

## NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 40th ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD ON FRIDAY, THE 9th DAY OF OCTOBER, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 14 KMS, PATAUDI ROAD, VILLAGE JHUND SARAI VEERAN, SECTOR-95, GURUGRAM, HARYANA AT 12:00 NOON 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, 2020, the reports of the Board of Directors and the Auditors thereon;

### SPECIAL BUSINESS:

#### Item No. 2 Appointment of Ms. Gunja Singh (DIN: 08592621) as Independent 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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Independent Director Committee, Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Gunja Singh (DIN:08592621) Independent Director of the Company w.e.f. 11th October 2019, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Women Independent Director of the Company not liable to retire by rotation, to hold office for a period effective from 11th October 2019 till 10th October 2024 till the date of AGM in the year 2024.

#### ITEM No. 3 Appointment of Mr. Aditya Khanna (DIN: 01860038) as Managing Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in their meeting and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for appointment of Mr. Aditya Khanna (DIN: 01860038) as Managing Director (‘MD’) of the Company for a five year term till 2024, upon the terms and conditions as approved by Board of Directors, at remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** Mr. Aditya Khanna, in the capacity of Managing Director will be entrusted with powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time.

#### Item No. 4 To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

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

**Item No. 5** 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. 6** To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the Company be and is hereby accorded for previous periods and upto the next AGM subject to approval by Board of Directors in its meeting with respect to the transactions which have been entered and which are purely business transactions or any other transaction of whatever nature with related parties.”

**Item No. 7** 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 be 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. 1000 Crores (Rupees One Thousand 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/-  
Ginni Chhabra  
Company Secretary**

**Date: 09.09.2020  
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 7 of the Notice, is annexed hereto.

2. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/ 2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 40th 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.
3. The requirement to place the matter relating to ratification of Auditors by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of Auditors, who were appointed in the Annual General Meeting held in the Year 2016 for a period of Five Years.

### **4. 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.

### **5. BOOK CLOSURE**

Share Transfer Books and Register of Members of the Company will remain closed from 3rd October, 2020 to 9th October, 2020 (Both days inclusive).

### **6. NOMINATION**

Members who hold shares in physical certificate form can nominate a person in respect of all the shares held by them singly or jointly, by providing details to the Share Transfer Agent of the Company in the prescribed Form SH-13.

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

7. 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.
8. Electronic copy of the Annual Report for the year ended 31st March, 2020 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.

9. Electronic copy of the Notice of the 40th 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 40th 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.
10. Members may also note that the Notice of 40th Annual General Meeting and the Annual Report for the Financial Year 2019-20 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.
11. Securities Exchange Board of India (SEBI) has, vide its Circular No. SEBI/HO/MIRSD/DOPI/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.
12. Quote their Folio Number while corresponding with the Company, in case they hold physical shares.
13. 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.
14. For any communication, the shareholders may also send requests to the Company's E-Mail id: [investorrelations@rfltd.com](mailto:investorrelations@rfltd.com).
15. The voting period begins on 06th October, 2020, 9.00 a.m. (IST) and ends on 08th October, 2020, 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 02nd October, 2020, may cast their vote electronically.
16. **Voting through electronic means**
  - I. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. User ID:** Enter your User ID
    - Shareholders/ members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client 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 CDSL Demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL Demat account shall provide 'D', above
- 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).

NOTE: If Shareholders/ members are holding shares in Demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

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.
8. 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.

If you 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.
  - 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 the 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". Shareholders/ members holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.

In case shareholders/ members 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/-  
Ginni Chhabra  
Company Secretary**

**Date: 09.09.2020  
Place: Gurugram, Haryana**

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

### **Item No. 2**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Gunja Singh (DIN: 08592621) as an Additional cum Independent Woman Director of the Company, with effect from 11th October 2019 under Section 149, 150 and 152 of the Companies Act, 2013 and Ms. Gunja Singh shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

The Company has also received a declaration of independence from Ms. Gunja Singh. In the opinion of the Board, Ms. Gunja Singh fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment.

Ms. Gunja Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Gunja Singh as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Gunja Singh as an Independent Director for period upto 5 (five) consecutive years with effect from 11th October 2020 for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 2 for the approval of Members.

### **BRIEF PROFILE**

#### **Ms. Gunja Singh**

<b>Full Name</b>	Ms. Gunja Singh
<b>Date of Birth</b>	19/01/1985
<b>Father's Name</b>	Sh. Avadh Bihari Singh
<b>DIN No.</b>	08592621
<b>PAN</b>	MIQPS2576D
<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. 2 of the Notice convening the meeting, Ms. Gunja Singh is proposed to be appointed as Women Independent Director for 5 Consecutive years
<b>Relationship with other Directors/Key Managerial Personnel</b>	Not related to any Director/Key Managerial Personnel

### **Item No. 3**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Aditya Khanna (DIN: 01860038) as the Managing Director of the Company for a period of five years till 2024, upon the terms & conditions as approved in the meeting of Board of Directors, subject to approval of the Members in the Annual General Meeting.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Aditya Khanna's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolutions at Item No. 3 of this Notice relating to his appointment as the MD of the Company for a period of five years till 2024 as Special Resolution for your approval.

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

**BRIEF PROFILE****Mr.Aditya Khanna**

<b>Full Name</b>	Mr.Aditya Khanna
<b>Date of Birth</b>	10/04/1982
<b>Father's Name</b>	Mr.Anil Kumar Khanna
<b>DIN No.</b>	01860038
<b>PAN</b>	AHJPK2323E
<b>Qualification</b>	MBA from Oxford University and Bsc (Accounting and Finance) from London school of Economics and Political Science
<b>Experience (in years)</b>	12 years having vast experience in business
<b>Number of Directorship in other Companies</b>	08
<b>Membership/Chairmanship in committees of other Companies</b>	01
<b>Terms and Conditions of Appointment</b>	As per the Resolution at Item No.3 of the Notice convening the meeting, Mr. Aditya Khanna is proposed to be appointed as Managing Director for 5 Consecutive years
<b>Relationship with other Directors/Key Managerial Personnel</b>	Related to Director/Key Managerial Personnel

**Item No. 4**

The Company decided to sell a part of its Investments. The amount realized out of the sale of investments has been adjusted with outstanding Loans. 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.4 for the approval of the members.

**Item No. 5**

The Board of Directors of the Company at its meeting 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.5 for the approval of the members

**Item No. 6**

As per the provisions of Section 188 and rules there under of the Companies Act, 2013, there are a few related party transactions that the Company has done in the year 2019-20. The Company proposes to do such transactions in the future periods. The Board of Directors at its meeting held in the year 2019-20 has approved such related party transactions. The omnibus consent, sanction, permission or approval as the case may be of the members of the Company is hereby accorded for previous periods and upto the next AGM subject to approval by Board of Directors in its meeting with respect to the transactions as stated in the Resolution in the annexed notice

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 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.7 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.7 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**