annual General Meeting on Monday, the 30th day of September 2013 at Company's Work premises at 14 Kms., Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurgaon, Haryana at 3.00 P.M.

PLEASE NOTE:

1. No gifts/ gift coupons/ company products will be given at the Annual General Meeting.
2. No attendance slip will be issued at the AGM venue.
3. Please bring your copy of Annual Report at the AGM.



NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD ON MONDAY, THE 30th OF SEPTEMBER, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT 14 KM, VILLAGE JHUND SARAI VEERAN, GURGAON PATAUDI ROAD, GURGAON, HARYANA AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2013 and the Profit & Loss account for the year ended on that date, together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashwini Kumar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration. M/s Sharma Goel & Company, Chartered Accountants, the retiring auditors being eligible, offers themselves for re-appointment.

By order of the Board
For RLF Limited

Date: 13th August, 2013
Place: New Delhi

Sd/-
(Anil Kumar Khanna)
Chairman

NOTES:**1. PROXY**

A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and that proxy need not be a member. The instrument appointing a proxy should however be deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is annexed to this Annual Report.

2. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 21st September 2013 to 28th September 2013 (Both days inclusive).

3. NOMINATION FACILITY

In terms of Section 109A of the Companies Act, 1956, every shareholder is now entitled to nomination person to whom his shares in the company shall vest in the unfortunate event of his death.

- (a) Nomination by Joint Holders: Where the shares are held jointly by two persons, the joint holders may together nominate a person to whom all rights in the shares shall vest in the event of death of both the joint holders. It may be noted that nomination of separate persons by the joint holders is not permitted.
- (b) Nomination of a Minor: Where the nominee is a minor, the shareholder may appoint any person to become entitled to the securities in the event of his death during minority.

The shareholders who want to avail of the facility of nomination may send in their nomination in Form 2B prescribed under the Companies Act, 1956. A specimen of the said form is appended at the end of this Annual Report.

4. MEMBERS ARE REQUESTED TO:

- i) Notify any change in their Address immediately.
- ii) Quote their Folio Number while corresponding with the Company, in case they hold physical shares.
- iii) Send their queries, if any, to reach the Company's Corporate Office at least 10 days before the date of the meeting so that information can be made available at the meeting.
- iv) Bring their copy of the Annual Report at the meeting.
- v) Members who hold shares in dematerialized form are requested to bring the Client ID & DP ID numbers for easy identification of attendance at the meeting.

**By order of the Board
For RLF Limited**

**Date: 13th August, 2013
Place: New Delhi**

**Sd/-
(Anil Kumar Khanna)
Chairman**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have great pleasure in presenting the 33rd Annual Report together with the Audited Annual Accounts of the Company for the financial year ended on 31st March, 2013.

FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March 2013 are as follows:

| Particulars | (Rs. in Lacs) | |
|--|--------------------------------|---------------------------------|
| | Current Year ended 31.03.13 | Previous Year ended 31.03.12 |
| Total Turnover | 320.43 | 270.00 |
| Operating Expenses | 147.39 | 170.42 |
| Profit before Interest, Depreciation & Tax | 173.04 | 99.58 |
| Financial Expenses | 110.63 | 78.28 |
| Profit before Depreciation & Tax | 62.41 | 21.30 |
| Depreciation | 70.12 | 67.56 |
| Provision for Taxation | 20.93 | Nil |
| Deferred Tax Assets | (3.96) | 15.77 |
| Profit/ Loss after Tax | (24.68) | (62.03) |
| Balance Brought Forward | (221.46) | (159.32) |
| Proposed Dividend | Nil | Nil |
| Balance Carried forward | (246.14) | (221.35) |

OPERATIONS

During the year, the turnover of the Company has increased from Rs.270.00 lacs to Rs.320.43 lacs and profit before interest, depreciation & tax has also increased from Rs.99.58 to Rs 173.04 Lacs . The company loss has reduced from the last year on account better utilization of machines and better pricing. The company is positive of achieving good performance in the coming year on account of good demand in the international market.

NOTES TO FINANCIAL STATEMENTS

The Company has won the case for refund of Cenvat Credit amounting to Rs.27,05,026/-. The case was decided by Hon'ble Punjab & Haryana High Court vide order dated 30.07.2009. The effect of the refund has not been accounted for in the books of accounts, as the application for refund is pending with department.

DIVIDEND

The Company has not declared any dividend this year.

DEPOSITS

Total public deposits as on 31st March 2013 were Rs.182.70 Lacs. The Company has accepted deposit under Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

DEPOSITORY SYSTEM

The shares of your company are being traded in de-mat form with effect from 29th January 2001. Shareholders are requested to avail of this facility to their advantage.

MANAGEMENT DISCUSSION & ANALYSIS 2012-13

Industry Scenario

The textile sector is set for a strong growth buoyed by both rising domestic consumption as well as export demand for the embroidery in the international market. The Indian textile industry has an overwhelming presence in the economic life of the country. Apart from being the biggest job generation sector of the country it also plays a vital role through its contribution to industrial output, employment generation and the export earning of the country. Thus the growth and all round development of this industry has a direct bearing on the improvement of the economy of the nation.

Outlook

Indian textile and apparel manufacturers are expecting boost for the sector as Union Budget 2013-14 has opened new opportunities for investments in the domestic as well as international market with reduced excise duty on branded garments, extended Technology Up-gradation Fund Scheme (TUFS), assured investments and connectivity in rural areas.

Embroidery serves as the major value addition factor for manufacturing garments and made ups and the main emphasis of the company is to concentrate on orders from embroidery exporters.

For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers. It will also bring in greater investments along the entire value chain - from agricultural production to final manufactured goods.

The company is also looking at alternative avenues and has ventured into undertaking assignments as contractors for civil and other works including alternations and beautification of premises. This could yield substantial gains to the company in the coming years.

Threats, Risk & Concerns

The key risk identified in this sector is foreign exchange losses due to the volatility in the rupee against the US dollar as well as higher interest costs; large portion of the processing capacity is obsolete and also Indian textile industries need to increase focus on product development. The key strengths identified in Indian textile sector are abundant availability of raw materials, low cost skilled labors and also growing domestic markets.

So, the Government of India must take some effort in the forth coming years towards the optimum utilization of all the key strengths and also the government should minimize the risk by means of increasing the support and incentives.

Research & Development (R&D)

Research & development of our new services, designs, process and methodologies continue to be of importance to us. This allows us to enhance quality, productivity and customer satisfaction through continuous innovation. In order to successfully carve a niche of our own we need to develop a vital competitive edge in the design development to stay ahead of the competition.



Human Resource Development/Industrial Relation

Our employees are the most valuable asset of the company where encouragement is given for innovation and pursuit of excellence. The company effort is to optimize productivity and enhance efficiency especially in terms of workforce. This initiative has assisted in achieving operating efficiencies and resulted in enhancing overall productivity levels within the company.

Environment , Occupational Health & Safety

Your Company regularly measures and records its direct and indirect emissions of Green House Gases, water consumption and reuse, as well as waste generation and disposal. We are conscious of our environmental impact across our operations and strive to reduce consumptions.

As we continue to bring about energy efficiencies in our operations, we also strive to substitute our energy consumptions with increased component of renewable energy. The Plant of the Company is eco-friendly and do not generate any harmful effluents. Safety devices have been installed wherever necessary.

Risk Management System

Your Company follows a comprehensive & effective system of Risk Management. In addition to economic risks, your Company faces risks from the socio-political environment, internationally as well as within the country and is affected by events like political instability, change in the Government policies and the demand in the international market for our product .The Board of Directors & the Audit Committee periodically review the Risk Management System.

DIRECTORS

Mr. Ashwini Kumar, Director of the Company, retires at the ensuing Annual General Meeting, pursuant to clause 108 of the Articles of Association of the Company and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Sec. 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the directors have prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee constituted by the Board of Directors consists of 3 non-executive independent directors, viz. Mr. B.L. Khurana, Mr. Ashwini Kumar and Mr. Suman Kapur. Mr. B.L. Khurana is the Chairman of the Committee. The terms of reference of the Audit Committee have been laid down by the Board at its meeting constituting the committee, held on 30.05.2013.

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.

TECHNOLOGY ABSORPTION

During the year, your Company was running successfully its embroidery unit in Gurgaon comprising 8 computerized, high quality embroidery machines purchased from Saurer, Switzerland.

FOREIGN EXCHANGE EARNINGS AND OUTGO

| | |
|-------------------------------|------------------|
| Total Foreign exchange earned | : Rs.53,22,353/- |
| Total Foreign exchange used | : Rs.16,97,623/- |

PARTICULARS OF EMPLOYEES

The Company had no employee during the financial year under review whose particulars are required to be given under section 217(2A) of the Companies Act, 1956.

AUDITORS

M/s Sharma Goel & Co. Chartered Accountants, Auditors of the company, retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation of the assistance and support extended by customers, banks, vendors, Government and to all those whose continued support has been a source of strength to the company. Your Directors also wish to place on record their sincere appreciation of the devotion and commitment of every employee of the Company.

ON BEHALF OF THE BOARD

Date: 13th August, 2013
Place: New Delhi

Sd/-
(Anil Kumar Khanna)
Chairman

CORPORATE GOVERNANCE REPORT

Company's philosophy

The Company has attached significant importance to the Code of Corporate Governance. The Company's philosophy on corporate governance is to practice transparency in operations and maintain a professional approach and accountability in dealing with its shareholders. The company has always focused on maintaining highest standards in conducting its affairs ethically and lawfully and has sustained a culture of high ethical standards, integrity and professionalism. The Company strongly believes that good Corporate Governance structure encourages companies to create value that can be sustained over the long term for customers, shareholders, employees and business partners. The success of the Company lies in faithful and sincere persuasion of its core values.

The core value of the Company are :

- Manpower Development,
- Integrity, openness, fairness and trust,
- Commitment to excellence
- Customer satisfaction
- Sound and ethical business practices.

Board of Directors

The Board of Directors consists of five Directors. Mr.Ashwini Kumar retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment. His brief particulars are given below:

| | | |
|--|---|-----------------------------|
| Name of the Director | : | Mr.Ashwini Kumar |
| Date of Appointment | : | 10.01.1986 |
| Date of Birth | : | 21/12/1920 |
| Experience in specific functional areas | : | Vast experience in business |
| Qualification | : | M.A. |
| Directorship in other public limited Companies | : | NIL |
| Member/ Chairman of the Committee of the Board of the Public limited Companies on which he is a director | : | NIL |

Board Meeting & AGM

During the year the Board of Directors of the Company met on 30th May,2012, 13th August, 2012, 14th November, 2012 and 14th February, 2013. Annual General Meeting held on 29th September, 2012.

Record of attendance of Directors at the Board Meeting, Annual General Meeting, held during the year ended 31st March, 2013 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. 29, 2012 | No. of other Directorships held as at March 31 2013 | Committee/s position as at March 31, 2013 | |
|-----------------------|----------------------------|---|--|---|---|----------|
| | | | | | Member | Chairman |
| Mr. Anil Kumar Khanna | Promoter | 4 | Yes | 11 | -- | 3 |
| Mr. Ashwini Kumar | Independent /Non executive | 3 | No | 1 | 1 | -- |
| Mr. B. L. Khurana | Independent/ Non executive | 4 | Yes | 4 | 3 | -- |
| Mr. Suman Kapur | Independent /Non executive | 4 | Yes | 2 | -- | -- |
| Mr. Aditya Khanna | Additional Director | 1 | Yes | 3 | -- | -- |

Audit Committee as on 31.03.2013

Brief description of terms of reference

The role and the powers of the audit Committee are as per the guidelines set out in the Listing Agreement with the Stock Exchanges. The committee also acts as a link between the auditors and the Board of Directors. The Committee meets the auditors periodically and reviews the quarterly/ half-yearly and annual financial statements and discusses their findings and suggestions and seeks clarifications thereon.

Composition, name of members and chairperson

The Audit Committee comprises of the following Non-Executive and Independent Directors:-

Mr.B.L.Khurana
Mr.Ashwini Kumar
Mr.Suman Kapur

The Audit Committee met four times during the year and the attendance of the Members at the meetings was as follows:

| Name of the members | No. of Audit Committee Meetings attended out of 4 meetings held |
|---------------------|---|
| Mr.Ashwini Kumar | 3 |
| Mr.B.L.Khurana | 4 |
| Mr.Suman Kapur | 3 |

General Body Meeting

i) Location and time, where last three AGMs held.

| Date & Year | Time | Location |
|-------------------|------------|---|
| September 29.2012 | 12.00 Noon | 14km,Village Jhund SaraiVeeran, Gurgaon Pataudi Road, Dist. Gurgaon, Haryana. |
| September 30.2011 | 12.00 Noon | 14km,Village Jhund SaraiVeeran, Gurgaon Pataudi Road, Dist. Gurgaon, Haryana. |
| September 30.2010 | 12.00 Noon | 14km,Village Jhund SaraiVeeran, Gurgaon Pataudi Road, Dist. Gurgaon, Haryana. |

ii) Whether any special resolutions passed in the previous three AGMs? No

iii) Whether any special resolution passed last year through postal ballot? No

iv) Whether any special resolution is proposed to be conducted through postal ballot? No

Disclosures

i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.
There are no material transactions with any related party, which may have potential conflict with the interests of the Company at large.

ii) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
Subsequent to close of the financial year, an intimation was received from Bombay Stock Exchange about suspension of trading in shares of the company w.e.f. 20th April, 2012, due to non receipts of reports at their end and seeking compliance with the requirement of having a functional website containing the regular details of interest to investors/stakeholders. We have already provided copies of all reports both electronically and otherwise to the exchange. We have also put up our functional website which can be accessed at www.rlft.com.

Subsequently, we are working actively with Bombay Stock Exchange and hope to get the suspension in trading revoked at the earliest.

Listing Agreement

The Company is complying with all mandatory requirements of the Listing Agreement of Stock Exchange on 'Corporate Governance'.



General Shareholder Information

| | | |
|--|--|---|
| Annual General Meeting | Date | Monday, 30 th September, 2013 |
| | Time | 3.00 P.M. |
| | Venue | 14Kms, Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurgaon, Haryana. |
| Financial Calendar | Financial Year | 1 st April to 31 st March |
| | 1 st Un-audited Quarterly Results | 2 nd Week of August |
| | 2 nd Un-audited Quarterly Results | 2 nd Week of November |
| | 3 rd Un-audited Quarterly Results | 2 nd Week of February |
| | Annual Audited Results & 4 th Quarterly Result | Last Week of May |
| Date of Book Closure | 21 st September 2013 to 28 th September 2013 (Both days inclusive) | |
| Dividend payment date | Not applicable due to non declaration of dividend. | |
| Listing on Stock Exchanges | Bombay Stock Exchange at Mumbai. Stock Code : 512618. | |
| ISIN No. | INE 629C01014. | |
| Registrar and Share 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. 41410591. | |
| 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. | |
| Distribution of Shareholding | As per Appendix "A" | |
| Dematerialization of shares & Liquidity | 35,74,878 equity shares, which are 35.78% of the paid up capital as on March 31, 2013 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 | 14Kms, Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Distt. Gurgaon, Haryana. | |
| Correspondence Address | D-41, South Extension, Part-II, New Delhi-110049. Tel : 011-41644996 / 26253522 | |
| Website | www.rlf ltd.com | |
| Investor e-mail | investorrelations@rlf ltd.com | |
| Registrar / Share transfer Agent e-mail | delhi@linkintime.co.in | |

Appendix-A

Distribution of Shareholding as on 31st March, 2013

| Category | No. of shares held | Percentage of shareholding |
|--|--------------------|----------------------------|
| A Promoter's, Relatives and Associates | 4655500 | 46.61 |
| B Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions /Non-government Institutions) | 191900 | 1.92 |
| C Institutional Investors/ NRIs/OCBs | 0 | 0 |
| D Mutual Funds and UTI | 7900 | 0.08 |
| E Private Corporate Bodies | 428292 | 4.29 |
| F Indian Public | 4705291 | 47.10 |
| GRAND TOTAL | 9988883 | 100.00 |

CEO and CFO Certificate

As per the Clause 49 of the listing agreement the CEO and CFO have furnished to the Board, a certificate in respect of the financial statements and cash flow statements of the Company for the year ended 31st March 2013.

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

I, Aditya Khanna, Director of RLF Limited, to the best of our knowledge and belief, certify that:

1. I have reviewed the financial statements and cash flow statements for the year and 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 existing accounting standards, applicable laws and regulations.
2. To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
3. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, wherever applicable:
 - a) Deficiencies in the design or operation of internal controls, if any, which come to my notice and steps have been taken / proposed to be taken to rectify these deficiencies;
 - b) Significant changes in internal control over financial reporting during the year;
 - c) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - d) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For RLF Limited

**Place: New Delhi
Date : 13/08/2013**

**Sd/-
Aditya Khanna
Director**



Auditors' Certificate on Compliance with the conditions of Corporate Governance under clause 49 of the Listing Agreement(s)

To the members of RLF Limited

1. We have examined the compliance of the mandatory conditions of the Corporate Governance by RLF Ltd. During the year ended March 31, 2013, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination 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.
3. In our opinion and to the best of our information and according to the explanations given to us and, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing agreement.
4. We state that in respect of investor grievances received during the year ended March 31, 2013, no investor grievance (s) are pending for a period exceeding one month against the company as per the record maintained by the Share Transfer and Investors Grievance Committee.
5. We further 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 SHARMA GOEL & CO.
Chartered Accountants**

**Sd/-
(AMAR MITTAL)
PARTNER
M. No. 17755**

**Place : New Delhi
Dated: May 30, 2013**

INDEPENDENT AUDITOR'S REPORT

To the Members of RLF Limited

Report on the Financial Statements

We have audited the accompanying financial statements of RLF Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis of Qualified Opinion

As per AS 15 Employee Benefits, a listed company is required to get actuarial certificate at least once during the financial year for retirement and other benefits. Also "Defined benefit obligations" in nature of Gratuity and Leave encashment are to be accounted on accrual basis. The company though provides for Provident Fund on accrual basis, Leave encashment and Gratuity are accounted on cash basis and not on accrual basis as per an actuarial certificate. Neither the company has obtained an actuarial certificate during the financial year.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

Emphasis of Matter

We like to draw attention to note number 31 of "Notes to Financial Statements." The company has won the case for refund of Cenvat Credit amounting to Rs. 27,05,026. The case was decided by Hon'ble Punjab & Haryana High Court vide order dated 30.07.2009. The effect of the refund has not been accounted for in the books of accounts, as the application for refund is pending with department.



Per Note number 34 of "Notes to Financial Statements", there is dispute with The Central Bank of India, regarding rate of interest, charged by the bank on a loan. The company has reversed the excess interest charged by the bank in its books of accounts. Although representations have been made by the company, the same has not been accepted by the bank. The amount of reversal stands at Rs. 11,57,502.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Sharma Goel & Co.
Chartered Accountants
FRN:000643N**

**Place: New Delhi
Date: May 30, 2013**

**Sd/-
Amar Mittal
Partner
Membership No. 017755**

ANNEXURE TO AUDITORS REPORT

Annexure to the Auditors' Report of even date to the members of RLF Limited, on the financial statements for the year ended March 31, 2013. (Refer to in our report of even date)

Based on the Audit Procedures performed for the purpose of reporting a true and fair view on the financial statements of the company and taking into the consideration the information and explanation given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i) In respect of fixed assets of the Company:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancy has been noticed on such verification.
 - c) No substantial part of the fixed assets has been disposed off during the year, which has a bearing on the Going Concern assumption.
- ii) In respect of inventories of the Company:
 - a) The inventory (excluding stocks with third parties) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on verification between the physical stocks and the book records.
- iii) During the year, the company has not granted any loans secured or unsecured to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Further the Company has taken loan from 2 parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.3,83,21,462/- and the year-end balance of loans taken from such parties was Rs.3,65,46,673/-. The rate of interest and other terms and conditions of the loan taken, are prima facie not prejudicial to the interest of the Company.
- iv) In our opinion and according to the information and explanation given to us, there is an adequate internal control system, commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets and sale of goods & Services. We have not observed any major weakness in the internal control system during the course of the audit.
- v) The particulars of contracts or arrangements that are needed to be entered into the register maintained under Section 301 of the Companies Act 1956 have been so entered and these transactions prima facie have been made at prices which are reasonable having regard to the prevailing market price.
- vi) In our opinion and according to the information and explanation given to us, the Company has complied with the directions issued by the Reserve Bank of India and the provision of Section 58A and section 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
- vii) The internal audit of the Company has been conducted by its own internal staff and in our opinion, the Company has an internal audit system, commensurate with the size and nature of its business.
- viii) The Central Government has not prescribed the maintenance of cost records by the Company under section 209(1)(d) of the Companies Act, 1956, therefore the provision of clause 4(viii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- ix) In respect of disputed and undisputed Statutory Dues of the Company and according to information and explanations given to us and on the basis of our examination of the records of the Company:
 - a. Amounts deducted / accrued in the books of accounts in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and any other material Statutory Dues have generally been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable. There were no dues on account of Cess under Section

441A of the Companies Act, 1956 since the aforesaid section has not yet been made effective by the Central Government. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2013 for a period of more than six months from the date they became payable.

- b. There are no dues of Income-Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty and Cess to the extent applicable, which have not been deposited on account of any dispute except Sales Tax demand of Rs.28.64 Lacs against which the Company has gone into Appeal.
- x) The accumulated losses of the Company are not more than 50 % of its net worth. Further the Company has not incurred cash losses during the current financial year and in the immediately preceding financial year as well.
- xi) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, during the year. Accordingly, the provisions of paragraph 4 clause (xii) of the Order are not applicable.
- xiii) The Company is not a Chit Fund or a Nidhi/ Mutual Benefit fund/ Society. Accordingly, the provisions of paragraph 4 clause (xiii) of the Order are not applicable to the Company.
- xiv) The Company has maintained proper records of transactions and contracts in respect of dealing in shares and other investments and that timely entry have been made therein. All shares and other investments have been held by the Company in its own name.
- xv) In our opinion, and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- xvi) In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
- xvii) According to the information and explanation given to us and on overall examination of the Balance sheet of the Company, we report that funds raised on short-term basis, prima facie, have not been used for the long-term investment by the Company.
- xviii) The Company has not made any preferential allotment of shares to any person during the year.
- xix) The Company does not have any outstanding debentures. Therefore, the provision of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- xx) The Company has not raised any money by way of public issue during the year.
- xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

**For Sharma Goel & Co.
Chartered Accountants
FRN:000643N**

**Place: New Delhi
Date: May 30, 2013**

**Sd/-
Amar Mittal
Partner
Membership No. 017755**

BALANCE SHEET AS AT MARCH 31, 2013(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | Note | As at March 31, 2013 | As at March 31, 2012 |
|---|------|-------------------------|-------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' funds | | | |
| (a) Share capital | 4 | 96,508,225 | 96,508,225 |
| (b) Reserves and surplus | 5 | 188,149,374 | 7,003,108 |
| Total of Shareholders' funds | | <u>284,657,599</u> | <u>103,511,333</u> |
| (2) Non-current liabilities | | | |
| (a) Long term borrowings | 6 | 56,029,538 | 97,313,539 |
| (b) Deferred tax liabilities, net | | 4,182,580 | 4,579,271 |
| Total of Non-current liabilities | | <u>60,212,118</u> | <u>101,892,810</u> |
| (3) Current liabilities | | | |
| (a) Short-term borrowings | 6 | 57,815,424 | 18,908,390 |
| (b) Trade payables | 7 | 304,101 | 304,101 |
| (c) Other current liabilities | 8 | 4,836,419 | 10,094,494 |
| Total of Current liabilities | | <u>62,955,944</u> | <u>29,306,985</u> |
| Total of Equity and Liabilities | | <u>407,825,661</u> | <u>234,711,128</u> |
| II. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | | | |
| Tangible assets | 9 | 262,728,161 | 81,693,836 |
| (b) Non-current investments | 10 | 106,714,915 | 108,464,915 |
| (c) Long-term loans and advances | 11 | 2,641,716 | 2,766,054 |
| (d) Other non-current assets | | 350,000 | 700,000 |
| Total of Non-current assets | | <u>372,434,792</u> | <u>193,624,805</u> |
| (2) Current assets | | | |
| (a) Current investments | 10 | 1,750,000 | - |
| (b) Inventories | 12 | 9,086,231 | 9,074,133 |
| (c) Trade receivables | 13 | 15,424,652 | 4,622,355 |
| (d) Cash and bank balances | 14 | 2,497,975 | 2,667,905 |
| (e) Short-term loans and advances | 11 | 6,632,011 | 24,721,930 |
| Total of current assets | | <u>35,390,869</u> | <u>41,086,323</u> |
| Total of Assets | | <u>407,825,661</u> | <u>234,711,128</u> |
| Significant accounting policies | 3 | | - |

The accompanying notes are an integral part of the financial statements

As per our report of even date
For Sharma Goel & Co.
Chartered Accountants
FRN: 000643N

For and on behalf of the Board

Sd/-
Amar Mittal
(Partner)
Membership No: 017755Sd/-
Anil Kumar Khanna
(Chairman)Sd/-
Suman Kapur
(Director)Place: New Delhi
Date: May 30, 2013



Statement of Profit and Loss for the year ended March 31, 2013

(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | Note | For the Year ended March 31, 2013 | For the year ended March 31, 2012 |
|--|------|--------------------------------------|--------------------------------------|
| Revenue | | | |
| Revenue from operations | 15 | 31,543,099 | 23,846,265 |
| Other income | 16 | 499,723 | 3,358,441 |
| Total | | <u>32,042,822</u> | <u>27,204,706</u> |
| Expenses | | | |
| Changes in inventories of finished goods,WIP & stock-in-trade | | (319,392) | 205,384 |
| Employee benefits expense | 17 | 4,741,733 | 7,460,771 |
| Finance costs | 18 | 11,068,102 | 7,791,195 |
| Depreciation and amortisation expenses | 9 | 7,012,276 | 6,756,241 |
| Manufacturing expenses | 19 | 9,287,232 | 1,714,009 |
| Other expenses | 20 | 1,024,298 | 7,913,372 |
| Total | | <u>32,814,249</u> | <u>31,840,972</u> |
| Profit/ (Loss) before tax | | <u>(771,426)</u> | <u>(4,636,266)</u> |
| Tax expense: | | | |
| Current tax | | - | - |
| Deferred tax (Net) | | (396,691) | 1,577,139 |
| Earlier Year Tax Adjustments | | 2,093,154 | - |
| Profit / (Loss) after Tax | | <u>(2,467,889)</u> | <u>(6,213,405)</u> |
| Earnings per equity share of Rs.10 each | | | |
| - Basic (Rs.) | 25 | (0.26) | (0.64) |
| - Diluted (Rs.) | | (0.26) | (0.64) |

Significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Sharma Goel & Co.
Chartered Accountants
FRN: 000643N

For and on behalf of the Board

Sd/-
Amar Mittal
(Partner)
Membership No: 017755

Sd/-
Anil Kumar Khanna
(Chairman)

Sd/-
Suman Kapur
(Director)

Place: New Delhi
Date: May 30,2013

Notes to financial statements

(All Amounts in Indian Rupees, except share data and where otherwise stated)

| | As at March 31, 2013 | | As at March 31, 2012 | |
|--|-------------------------|--------------------|-------------------------|--------------------|
| | No. of shares | Amount | No. of shares | Amount |
| Note-4 | | | | |
| Share capital | | | | |
| Authorised | | | | |
| Equity shares of Rs. 10 each | 15,000,000 | 150,000,000 | 15,000,000 | 150,000,000 |
| | | <u>150,000,000</u> | | <u>150,000,000</u> |
| Issued, subscribed and paid up | | | | |
| Equity shares of Rs. 10 each | 9,988,883 | 99,888,830 | 9,988,883 | 99,888,830 |
| Addition during the year | - | - | - | - |
| Less: Calls In Arrears | - | 3,380,605 | - | 3,380,605 |
| Closing balance of equity share capital at the end of the year | <u>9,988,883</u> | <u>96,508,225</u> | <u>9,988,883</u> | <u>96,508,225</u> |

Note 1.1 - The holders of equity shares are entitled to receive dividend as declared from time to time, and are entitled to one vote per share at meeting of the Company. In the event of liquidation of the Company, all preferential amounts, if any, shall be discharged by the Company. The remaining assets of the company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

Note 1.2 - The Details of Shareholders holding more than 5% Equity shares:

| Name of Shareholder | As at March 31, 2013 | | As at March 31, 2012 | |
|------------------------------------|----------------------|-------|----------------------|-------|
| | No. of Shares | % | No. of Shares | % |
| United Leasing and Industries Ltd. | 1,125,300 | 11.27 | 1,125,300 | 11.27 |
| ULL Securities Pvt. Ltd. | 1,142,880 | 11.44 | 1,142,880 | 11.44 |
| Anil Kumar Khanna | 880,940 | 8.82 | 880,940 | 8.82 |
| Anoop Kumar Khanna | 568,960 | 5.70 | 568,960 | 5.70 |

Note-5

RESERVES AND SURPLUS

Capital reserve

| | | | | |
|---|---------|---------|---------|---------|
| Balance as at the beginning of the year | 227,250 | | 227,250 | |
| Addition during the year | - | 227,250 | - | 227,250 |

General reserve

| | | | | |
|---|------------|------------|------------|------------|
| Balance as at the beginning of the year | 12,790,193 | | 12,790,193 | |
| Addition during the year | - | 12,790,193 | - | 12,790,193 |

Revaluation reserve*

| | | | | |
|---|--------------------|-------------|------------|------------|
| Balance as at the beginning of the year | 15,224,185 | | 15,224,185 | |
| Addition during the year | <u>183,614,155</u> | 198,838,340 | - | 15,224,185 |

Other reserves

| | | | | |
|---|---------|---------|---------|---------|
| -Investment Allowance Reserve | | | | |
| Balance as at the beginning of the year | 907,763 | | 907,763 | |
| Addition during the year | - | 907,763 | - | 907,763 |

Surplus/(Deficit) in Statement

of Profit and Loss

| | | | | |
|---|--------------|--------------------|--------------|------------------|
| Balance as at the beginning of the year | (22,146,283) | | (15,932,878) | |
| Add: Profit / (loss) for the year | (2,467,889) | (24,614,172) | (6,213,405) | (22,146,283) |
| Total of reserves and surplus | | <u>188,149,374</u> | | <u>7,003,108</u> |

*(Revaluation Reserve represents the reserves accretion pursuant to revaluation of Company's land as on 29th Oct. 2012.)



Notes to financial statements

(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | As at March 31, 2013 | As at March 31, 2012 |
|--|--------------------------|--------------------------|
| Note-6 | | |
| BORROWINGS | | |
| Long term borrowings | | |
| I. Secured | | |
| (a) Term loans | | |
| From banks | | |
| - Term Loan including Working Capital Term Loan (Secured by equitable mortgage of Factory Land & Building and hypothecation of Imported Plant & Machinery) | 15,621,684 | 24,448,691 |
| - Vehicle Loan From ICICI Bank | 2,352,517 | - |
| - Against Fixed Deposit | <u>-</u> | <u>29,005,691</u> |
| Total of secured long term borrowings | <u>17,974,201</u> | <u>53,454,382</u> |
| II. Unsecured | | |
| (a) Deposits | | |
| - Fixed Deposits from Public | 11,190,386 | 8,749,796 |
| - Inter-corporate deposits | <u>26,864,951</u> | <u>35,109,361</u> |
| Total of un-secured long term borrowings | <u>38,055,337</u> | <u>43,859,157</u> |
| Total of long term borrowings | <u>56,029,538</u> | <u>97,313,539</u> |
| Short term borrowings | | |
| I. Secured | | |
| (a) Loans repayable on demand | | |
| From banks | | |
| Cash Credit (Secured by a first charge on Raw Material, Finished Goods and Work In Progress of Embroidered Goods) | 9,123,997 | 9,125,078 |
| Bank Overdraft | | |
| - Central Bank of India (Secured against FD with Central Bank of India) | <u>1,564,958</u> | <u>10,688,955</u> |
| Total of secured short term borrowings | <u>10,688,955</u> | <u>10,282,363</u> |
| II. Unsecured | | |
| (a) Loans and advances from related parties | | |
| - from Director | 932,817 | 109,266 |
| - from Others | <u>39,113,856</u> | <u>40,046,673</u> |
| (b) Deposits | | |
| - Fixed Deposits from Public | 7,079,796 | 8,516,761 |
| Total of un-secured short term borrowings | <u>47,126,469</u> | <u>8,626,027</u> |
| Total of short term borrowings | <u>57,815,424</u> | <u>18,908,390</u> |

Notes to financial statements

(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | As at March 31, 2013 | As at March 31, 2012 |
|---|-------------------------|-------------------------|
| Note-7 | | |
| Trade payables | | |
| Due to Micro and small enterprises* | - | - |
| Due to Others | 304,101 | 304,101 |
| Total of trade payables | <u>304,101</u> | <u>304,101</u> |
| *Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006: | | |
| a) There is no payment due to suppliers as at the end of the accounting year on account of Principal and Interest. | | Nil |
| b) No interest was paid during the year in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed date. | | Nil |
| c) No interest is payable at the end of the year other than interest under Micro, Small and Medium Enterprises Development Act, 2006. | | Nil |
| d) No amount of interest was accrued and unpaid at the end of the accounting year. | | Nil |

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

| | As at March 31, 2013 | As at March 31, 2012 |
|---|-------------------------|--------------------------|
| Note-8 | | |
| Other Current Liabilities | | |
| a) Current Maturities of Long-term Debt | 594,264 | - |
| b) Interest accrued but not due | | |
| - On fixed deposit from Public | 258,737 | 1,120,358 |
| c) Payable to statutory authorities | | |
| - TDS payable | 331,335 | 251,075 |
| d) Other liabilities | 2,790,462 | 8,981,798 |
| Total of other current liabilities | <u>4,836,419</u> | <u>10,094,494</u> |

Note-9

Fixed Assets

| Particulars | Gross Block (at cost) | | | | Depreciation | | Net Block | | Net Block |
|-----------------------|------------------------|--------------------|-----------|-------------------------|------------------------|------------------|-----------|-------------------------|-------------------------|
| | As at April 1, 2012 | Additions | Deletions | As at March 31, 2013 | As at April 1, 2012 | For the year | Deletions | As at March 31, 2013 | As at March 31, 2012 |
| Land* | 27,530,845 | 183,891,255 | - | 211,422,100 | - | - | - | 211,422,100 | 27,530,845 |
| Buildings | 11,463,739 | - | - | 11,463,739 | 5,489,546 | 382,889 | - | 5,872,435 | 5,591,304 |
| Plant & Machinery | 149,421,247 | - | - | 149,421,247 | 101,432,476 | 6,154,129 | - | 107,586,605 | 41,834,642 |
| Computers | 5,332,961 | - | - | 5,332,961 | 5,293,287 | 39,674 | - | 5,332,961 | - |
| Vehicles | 31,384,341 | 4,155,346 | - | 35,539,687 | 31,384,341 | 315,806 | - | 31,700,147 | 3,839,540 |
| Office Equipment | 2,296,218 | - | - | 2,296,218 | 2,204,113 | 73,377 | - | 2,277,490 | 18,728 |
| Furniture & Fixtures | 3,475,238 | - | - | 3,475,238 | 3,406,990 | 46,401 | - | 3,453,391 | 21,847 |
| Total | 230,904,589 | 188,046,601 | - | 418,951,190 | 149,210,753 | 7,012,276 | - | 156,223,029 | 262,728,161 |
| Previous Year Figures | 230,904,589 | - | - | 230,904,589 | 142,454,512 | 6,756,241 | - | 149,210,753 | 81,693,836 |

*(Addition in Land represents accretion pursuant to revaluation of Company's land as on 29th Oct. 2012.)

Notes to financial statements(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | As at March 31, 2013 | As at March 31, 2012 |
|--|---------------------------------|---------------------------------|
| Note-10 | | |
| INVESTMENTS | | |
| Non-current investments | | |
| I. Quoted - | | |
| United Leasing & Industries Limited* | 11,485,239 | 11,485,239 |
| 763,665 Equity Shares of Rs. 10/- each(Previous Year:763,665) | | |
| II. Un-quoted | | |
| (a) Investment in equity instruments | | |
| Associates: | | |
| -ADAB Infrastructure Pvt Ltd. | | |
| (175,000 Equity Shares of Rs. 10/- each) | 1,750,000 | |
| Less transferred to current investments | <u>(1,750,000)</u> | 1,750,000 |
| Others: | | |
| -Chitra Utsav Video Pvt. Ltd. | 68,841,177 | 68,841,177 |
| 69,750 Equity Shares of Rs.10/- each (Previous Year:69,750) | | |
| -Telecom Finance (India) Ltd. | 9,628,499 | 9,628,499 |
| 883,257 Equity shares of Rs. 10/- each (Previous Year:883,257) | | |
| -Chene Capital Pvt. Ltd. | 2,250,000 | 2,250,000 |
| 225,000 Equity Shares of Rs.10/- each (Previous Year:225,000) | | |
| -Saurer Embroidery Systems(india) Pvt. Ltd. | <u>1,550,000</u> | <u>1,550,000</u> |
| 155,000 Equity Shares of Rs .10/- each (Previous Year:155,000) | 82,269,676 | 82,269,676 |
| (b) Investments in preference shares | | |
| Others: | 12,960,000 | 12,960,000 |
| 1296,000 Preference Shares(Previous Year:1296,000) of Rs.10/- each of Chitra Utsav Video Pvt. Ltd. | | |
| Total of non current investments | <u>106,714,915</u> | <u>108,464,915</u> |
| Current investments | | |
| Investment in equity instruments (Unquoted) | | |
| -ADAB Infrastructure Pvt Ltd. | 1,750,000 | - |
| (175,000 Equity Shares of Rs. 10/- each) | | |
| Total of current investments | <u>1,750,000</u> | <u>-</u> |
| Aggregate book value of quoted investments | 11,485,239 | 11,485,239 |
| Aggregate book value of un-quoted investments | 96,979,676 | 95,229,676 |

*Market Value of quoted investment is not available as on 31st March 2013.

Notes to financial statements

(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | As at March 31, 2013 | As at March 31, 2012 |
|--|--------------------------|--------------------------|
| Note-11 | | |
| LOANS AND ADVANCES | | |
| Long-term loans and advances | | |
| Unsecured, considered good | | |
| (a) Security deposits | | |
| Security deposits | 484,669 | 579,007 |
| (b) Others | | |
| Prepaid expenses | 1,676,338 | 1,706,338 |
| Other receivables | <u>480,709</u> | <u>480,709</u> |
| Total of Long term loans and advances | 2,641,716 | 2,766,054 |
| Short-term loans and advances | | |
| Unsecured, considered good | | |
| (a) Loans and advances to related parties | | |
| Chitra Utsav Video Pvt. Ltd. | 5,668,680 | 18,855,420 |
| Others | - | 40,000 |
| (b) Others | | |
| Prepaid expenses | 38,515 | 30,000 |
| Advance to staff | 14,042 | 12,312 |
| Advance income tax, including tax deducted at source net of provision for tax | <u>910,774</u> | <u>5,784,198</u> |
| Total of short term loans and advances | <u>6,632,011</u> | <u>24,721,930</u> |
| Note-12 | | |
| Inventories | | |
| (Valued at cost or net realisable value whichever is lower) | | |
| Raw materials | 102,682 | 210,276 |
| Spare Parts | - | 199,700 |
| Work-in-progress | 1,959,549 | 1,212,157 |
| Finished goods | <u>7,024,000</u> | <u>7,452,000</u> |
| Total of Inventories | <u>9,086,231</u> | <u>9,074,133</u> |
| Note-13 | | |
| Trade Receivables (Unsecured): | | |
| Due for more than six months from the date they become due for payment : | | |
| Considered Good | 411,116 | - |
| Considered Doubtful | 984,129 | 6,096,806 |
| Less: Provision for Doubtful Debts | <u>(984,129)</u> | <u>(6,096,806)</u> |
| | 411,116 | - |
| Others (Considered good) | <u>15,013,536</u> | <u>4,622,355</u> |
| Total of Trade Receivables | <u>15,424,652</u> | <u>4,622,355</u> |
| Note-14 | | |
| Cash and bank balances | | |
| Cash and cash equivalents | | |
| Cash on hand | 222,794 | 212,300 |
| Balances with scheduled banks | | |
| - In current accounts | 111,494 | 416,725 |
| - In fixed deposit accounts | | |
| a) maturing within 12 months from reporting date | 2,163,687 | 2,038,880 |
| b) maturing after 12 months from reporting date | - | - |
| Total of Cash and bank balances | <u>2,497,975</u> | <u>2,667,905</u> |



Notes to financial statements

(All Amounts in Indian Rupees,
except share data and where otherwise stated)

| | As at March 31, 2013 | As at March 31, 2012 |
|---|--------------------------|--------------------------|
| Note-15 | | |
| Revenue from operations | | |
| Revenue from Manufacturing operations | 28,239,933 | 23,846,265 |
| Other Operating Income | 3,303,166 | - |
| Total of Revenue from operations | <u>31,543,099</u> | <u>23,846,265</u> |
| Note-16 | | |
| Other income | | |
| Interest on fixed deposits - gross | | |
| [Tax deducted at source Rs.19,116 (Previous year Rs.17,625)] | 248,742 | 267,858 |
| Late payment charges recovered on hire | - | 156,615 |
| Miscellaneous income | 231,865 | 1,721,676 |
| Total of Other income | <u>499,723</u> | <u>3,358,441</u> |
| Note-17 | | |
| Employee benefits expense | | |
| Salaries and wages | 4,737,453 | 7,436,277 |
| Staff welfare expenses | 4,280 | 24,494 |
| Total of Employee benefits expense | <u>4,741,733</u> | <u>7,460,771</u> |
| Note-18 | | |
| Finance costs | | |
| Interest expenses | | |
| - Interest on term loan & OD facility | 2,352,615 | 4,078,594 |
| - Interest on Deposits | 8,710,215 | 3,712,601 |
| - Interest on Taxes | 5,272 | - |
| Total of Finance cost | <u>11,068,102</u> | <u>7,791,195</u> |
| Note-19 | | |
| Manufacturing expenses | | |
| Raw Material (Fabric) | 3,133,610 | 1,377,000 |
| Purchase of Spare Parts | 2,360,999 | - |
| Power & Fuel | 634,500 | 293,509 |
| Freight & Cartage | 750 | - |
| Other Manufacturing Expenses | 3,157,373 | 43,500 |
| Total of Manufacturing expenses | <u>9,287,232</u> | <u>1,714,009</u> |
| Note-20 | | |
| Other expenses | | |
| Postage, Courier and Telephones | 73,290 | 100,312 |
| Traveling and conveyance expenses | - | 673,862 |
| Auditor's remuneration as | | |
| - Auditor | 84,270 | 56,180 |
| - For Tax Audit | 10,000 | 15,000 |
| Fee, Taxes and Insurance | 1,184 | 312,905 |
| Advertisement | 72,948 | 62,258 |
| Vehicle Running & Maintenance | 119,518 | 160,569 |
| Listing Fee | 28,090 | 44,420 |
| Bank Charges | 74,899 | 37,217 |
| Annual Custody Fee | 16,854 | 16,741 |
| Director's Meeting Fee | 130,000 | 115,000 |
| Professional Charges | 187,371 | 68,740 |
| Exchange Fluctuation | 16,856 | - |
| Website Maintenance Charges | 39,326 | - |
| Printing and stationary | 76,380 | 80,573 |
| Bad debts written off | - | 6,096,806 |
| Miscellaneous expenses | 93,312 | 72,789 |
| Total of Other expenses | <u>1,024,298</u> | <u>7,913,372</u> |

Notes to Financial Statements

[all amounts in Indian Rupees,
except share data and where otherwise stated]

1. Company Overview:

RLF Limited ("the Company") was incorporated in April, 1979. The Company is primarily engaged in the business of doing embroidery on Job Work basis.

2. Basis of preparation of financial statements

a) Statement of compliance

The financial statements are prepared under the historical cost convention on an accrual basis, in accordance with the generally accepted accounting principles in India and in compliance with the applicable accounting standards as notified under the Companies (Accounting Standards) Rules, 2006, as amended and as per Revised Schedule VI to the Companies Act, 1956. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956.

b) Use of estimates

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Differences between the actual results and estimates are recognized in the year in which the results are known or materialized

3. Significant accounting policies:

Accounting Concepts:

The Financial Statements are prepared under the historical cost convention on an accrual basis and in accordance with the applicable mandatory Accounting Standards and relevant presentational requirements of the Companies Act, 1956.

These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C) [Companies (Accounting Standards) Rules 2006, as amended] and all other relevant provisions of the Companies Act, 1956.

All asset and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule –VI to the Companies Act 1956, based on the nature of product / services and the time between the acquisition of the assets for processing and their realization in cash and cash equivalents, the company has ascertained its operative cycle as 12 months for the purpose of current – non-current classification of assets & liabilities.

a) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation/amortization (including other expenses related to acquisition and installation) adjusted by revaluation of certain fixed assets.

b) Depreciation / Amortization:

Depreciation/amortization is charged in the accounts on the following basis:

Depreciation has been provided on Straight-Line basis at the rates specified in Schedule-XIV of the Companies Act 1956.

Pro rata depreciation is considered on assets acquired during the year.

c) Investments:

Current investments are stated at lower of cost or market value. Long-term investments are stated at cost.

d) Inventories:

Inventories are valued at the lower of Cost or Net Realizable Value except stores & spares which is valued at cost.

e) Revenue Recognition:

Sales are accounted for on accrual basis.

f) Retirement Benefit:

Provident fund is accounted for on accrual basis while Leave Encashment & Gratuity is accounted for on cash basis.

g) Foreign Currency Transactions:

Transactions in Foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Year end balances are valued at the rate prevailing on that date.

h) Provision for Current and Deferred Tax:

Provision for Current Tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions as per Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profits for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that the assets will be adjusted in future.

21. Contingent liabilities not provided for in respect of:

- The Sales Tax Department had created a demand on the company in respect of cases for 2 years against which the company has preferred appeals to the appropriate appellate authorities aggregating to Rs. 28,64,433/- (**Previous Year Rs 28,64,433**)
- The company has provided a Corporate Guarantee in favour of Syndicate Bank in respect of the credit facility availed by M/s Chitra UtsavVideo Pvt. Ltd. amounting to Rs 2475 Lacs.

22. Segment Reporting (Accounting Standard No :-17):

The company consists reportable segments as per AS 17 namely Embroidery, Stone Handicraft and Synthetic Sports. The segment wise details is as follows:

| I. Segment Revenue | Current Year Ended 31.3.2013 | | | | Previous Year Ended 31.3.2012 | | |
|---|------------------------------|------------------|------------------|---------------------|-------------------------------|--------------------|---------------------|
| | Embroidery | Stone Handicraft | Synthetic Sports | Total | Embroidery | Stone Handicraft | Total |
| Manufacturing /Trading Income | 2,82,39,933 | -- | 33,03,166 | 3,15,43,099 | 20,379,637 | 3,466,628 | 23,846,265 |
| Other Income | 4,99,723 | -- | -- | 4,99,723 | 3,358,441 | -- | 3,358,441 |
| Increase/(Decrease) in stock | 3,19,392 | -- | -- | 3,19,392 | (205,384) | -- | (205,384) |
| Sub Total | 2,90,59,048 | -- | 33,03,166 | 3,23,62,214 | 23,532,694 | 3,466,628 | 26,999,322 |
| Less: Inter Segment Revenue | -- | -- | -- | -- | -- | -- | -- |
| Net Segment Revenue | 2,90,59,048 | -- | 33,03,166 | 3,23,62,214 | 23,532,694 | 3,466,628 | 26,999,322 |
| 2. Segment Results | | | | | | | |
| Profit before Tax Interest Income & Interest Expense and Dividend from each Segment | (1,17,77,080) | -- | 2,10,682 | (1,15,66,398) | 4,427,592 | (1,400,185) | 3,027,407 |
| Less : Interest Expense | 1,10,62,830 | -- | -- | 1,10,62,830 | (7,828,413) | -- | (7,828,413) |
| Add : Interest Income | 267858 | -- | -- | 2,67,858 | 174,240 | -- | 174,240 |
| Less : Other Unallocable Expenditure | -- | -- | -- | -- | -- | -- | -- |
| Add :Unallocable Income | -- | -- | -- | -- | -- | -- | -- |
| Profit before Tax | (9,82,108) | -- | 2,10,682 | (7,71,426) | (3,226,581) | (1,400,185) | (4,626,766) |
| Provision for Tax | 3,96,691 | -- | -- | 3,96,691 | (1,577,139) | -- | (1,577,139) |
| Deferred Tax Assets/(Liability) | (20,93,154) | -- | -- | (20,93,154) | -- | -- | -- |
| Short Provision for Tax for earlier years | (20,93,154) | -- | -- | (20,93,154) | -- | -- | -- |
| Profit after Tax | (26,78,571) | -- | 2,10,682 | (24,67,889) | (4,803,720) | (1,400,185) | (6,203,905) |
| 2. Other Information | | | | | | | |
| Depreciation | 70,12,276 | -- | -- | 70,12,276 | 6,756,241 | -- | 6,756,241 |
| Other Non Cash Expenses | -- | -- | -- | -- | -- | -- | -- |
| 3. Capital Employed | | | | | | | |
| Segment Assets | 40,78,17,146 | -- | -- | 40,78,17,146 | 23,81,91,733 | -- | 23,81,91,733 |
| Segment Liabilities | 12,31,59,547 | -- | -- | 12,31,59,547 | 13,11,90,296 | -- | 13,11,90,296 |

- a) The group's primary business segments are reflected based on principal business activities carried on by the Company. The Company operates in two reportable business segments i.e.
- Embroidery
 - Synthetic Sports
- No activity has taken place in Stone Handicraft segment during the financial year 2012-13.
- b) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.
- c) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as disclosed in Significant Accounting Policies above.

23. Accounting for Taxes on Income (Accounting Standard No:-22):

The Company has during the year recognized Net Deferred Tax Asset amounting to **Rs. 3,96,691** as on 31.3.2013.

| Particulars | As on 31.3.2013 | As on 31.3.2012 |
|---|--|--|
| | Deferred Tax Assets/ (Deferred Tax Liability) | Deferred Tax Assets/ (Deferred Tax Liability) |
| Brought Forward Loss | 67,97,017 | 75,09,142 |
| Net Block of Assets | (1,09,79,597) | (1,20,88,413) |
| Net Deferred Tax Asset / (Liability) | (41,82,580) | (45,79,271) |

24. In accordance with the requirement of **Accounting Standards (AS) -18 on Related Party Disclosure**, the name of the parties where control exists and/or with whom the transaction have taken place during the year are as follows :-

- Key Management Personal**
Anil Kumar Khanna – Chairman
- Associate Companies**
ADAB Infrastructure Pvt. Ltd.
- Entities where Key Management Personal exercises significant influence**
 - Saurer Embroidery Systems India Pvt. Ltd.
 - Chene Capital Pvt. Ltd.
 - Chitra Utsav Video Pvt. Ltd.

| SR.NO. | TRANSACTIONS | FOR THE YEAR ENDING 31.03.13 | FOR THE YEAR ENDING 31.03.12 |
|--------|---|---------------------------------|---------------------------------|
| 1. | PURCHASE OF INVESTMENTS: Chitra Utsav Video Pvt Ltd | 38,50,398 | 37,75,485 |
| 2. | SALE OF GOODS: Saurer Embroidery Systems India Pvt Ltd | 2,30,82,346 | 2,03,79,637 |
| 3. | ADVANCES GIVEN/RECEIVED (NET) Chitra Utsav Video Pvt Ltd | (1,24,40,241) | 1,38,66,570 |
| 4. | DIRECTOR COMMISSION: Anil Kumar Khanna | Nil | Nil |
| 5. | LOAN TAKEN/(REPAID) FROM DIRECTORS (NET) : | 26,00,000 | (17,90,734) |
| 6. | INTEREST ON LOAN TO DIRECTORS | 1,86,889 | 81,485 |
| 7. | LOAN TAKEN FROM RELATIVES OF KEY MANAGEMENT PERSONAL | 3,18,00,000 | Nil |
| 8. | INTEREST ON ICD (CHENE CAPITAL) | --- | 77,135 |
| 9. | ADAB Infrastructure Pvt. Ltd. | | |

| | | |
|--|------|----------|
| (Sale of Investment) | ---- | 7,00,000 |
| 10 Saurer Embroidery Systems India Pvt. Ltd. | Nil | 8,92,000 |
| (Purchase of fabrics) | | |

25. Basic and Diluted Earning Per Share (Accounting Standard No:-20):

Basic and diluted Earnings/(loss) per share of the company is as under: -

| | 31.3.2013 (In Rupees) | 31.3.2012 (In Rupees) |
|--|--------------------------|--------------------------|
| Profit or (Loss) after tax (A) | (24,67,889) | (62,13,405) |
| Weighted Avg. Number of Equity Shares | 96,50,822.5 | 96,50,822.5 |
| Face value per Equity Share | 10 | 10 |
| Basic and Diluted Earnings per Share: (Rupee/Share) | (0.26) | (0.64) |

26. Board Meeting Fee

| 31.3.2013 (In Rupees) | 31.3.2012 (In Rupees) |
|--------------------------|--------------------------|
| 80,000 | 75,000 |

27. Audit Committee Fee

| 31.3.2013 (In Rupees) | 31.3.2012 (In Rupees) |
|--------------------------|--------------------------|
| 50,000 | 40,000 |

28. Payment to Auditors

| 31.3.2013 (In Rupees) | 31.3.2012 (In Rupees) |
|--------------------------|--------------------------|
| Audit Fees | 84,270 |
| Tax Audit | 10,000 |
| | 56,180 |
| | 15,000 |

29. Figures of the previous year have been regrouped & recast wherever necessary.

30. CIF Value of Imports :-

| | 31.03.2013 | 31.03.2012 |
|---------------------------------|------------|------------|
| Raw Material | 23,60,999 | Nil |
| Capital Goods | Nil | Nil |
| Earning in foreign Currency | 31.03.2013 | 31.03.2012 |
| | 53,22,353 | 34,66,628 |
| Expenditure in Foreign Currency | 31.03.2013 | 31.03.2012 |
| | 16,97,623 | Nil |

31. The company has a unutilized balance of Cenvat Credit amounting to Rs 16,76,338 which is lying in the books ,the matter has been decided by the H'onable High Court.The Company based on the decision of the High Court has approached the Department for refund of Rs 27,05,026 ,the matter which is pending.

32. The company holds more than 20% equity share capital of ADAB Infrastructure Pvt. Ltd.This investment is held for sale in future hence consolidation has not been done as per AS 23 "Accounting for investments in Associates in Consolidated Financial Statements"

33. The company previous year has sold shares of ADAB Infrastructure Pvt. Ltd. amounting to Rs 3,50,000 Lacs which has been shown as recoverable as the payment for the same has not been realized.

34. The company during the year has reversed an amount of Rs.11,57,502 on account of excess interest charged by Central Bank of India on Term Loan accounts, the company has made representation to the Bank for reversal of the same.
35. The Company has not made provision for Gratuity as per AS 15 "Employee Benefits". Provident fund is accounted for on Accrual Basis while Leave Encashment & Gratuity is accounted for on Cash basis.
36. In respect of amounts as mentioned under Section 205C of the Companies Act, 1956, there were no dues required to be credited to the Investor Education and Protection Fund as at March 31, 2013.
37. In the opinion of the Board of Directors, all current assets and long term loans & advances, appearing in the balance sheet as at March 31, 2013, have a value on realization, in the ordinary course of the Company's business, at least equal to the amount at which they are stated in the financial statements and hence no provision is required to be made against the recoverability of these balances.
38. There are no other particulars to be disclosed in accordance with Part II to Schedule VI of the Companies Act, 1956.

**As per our report of even date
For Sharma Goel & Co.
Chartered Accountants
FRN: 000643N**

For and on behalf of the Board

**Sd/-
Amar Mittal
(Partner)
Membership No: 017755**

**Sd/-
Anil Kumar Khanna
(Chairman)**

**Sd/-
Suman Kapur
(Director)**

**Place: New Delhi
Date: May 30,2013**

Cash Flow Statement for the Year Ended 31st March, 2013

| | 31.03.2013 [Rs.] | 31.03.2012 [Rs.] |
|--|---------------------|---------------------|
| A. Cash Flow from Operating Activities | | |
| Profit before Tax and Extraordinary Items | (771,426) | (4,636,266) |
| Adjustment for : | | |
| Extraordinary Items (Prior Period Adjustment) | (2,093,154) | 7,828,413 |
| Interest Expense | 11,068,102 | (174,240) |
| Interest Received | (267,858) | 6,756,241 |
| Depreciation | 7,012,276 | |
| Cash Generated before changes in working capital | 14,947,939 | 9,774,148 |
| Adjustment for : | | |
| (Increase)/Decrease in Trade & Other Receivables | (10,802,297) | 1,691,886 |
| (Increase)/Decrease in Inventories | (12,098) | 205,384 |
| Increase/(Decrease) in Trade Payable | - | (64,020) |
| Increase/(Decrease) in Other Current Liabilities | (5,258,075) | - |
| Cash Flow from Operating Activities before tax | (1,124,531) | 11,607,398 |
| Less: Tax Paid | (461,647) | - |
| Net Cash Generated from Operating Activities | (1,586,178) | 11,607,398 |
| B. Cash Flow from Investing Activities | | |
| Purchase of Fixed Assets | (4,155,346) | - |
| (Increase)/Decrease in Advances | 18,214,257 | (9,569,930) |
| (Increase)/Decrease in Investments | 350,000 | (3,075,485) |
| Interest Received on Fixed Deposits | 248,742 | 174,240 |
| Net Cash used in Investing Activities | 14,657,654 | (12,471,175) |
| C. Cash Flow from Financing Activities | | |
| Increase/(Decrease) in Long Term Borrowings-WCTL | (41,284,001) | (5,800,391) |
| Increase/(Decrease) in Bank Borrowings | 38,907,033 | 1,674,253 |
| Increase/(Decrease) in Other Liabilities | - | 13,146,376 |
| Interest & Other Finance Costs Paid | (10,864,438) | (7,828,413) |
| Net Cash Generated from Financing Activities | (13,241,406) | 1,191,825 |
| Net Increase in Cash & Cash Equivalents (A+B+C) | (169,930) | 328,048 |
| Cash & Cash Equivalents as on 31st March, 2013 | 2,497,975 | 2,667,905 |
| Cash & Cash Equivalents as on 31st March, 2012 | 2,667,905 | 2,339,857 |

For Sharma Goel & Co.
Chartered Accountants
FRN: 000643N

For and on behalf of the Board

Sd/-
Amar Mittal
(Partner)
Membership No: 017755

Sd/-
Anil Kumar Khanna
(Chairman)

Sd/-
Suman Kapur
(Director)

Place: New Delhi
Date: May 30, 2013

AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of RLF Ltd. for the year ended 31st March, 2013. The Statement has been prepared by the Company in accordance with the requirements of the clause 32 of the Listing Agreement and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of 30th May, 2013 to the members of the Company.

FOR SHARMA GOEL & CO.
Chartered Accountants

Place : New Delhi
Dated: May 30, 2013

Sd/-
(AMAR MITTAL)
PARTNER
M. No. 17755



FORM 2B
(Rule 4CCC and 5D)
NOMINATION FORM

(To be filled in by individual applying singly or jointly)

I/We _____ and _____ the holders of Shares/Deposit Receipt bearing Folio No./ Receipt No. _____ of M/s RLF LIMITED wish to make a nomination and do hereby nominate the following person(s) in whom all rights of transfer and/or amount payable in respect of Shares/Deposits shall vest in the event of my/ our death.

Name and Address of Nominee

Name: _____

Address: _____

Date of Birth*: _____

(*to be furnished in case the nominee is a minor)

**The nominee is a minor whose guardian is (Name and address) _____

(** to be deleted if not applicable)

Signature _____

Name _____

Address _____

Date _____

Signature _____

Name _____

Address _____

Date _____

Delete whichever is not applicable

Signature of two witnesses

Name And Address

Signature with date

1.

2.

Instructions:

1. The Nomination can be made by individuals only applying/ holding shares on their own behalf singly or jointly upto two persons. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney can not nominate. If the shares are held jointly all joint holders will sign the nomination form.
2. A minor can be nominated by a holder of shares/ Deposits and in that event the holder shall give the name and address of the Guardian.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a holder of power of attorney. A non-resident Indian can be a nominee on re-patriable basis.
4. Nomination stand rescinded upon transfer of share/ renewal of deposits made.
5. Transfer of share in favour of a nominee and repayment of amount of deposit to nominee shall be valid discharge by a Company against the legal heir.



**PROXY FORM
RLF LIMITED**

REGISTERED OFFICE: 14 Kms., Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Dist. Gurgaon, Haryana
CORPORATE OFFICE: Plot No. 66, Sector-34, EHTP, Gurgaon, Haryana

DP.ID:** CLIENT ID:**

Folio No.: _____

I/We _____ being a member/ members of RLF LIMITED hereby appoint _____ of _____ or failing him/ her _____ in the district of _____ as my/ our proxy to attend and vote for me/ us on my/ our behalf at the 33rd ANNUAL GENERAL MEETING of the Company to be held on the 30th September, 2013, at 3.00 P.M. at 14 Kms., Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Dist. Gurgaon, Haryana and any adjournment thereof.

Signed this _____ day of _____ 2013

Affix Revenue Stamp of Rupee 1 (One) here

Affix Revenue
Stamp of Rupee
1 (One) here

Signature of Member: _____
Signature of Proxy _____
Address: _____

Strike whichever is not applicable.

Notes:

1. The Proxy need not be a member of the Company.
2. The Proxy to be valid should be duly stamped with a revenue stamp of Rupee 1 (One) and executed by the member and should reach the Company's Corporate Office at least 48 hours before the time fixed for the Meeting.
3. Proxy cannot speak at the meeting or vote on a show of hands

** Applicable for investors holding shares in electronic form

**ATTENDANCE SLIP
RLF LIMITED**

REGISTERED OFFICE: 14 Kms., Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Dist. Gurgaon, Haryana
CORPORATE OFFICE: Plot No. 66, Sector-34, EHTP, Gurgaon, Haryana

NAME & ADDRESS OF THE SHAREHOLDER

Folio No. _____

DP.ID:** _____

CLIENT ID:** _____

No. of Shares Held: _____

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company on the 30th September, 2013 at 3.00 P.M. at 14 Kms., Gurgaon Pataudi Road, Village Jhund Sarai Veeran, Dist. Gurgaon, Haryana.

SIGNATURE OF THE SHAREHOLDER (S)/PROXY

*Strike whichever is not applicable.

Notes:

1. No attendance Slip will be issued at the venue of the meeting.
2. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
3. NO GIFTS/ GIFT COUPONS/ COMPANY PRODUCTS WILL BE GIVEN AT THE MEETING.
4. This Attendance is valid only in case shares are held on the date of the meeting.

** Applicable for investors holding shares in electronic form