

## NOTICE TO SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT THE 41<sup>st</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD ON THURSDAY, THE 30<sup>th</sup> DAY OF SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT 14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122001 AT 10:00 AM TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

#### **Item No. 1 To Receive, Consider and Adopt:**

The Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, the reports of the Board of Directors and the Auditors thereon;

#### **Item No. 2 To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Third consecutive Annual General Meeting and to fix their remuneration:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Ravi Ranjan & Co LLP, Chartered Accountants (Firm Registration No. 009073N / N500320), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Raj Anirudh & Associates, Chartered Accountants (Firm registration No. 020497N), to hold office from the conclusion of this 41<sup>st</sup> AGM until the conclusion of the 44<sup>th</sup> AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

#### **Item No. 3 To Appoint Mr. Vikas Grover (DIN: 07075918) as Non-Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 152, 160, 161 (1) and other provisions, if any, applicable to the company, for the time being in force, of the Companies Act, 2013 read with the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and articles of association of the company, Mr. Vikas Grover, who was appointed as an additional Non-executive director by the board of directors, who holds office up to the date of this annual general meeting and who, pursuant to the provisions of section 160 of the Companies Act, 2013, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director, be and is hereby appointed as a Non-executive director of the company liable to retire by rotation.”

#### **Item No. 4 To Appoint Mr. Bal Wan (DIN: 08955223) as Independent Director (Non-Executive) of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Mr. Bal Wan (DIN: 08955223), who was appointed as an Additional Independent Director of the Company by the Board of Directors who holds office up to the date of this annual general meeting and who, pursuant to the provisions of section 160 of the Companies Act, 2013, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director, be and is hereby appointed as an Independent director of the company for the term of 5 years, not liable to retire by rotation.”

**Item No. 5 To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:**

**“RESOLVED THAT** consent of members of the Company be and is hereby accorded to sell investments of the Company. The amount realized from the sale of investments has been done to clear the outstanding dues.”

**Item No. 6 To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 (the “Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 (the “Rules”) and other applicable provisions, if any, and subject to such conditions, approval, permissions as may be necessary, consent of the members be and is hereby accorded to the Company for acceptance of fixed deposits from its members.”

**Item No. 7 To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of 2 Crores.”

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

**Item No. 8 To consider and if thought fit to pass with or without modification, following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 10 Crores (Rupees Ten Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free

reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By order of the Board  
RLF Limited**

**Sd/-  
Chandni Arora  
Company Secretary &  
Compliance Officer**

**Date: 13.08.2021  
Place: Gurugram, Haryana**

## **IMPORTANT NOTES:**

### **1. EXPLANATORY STATEMENTS**

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 2 to 8 of the Notice, is annexed hereto.

In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 respectively (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circulars has allowed companies to conduct their annual general meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVMs"), However, considering the cost and the hassles in implementation of Audio Visual means and w.r.t the cost cutting measures undertaken by the Company, the management of the Company find it prudent to hold the 41st Annual General Meeting of the Company in physical attendance of the members by following proper social distancing measures and guidelines laid down by local authorities.

Due to COVID-19 pandemic, shareholders are requested to wear facemask before entering into the premises for attending 41st Annual General Meeting of the Company and follow the necessary instructions to maintain social distancing and sanitize hands in regular intervals during the proceedings of Annual General Meeting. Shareholders are also requested to please submit the attendance slip duly filled and signed.

### **2. PROXY & ATTENDANCE**

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

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

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

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

### **3. BOOK CLOSURE**

Share Transfer Books and Register of Members of the Company will remain closed from 24th September, 2021 to 29th September, 2021 (Both days inclusive).

### **4. NOMINATION**

Members holding share in dematerialized form may contact their respective Depository Participant(s) for recording nomination in respect of their shares.

5. To support the "Green Initiative", the Members who have not registered their E-Mail addresses are requested to register the same with the R&T Agent/Depositories.

6. Electronic copy of the Annual Report for the year ended 31st March, 2021 is being sent to all the members whose E-Mail IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Annual Report are being sent in the permitted mode.

7. Electronic copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
8. Members may also note that the Notice of 41st Annual General Meeting and the Annual Report for the Financial Year 2020-21 will also be available on the Company's website [www.rfltd.com](http://www.rfltd.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Gurugram, Haryana and Corporate Office, Delhi.
9. Securities Exchange Board of India (SEBI) has, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, mandated the Company/RTA to obtain copy of PAN Card and Bank account details from all the shareholders holding Shares in physical form. The Company/RTA have been directed to exercise enhanced due diligence in case where, inter-alia, these details have not been provided by the shareholder. Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Registrar and Transfer Agent has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
11. 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.
12. For any communication, the shareholders may also send requests to the Company's E-Mail id: [investorrelations@rfltd.com](mailto:investorrelations@rfltd.com).
13. The voting period begins on 27th September, 2021 9.00 a.m. (IST) and ends on 29th September, 2021, 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2021, may cast their vote electronically. The E-Voting module shall be disabled by Linkintime for voting thereafter.
14. The Board of Directors have appointed Mr. Narender Singh, Chartered Accountant as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting/Director and in his absence to the Company Secretary of the Company.

### Voting through electronic means

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> </ul>

	<ul style="list-style-type: none"> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  - Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
    - A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
    - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour/ Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

**By order of the Board  
RLF Limited**

**Sd/-  
Chandni Arora  
Company Secretary &  
Compliance Officer**

**Date: 13.08.2021  
Place: Gurugram, Haryana**



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **Item No. 2 Appointment of M/s. Ravi Rajan & Co. LLP, Chartered Accountant as Statutory Auditor of the Company**

M/s. Raj Anirudh & Associates, Chartered Accountants (Firm Registration No. 020497N) were appointed as statutory auditors of the company at the AGM held in 2016 for a period of 5 years. In terms of their appointment, M/s. Raj Anirudh & Associates, were holding office of the auditors up to the conclusion of the 41st AGM and hence, would retire at the conclusion of the forthcoming 41st AGM.

As per Section 139(2) of the Companies Act, 2013 ('the Act'), No listed company shall appoint or reappoint an individual as auditor for more than one term of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. Ravi Rajan & Co LLP, Chartered Accountants, (Firm Registration No. 009073N/ N500320) is proposed to be appointed as statutory auditors of the company, for a period of 3 years, commencing from the conclusion of 41st AGM till the conclusion of the 44th AGM. M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/ N500320), have consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. He has further confirmed that he is not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014

The Audit Committee and the Board of Directors have recommended the appointment of M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/ N500320), as statutory auditors of the Company from the conclusion of the 41st AGM till the conclusion of 44th AGM, to the shareholders.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 2 of the notice.

The Board recommends the Resolution at Item No. 2 to be passed as an ordinary resolution.

### **Item No. 3 Appointment of Mr. Vikas Grover as Non-Executive Director of the Company**

The board of directors of the company 2021, upon recommendation made by the nomination and remuneration committee, appointed Mr. Vikas Grover as an additional Non-executive director of the company, subject to consent by the members of the company at the ensuing annual general meeting (AGM).

As additional director, Mr. Vikas Grover holds the office of additional Non-executive director from the date of his appointment till the date of ensuing annual general meeting or due date thereof. The company has received consent / notice pursuant to the provisions of section 160 of the Companies Act, 2013 ("the Act") from him signifying his intention for the candidature of Non-Executive Director of the Company. The company has also received a declaration from Mr. Vikas Grover that he is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and have given his consent to act as a director of the company.

The brief profile of the Non-Executive Director to be appointed is given below:

#### **Mr. Vikas Grover**

<b>Full Name</b>	Mr. Vikas Grover
<b>Date of Birth</b>	31/05/1972
<b>Father's Name</b>	Sh. Yudhishter Kumar Grover
<b>DIN No.</b>	07075918
<b>PAN</b>	AGTPG1804B
<b>Number of Directorship in other Companies</b>	1
<b>Membership/Chairmanship in committees of other Companies</b>	NIL
<b>Terms and Conditions of Appointment</b>	As per the Resolution at Item No.3 of the Notice convening the meeting, Mr. Vikas Grover is proposed to be appointed as Director liable to retire by rotation.
<b>Relationship with other Directors/Key Managerial Personnel</b>	Not related to any Director/Key Managerial Personnel

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

**Item No. 4 Appointment of Mr. Bal Wan as Independent Director (Non-Executive) of the Company**

The Nomination & Remuneration Committee at its Meeting considered, approved and recommended to the Board and/or Shareholders (Members), the appointment of Mr. Bal Wan (DIN: 08955223), as an Independent Director for a period of five (5) years effective from 09th September, 2020. Subsequently, the Board of Directors of the Company at its meeting held on 09th September, 2020 appointed Mr. Bal Wan (DIN:), as an Additional (Non-Executive Independent) Director with effect from the said date.

Pursuant to the provision of the section 161 of the Companies Act 2013, Mr. Bal Wan (DIN: 08955223), holds office up to the date of this Annual General meeting of the Company. A notice has been received from him proposing his candidature for the office of Director of the Company.

Mr. Bal Wan (DIN: 08955223), have given the declaration to the Board that he meet the criteria of the Independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the board, he fulfill the conditions as specified in the Act, and Rules made thereunder for appointment as an Independent Director.

The terms and conditions of appointment of above Director shall be open for the inspection by the Members at the registered office of the company any working day during business hours of the company up to the date of Annual General Meeting.

The brief profile of the Independent director to be appointed is given below:

**Mr. Bal Wan**

<b>Full Name</b>	Mr. Bal Wan
<b>Date of Birth</b>	04/10/1959
<b>Father's Name</b>	Shri Baru Singh
<b>DIN No.</b>	08955223
<b>PAN</b>	AAUPW0497K
<b>Number of Directorship in other Companies</b>	NIL
<b>Membership/Chairmanship in committees of other Companies</b>	NIL
<b>Terms and Conditions of Appointment</b>	As per the Resolution at Item No.4 of the Notice convening the meeting, Mr. Bal Wan is proposed to be appointed as Director for 5 Consecutive years
<b>Relationship with other Directors/Key Managerial Personnel</b>	Not related to any Director/Key Managerial Personnel

The Board considers that appointment of Mr. Bal Wan, as an Independent Directors of this Company would be in the interest of the Company. Accordingly, the Board recommends his appointed as an Independent Directors of the Company for a period of 5 (five) years with effect from the 09th September, 2020.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the Resolution at Item No. 4 to be passed as an ordinary resolution.

**Item No. 5**

The Company proposes to sell a part of its Investments in the future periods if the company wishes to go for expansion. The Board of Directors of the Company at its meeting held on 29th July, 2020, approved the same.

Your Directors recommend the resolution as set out in the accompanying notice for the approval of members of the Company.

No Directors of the Company is concerned with or interested in the resolution of accompanying notice.

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

**Item No.6**

The Board of Directors of the Company at its meeting held on 29th July, 2020, have subject to the approval of members in their meeting, approved the renewal of unsecured deposit by the Company from its members. The Board also got approval for the acceptance of deposits from the members and the same has been duly signed by the majority of directors present at that meeting.

Your Directors recommend the resolution as set out in the accompanying notice for the approval of members of the Company.

No Director of the Company is concerned with or interested in the resolution of accompanying notice.

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

**Item No. 7**

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

Transaction that are already entered or to be entered with the related parties under the resolution mentioned above will be in ordinary course of business and are continuous in nature and are not for a specific period.

Terms and conditions will certainly be at arm's length basis. All factors relevant to the respective contracts will be with the prior approval of Audit Committee and the Board of Directors. The transactions with such related parties might trigger materiality in nature and require the approval of the shareholders of the Company by way of special resolution.

The transactions with the related parties may or may not be continuous in nature and may or may not be for a specific period and may or may not be material in nature, but in order to ensure compliance with the sections and regulations of Companies Act, 2013 and SEBI LODR Regulations, The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

**Item No. 8**

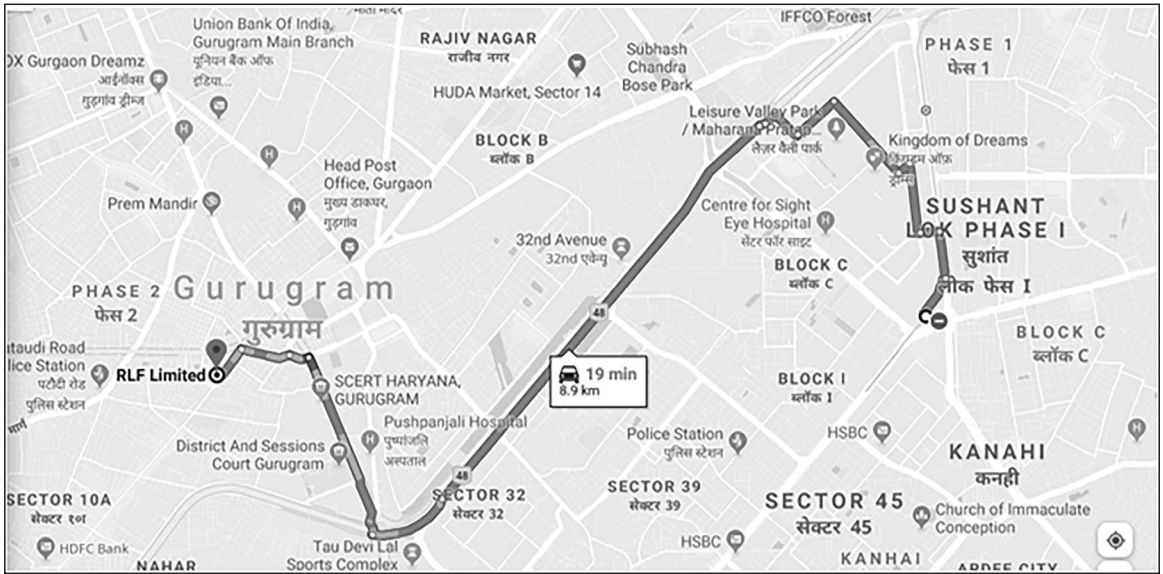
The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No.8 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No.8 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

### ROUTE MAP OF THE VENUE OF THE AGM





## Form No. MGT-11 Proxy Form

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

CIN:

Name of the Company:

Registered office:

Name of the member(s):
Registered Address:
E-Mail Id:
Folio No./Client ID:

\*Applicable for investors holding shares in electronic form.

I being the holder of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint

1. Name:

Address:

Signature: \_\_\_\_\_

as my proxy to attend and vote (on a poll) for me and on my behalf at the **41st Annual General Meeting** of the company, to be held on the **30th day of September, 2021 at 10:00 AM.** at 14 Kms, Gurugram Pataudi Road, Village Jhund Sarai Veeran, Dist., Sector 95, Gurugram, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	FOR	AGAINST
<b>ORDINARY BUSINESS</b>			
1.	Receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2021 the reports of the Board of Directors and Auditors thereon; and		
2.	Appointment of M/s. Ravi Ranjan & Co., LLP Chartered Accountants as Statutory Auditor of the Company for 3 years		
<b>SPECIAL BUSINESS</b>			
3.	Appointment of Mr. Vikas Grover (DIN: 07075918) as Non-Executive Director of the Company		
4.	Appointment of Mr. Bal Wan (DIN: 08955223) as Independent Director		
5.	Approval to Sale the Investments of the Company		
6.	Approval to Accept Fixed Deposits from Members		
7.	Approval of Related Party Transactions		
8.	Approval of Inter Corporate Loans and Investments		

Signed this \_\_\_\_\_

Signature of Shareholder

.....

Signature of Proxy holder

.....

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



CIN NO :- L74999HR1979PLC032747

## RLF LIMITED

[Corporate Identification Number –L74999HR1979PLC032747]

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

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

**Website:** [www.rfltd.com](http://www.rfltd.com) **Email:** [investorrelations@rfltd.com](mailto:investorrelations@rfltd.com)

**41st Annual General Meeting to be held on Thursday, 30th September, 2021 at 10:00 A.M. at**

**Registered Office:** 14 Kms Pataudi Road, Village Jhund Sarai Veeran, Sector-95, Gurugram, Haryana.

### ATTENDANCE SLIP

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

I / We hereby record my/ our presence at the **41st Annual General Meeting** of the Company, to be held on **Thursday, 30th September, 2021 at 10:00 A.M.** at 14 Kms, Gurugram Pataudi Road, Village Jhund Sarai Veeran, Distt. Sector 95 Gurugram, Haryana-122001.

\_\_\_\_\_  
**Member's/ Proxy's name in Block Letters**

\_\_\_\_\_  
**Signature of Member / Proxy**

**PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

### ELECTRONIC VOTING PARTICULARS

*Event No.	User ID	*Default PAN/ Sequence No.
210443		

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

#### Note:

- i) Please read the instructions printed under the Important Notes to the Notice dated 13 August 2021 of the 41st Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on 27th September, 2021 and ends at 05:00 p.m. (IST) on 29th September, 2021. The voting module shall be disabled by LIIPL for voting thereafter.
- ii) Proxy Form is attached to the Annual Report.