NOTICE OF THE

46TH ANNUAL GENERAL MEETING

OF THE RLF LIMITED

NOTICE IS HEREBY GIVEN THAT THE 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD AS UNDER:

DATE	:	30TH SEPTEMBER, 2026
DAY	:	WEDNESDAY
TIME	:	10:00 AM
VENUE	:	REGISTERED OFFICE OF THE COMPANY 14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122016

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

The financial statement consisting of Balance Sheet as on March 31, 2026, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2026 along with the reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT pursuant to the provisions of section 129, 134 and all other applicable provision of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Financial Statements of the company for the financial year ended 31st March 2026 and reports of the Board of Directors and Statutory Auditor thereon, as circulated to the members, be and are hereby considered and approved."

ITEM NO. 2

TO RE-APPOINT MR. ASHISH KHANNA (DIN: 01251582), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Ashish Khanna (DIN: 01251582)**,** who retires by rotation at this meeting and being eligible for reappointment, be and is hereby re-appointed as Director of the company."

SPECIAL BUSINESSES:

ITEM NO. 3

TO CONSIDER AND APPROVE REMUNERATION OF MR. ADITYA KHANNA, THE MANAGING DIRECTOR OF THE COMPANY

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 Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Part I and Part II of Schedule V to the Act and the rules made thereunder, as amended from time to time, and the applicable provisions of the Articles of Association of the

Company, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Aditya Khanna (DIN: 01860038), Managing Director of the Company, with effect from 01st September, 2026, on the following terms and conditions:

1. Basic Salary: ₹75,000/- (Rupees Seventy-Five Thousand only) per month with effect from 01st September, 2026.
2. Medical Reimbursement: Reimbursement of medical expenses incurred in India or abroad, including hospitalisation, nursing home and surgical charges, for himself and his family, subject to a ceiling of one month's salary in a year.
3. Travelling Expenses: Reimbursement of travelling expenses incurred by him and his family for travel within India or abroad, as per the rules and policies of the Company.
4. Car, Telephone, Cell Phone and Personal Computer: Car, telephone, cell phone and personal computer shall be provided by the Company and the cost of maintenance, running and other related expenses shall be borne by the Company. The use of the aforesaid facilities at his residence for official purposes shall not be treated as perquisites, subject to applicable provisions of law.

PERQUISITES: In addition to the salary stated above, Mr. Aditya Khanna shall be entitled to such perquisites and allowances, including House Rent Allowance (HRA), medical reimbursement, travelling allowance, club fees and other payments in the nature of perquisites and allowances, as may be determined by the Board of Directors from time to time, subject to the overall ceiling on managerial remuneration prescribed under Sections 197 and 198 read with Schedule V to the Act and other applicable provisions of law.

TENURE: The aforesaid remuneration shall be payable for a period of 1 (one) year commencing from 1st September, 2026, subject to such variation, revision or modification as may be approved by the Board of Directors in accordance with the applicable provisions of the Act and within the overall limits approved by the Members.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Aditya Khanna as Managing Director, the remuneration and perquisites payable to him shall be governed by and shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013, as may be determined by the Board of Directors, subject to such approvals as may be required under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions of remuneration of Mr. Aditya Khanna, to the extent permitted under the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, severally, to do all such acts, deeds, matters and things and execute such documents, deeds and writings as may be necessary, proper, expedient or desirable to give effect to this resolution and matters incidental thereto."

ITEM NO. 4

TO CONSIDER AND APPROVE REMUNERATION OF MR. ASHISH KHANNA, THE NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the applicable provisions of Schedule V to the Act and the rules made thereunder, as amended from time to time, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ashish Khanna (DIN: 01251582), Non-Executive Non Independent Director of the Company, with effect from 01st September, 2026, on the following terms and conditions:

1. Remuneration
Mr. Ashish Khanna shall be entitled to remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) per month, with effect from 1st September, 2026.

2. Reimbursement of Expenses and Facilities
In addition to the aforesaid remuneration, Mr. Ashish Khanna shall be entitled to reimbursement of reasonable travelling, communication and other expenses actually incurred in connection with the discharge of his duties as a Non-Executive Non Independent Director of the Company, in accordance with the rules and policies of the Company.
The Company may also provide such facilities as may be reasonably required for the discharge of his duties as a Non-Executive Non Independent Director, including communication facilities and such other facilities as may be approved by the Board of Directors from time to time, subject to the provisions of the Act, Schedule V thereto, SEBI Listing Regulations and other applicable laws.

3. Tenure
The aforesaid remuneration shall be payable for a period of 3 (three) years commencing from 1st September, 2026, subject to such variation, revision or modification as may be approved in accordance with the applicable provisions of law and within the overall limits approved by the Members.

RESOLVED FURTHER THAT the aggregate remuneration, facilities, benefits and reimbursements payable or provided to Mr. Ashish Khanna pursuant to this resolution shall be subject to the limits prescribed under Sections 197 and 198 of the Act, Schedule V thereto, Regulation 17 and other applicable provisions of the SEBI Listing Regulations and such other applicable laws, rules and regulations, as amended from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period for which the aforesaid remuneration is payable, the remuneration, facilities, benefits and reimbursements payable or provided to Mr. Ashish Khanna shall be subject to and governed by the applicable provisions of the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws, and shall be payable only to the extent permitted under such provisions and subject to such approvals as may be required under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, modify or revise the terms and conditions of the aforesaid remuneration, facilities, benefits and reimbursements, to the extent permitted under the Act, Schedule V thereto, SEBI Listing Regulations and other applicable laws, provided that any such variation, alteration, modification or revision shall remain within the overall limits approved by the Members and the limits prescribed under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, severally, to do all such acts, deeds, matters and things and to execute all such documents, deeds, writings and filings as may be necessary, proper, expedient or desirable to give effect to this resolution and matters incidental thereto.”

ITEM NO. 5

TO CONSIDER AND APPROVAL FOR THE RELATED PARTY TRANSACTION WITH "SIPL TEXTILE PRIVATE LIMITED" AS TO BE HELD IN THE F.Y. 2026-27:

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

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

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

ITEM NO. 6

TO CONSIDER AND APPROVAL FOR THE RELATED PARTY TRANSACTION WITH "UNITED LEASING & INDUSTRIES LIMITED" AS TO BE HELD IN THE F.Y. 2026-27:

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

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

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

ITEM NO. 7

TO APPROVE PRIOR APPROVAL FOR RAISING FUNDS THROUGH UNSECURED LOAN WITH AN OPTION TO CONVERT INTO EQUITY SHARES

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, rules, regulations, circulars, notifications and guidelines, and subject to such approvals, consents and permissions as may be required, the consent of the Members be and is hereby accorded to the Board of Directors of the Company ("Board") to raise unsecured loans from **Mr. Aditya Khanna, Managing Director and member of the Promoter Group**, and/or **Mr. Ashish Khanna, Director and member of the Promoter Group**, up to **₹5,00,00,000/- (Rupees Five Crores only) each**, aggregating up to ₹10,00,00,000/- (Rupees Ten Crores only), on such terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT pursuant to Section 62(3) of the Act, the consent of the Members be and is hereby accorded to provide an option to the respective lender(s) to convert, in whole or in part, the outstanding amount of such unsecured loan into fully paid-up equity shares of the Company, in accordance with the terms of the respective loan agreement(s) and subject to compliance with the applicable provisions of the Act, SEBI ICDR Regulations and other applicable laws, including the applicable pricing requirements.

RESOLVED FURTHER THAT upon exercise of the conversion option, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required pursuant to such conversion, which shares shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms of the loan and conversion, execute necessary agreements and documents, make all requisite filings and applications with the Registrar of Companies, SEBI, Stock Exchange(s), Depositories and other authorities, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

By Order of the Board
RLF Limited

Sd/-
Deepti Mittal
Company Secretary &
Compliance Officer

Date: 02/09/2026
Place: Gurugram

IMPORTANT NOTES:

1. **EXPLANATORY STATEMENTS**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of the Special Business from **Item No. 3 to Item No. 7** to be transacted at the meeting is annexed to this Notice.

2. **PROXY & ATTENDANCE**

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

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

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

Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in their Annual Report.
In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

3. **BOOK CLOSURE**

Share Transfer Books and Register of Members of the Company will remain closed from 24th September, 2026 to 30th September, 2026 (Both days inclusive).

4. **ANNUAL REPORT**

- Electronic copy of the Annual Report for the year ended 31st March, 2026 is being sent to all the members whose E-Mail IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Annual Report are being sent in the permitted mode.

- Electronic copy of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form under section 105 of the Act is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

- Members may also note that the Notice of 46th Annual General Meeting and the Annual Report for the Financial Year 2025-26 will also be available on the Company's website www.rlfltd.com and website of the stock exchange i.e BSE Limited at www.bseindia.com for download. The physical copies of the aforesaid documents will also be available at the and Corporate Office/ Liaison Office, Delhi. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, 28th August, 2026

- Members desirous of obtaining any information concerning Financial Statements and operations of the Company or any other matter to be placed at the meeting are requested to send their queries at an early date before the date of AGM, through email on compliance@rlfltd.comThe same will be replied by the Company suitably.

- All relevant documents referred to in this Notice and explanatory statement requiring the approval of the Members at the Meeting, Statutory Registers will be available for inspection in electronic mode without any fee. Members seeking to inspect such documents can send email at compliance@rlfltd.com mentioning their name, folio no / DP ID and Client ID along with a self-attested copy of their PAN card.

- Documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the members through email. The Members are requested to send an E-mail to compliance@rlfltd.com for the same.

5. DEMATERIALIZATION AND UPDATION OF DETAILS

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

- In case of any change in relation to the Name, Registered Address, e-mail ID, Mobile no., PAN, Bank details such as, Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code, Nomination, Power of Attorney, etc., the Members are required to intimate the same: (i) for shares held in electronic form: to their respective DP; and (ii) for shares held in physical form: to the Company/ RTA (M/s MUFG Intime India Pvt. Ltd.) in prescribed Form No. ISR-1 SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has rescinded the SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023 had simplified norms for processing investor’s service request by RTAs and for furnishing PAN, KYC details and Nomination. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circulars. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Forms. The format of the abovementioned forms is available on the Company’s website under the web link at www.rlfltd.com and on the website of the Company’s RTA at www.in.mpms.mufg.com

- For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant intimations to the members from time to time.

- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at www.rlfltd.com, and website of the Registrar and Transfer Agent ('RTA') at www.in.mpms.mufg.com. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

- Pursuant to the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue the securities in dematerialised form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which is available on the Company's website under the web link at www.rlfltd.com and on the website of the Company's RTA at www.in.mpms.mufg.com

- Pursuant to Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that securities shall be issued only in dematerialized mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, the members are advised to dematerialize their holdings.

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

6. OTHER USEFUL INFORMATION

- Non-Resident Indian Members are requested to inform the RTA immediately of:
    1. Change in their residential status on return to India for permanent settlement.
    2. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
    3. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

- The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

- The Company has designated an exclusive e-mail ID compliance@rlfltd.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal. Further, SEBI vide circular dated July 31, 2023 read with Master Circular dated December 29, 2023, has been established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at www.rlfltd.com

- Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio. The consolidation will be processed in demat form.

- For any communication, the shareholders may also send requests to the Company's E-Mail id: compliance@rlfltd.com.

- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) for so long. Periodic statement of holdings should be obtained from the concerned Depository Participant ("DP") and holdings should be verified from time to time.

7. VOTING THROUGH ELECTRONIC MEANS

- The voting period begins on 27th September, 2026 9.00 a.m. (IST) and ends on 29th September, 2026, 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, 2026, may cast their vote electronically. The E-Voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.
  In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

- For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt. Ltd ("RTA") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting during the AGM will be provided by MUFG Intime India Pvt. Ltd.

- Ms. Mayuri Sinha, Practicing Company Secretary (Membership No. ACS 48931) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

- The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
  The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.rlfltd.com within three days of the passing of the resolutions at the Annual General Meeting of the Company that will be held on Wednesday, 30th day of September, 2026 and communicated to the BSE Ltd. within the prescribed period.

VOTING THROUGH ELECTRONIC MEANS

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

<u>Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.</u>

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

<u>Shareholders registered for IDeAS facility:</u>

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

<u>Shareholders not registered for IDeAS facility:</u>

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play   App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   o Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   o Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab

- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

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

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

General Instructions - Shareholders

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

By Order of the Board
RLF Limited

Sd/-
Deepti Mittal
Company Secretary &
Compliance Officer

Date: 02.09.2026
Place: Gurugram

RLF LIMITED

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

ITEM NO. 3

The Board of Directors of the Company, at its meeting held on 2nd September, 2026, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the revision in the remuneration payable to Mr. Aditya Khanna (DIN: 01860038), Managing Director of the Company, with effect from 01st September, 2026, subject to the approval of the members of the Company, as may be required under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Mr. Aditya Khanna was initially appointed as a Director of the Company with effect from 1st July, 2012 and was appointed as the Managing Director of the Company with effect from 8th February, 2019. He was subsequently re-appointed as Managing Director for a further period of 3 (Three) years commencing from 30th September, 2024 and ending on 29th September, 2027.

Considering his experience, leadership and valuable contribution towards the growth and performance of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, has proposed the following remuneration with effect from 01st September, 2026:

Particulars	Proposed Remuneration
Basic Salary	₹75,000 per month
Perquisites and Allowances	As per the Company's policy and applicable rules, including HRA, medical reimbursement, LTA and other applicable allowances
Performance Bonus / Incentives	Such amount as may be determined by the Board based on the performance of the Company and the Managing Director, subject to applicable provisions of law
Retirement Benefits	Contribution towards provident fund, gratuity and other retirement benefits in accordance with applicable laws and the Company's policies
Tenure	The aforesaid remuneration shall be payable for a period of 1 (one) year commencing from 1st September, 2026, subject to such variation, revision or modification as may be approved by the Board of Directors in accordance with the applicable provisions of the Act and within the overall limits approved by the Members.

The aforesaid remuneration shall be subject to the provisions of **Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto**, and the rules made thereunder, as amended from time to time.

The Company has adequate profits and the proposed remuneration is within the limits prescribed under **Section 197 of the Companies Act, 2013** read with the applicable provisions of Schedule V thereto.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers the proposed remuneration to be reasonable and commensurate with the responsibilities, experience and contribution of Mr. Aditya Khanna and recommends the resolution set out at **Item No. 3** for approval of the members.

DISCLOSURES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2

Particulars	Details
Name of the Director	Mr. Aditya Khanna
DIN	01860038
Designation	Managing Director
Date of first appointment	1st July, 2012
Date of Appointment as Managing Director	8th February, 2019
Term of Re-appointment	3 years, from 30th September, 2024 to 29th September, 2027
Qualification and Experience	Graduate from Oxford University with approximately 16 years of professional experience
Remuneration last drawn	50,000 p.m
Proposed Remuneration	₹75,000 per month as Basic Salary, together with applicable perquisites, allowances, incentives and retirement benefits
Number of Board Meetings attended during the year FY 2025-26	**5**
Shareholding in the Company	16,71,852 Equity Shares

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Aditya Khanna and his relatives (to the extent of their shareholding or interest, if any), are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

The Board of Directors of the Company, at its meeting held on 02nd September, 2026, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the payment of remuneration to Mr. Ashish Khanna (DIN: 01251582), Non-Executive Non Independent Director of the Company, with effect from 01st September, 2026, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws.

Mr. Ashish Khanna was appointed as a Director of the Company with effect from 14th February, 2017. His designation was subsequently changed with effect from 29th May, 2025.

Considering his qualifications, experience, expertise, contribution and the responsibilities undertaken by him in connection with the affairs of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, has proposed the following remuneration structure with effect from 01st September, 2026:

Particulars	Proposed Remuneration
Monthly Remuneration	₹75,000/- (Rupees Seventy-Five Thousand only)
Reimbursement of Expenses and Facilities	Reimbursement of reasonable travelling, communication and other expenses actually incurred in connection with the discharge of his duties as a Non-Executive Non Independent Director, in accordance with the rules and policies of the Company
Other Facilities / Benefits	Such reasonable facilities and benefits as may be provided for the effective discharge of his duties as a Non-Executive Non Independent Director, subject to applicable laws and the policies of the Company
Tenure	The aforesaid remuneration shall be payable for a period of 3 (three) years commencing from 1st September, 2026, subject to such variation, revision or modification as may be approved in accordance with the applicable provisions of law and within the overall limits approved by the Members.

The aforesaid remuneration and benefits shall be subject to the provisions of the Companies Act, 2013, including Sections 197 and 198 and Schedule V thereto, the rules made thereunder, the SEBI Listing Regulations, the Articles of Association of the Company and all other applicable laws, rules and regulations, as amended from time to time.

In the event of loss or inadequacy of profits in any financial year during the period for which the aforesaid remuneration is payable, the remuneration and other benefits payable or provided to Mr. Ashish Khanna shall be subject to the applicable provisions of the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws, and shall be payable or provided only to the extent permitted thereunder and subject to such approvals as may be required under applicable law.

The Board is of the view that the proposed remuneration is commensurate with the qualifications, experience, expertise, responsibilities and contribution of Mr. Ashish Khanna and is in the interest of the Company. The proposed remuneration is also intended to appropriately recognise his continued contribution and involvement in the affairs of the Company.

The proposed remuneration is subject to the limits prescribed under the Act, the SEBI Listing Regulations and other applicable laws. Where applicable, the approval of the Members is being sought in accordance with the applicable provisions of the SEBI Listing Regulations and the Act.

The Board recommends the resolution set out at Item No. 4 for approval of the Members by way of a Special Resolution.

DISCLOSURES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 (SS-2)

Particulars	Details
Name	Mr. Ashish Khanna
DIN	01251582
Designation	Non-Executive Non Independent Director
Date of first appointment	14/02/2017
Date of Change in Designation	29th May, 2025
Qualification and Experience	B.A. (Economics) from Manchester Business School with approximately 22 years of professional experience
Remuneration last drawn	Rs. 50,000 per month
Proposed Remuneration	Rs. 75,000 per month as remuneration, together with applicable perquisites, allowances, performance incentives and other benefits
Number of Board Meetings attended during the year	5
Shareholding in the Company	16,71,952 Equity Shares

Except Mr. Ashish Khanna and his relatives (to the extent of their shareholding or interest, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

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

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s) /arrangement(s) /agreement(s) with related parties as defined under Section2(76) of the Companies Act, 2013, whether currently identified or to be identified during FY 2026– 27, up to an aggregate value not exceeding ₹5 crores (Rupees Five Crore only) for the financial year 2026–27.

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

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

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

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

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Sale, purchase or supply of any goods or materials
2.	Name of Related Party	**SIPL Textile Private Limited**
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The shareholders' approval shall be valid for the period commencing from the conclusion of the **46th Annual General Meeting** and shall remain in force until the conclusion of the **47th Annual General Meeting** of the Company to be held in the year 2027.
5.	Value of proposed transaction	The Value of proposed transactions with SIPL Textile Private Limited in the financial year 2026-27 is expected to be upto 5 Crore.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with SIPL Textile Private Limited during the FY 2026-27 will be 10% or more of the annual turnover of the Company for the FY 2025-26

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

ITEM NO. 6

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

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s) /arrangement(s) /agreement(s) with related parties as defined under Section2(76) of the Companies Act, 2013, whether currently identified or to be identified during FY 2026–27, up to an aggregate value not exceeding ₹5 crores (Rupees Five Crore only) for the financial year 2026–27.

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

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

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

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

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="2">Details</th></tr>
<tr><td>1.</td><td>Type of transaction, material terms and particulars of the transaction</td><td colspan="2">Sale, purchase or supply of any goods or materials</td></tr>
<tr><td>2.</td><td>Name of Related Party</td><td colspan="2">United Leasing and Industries Limited</td></tr>
<tr><td>3.</td><td>Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)</td><td colspan="2">Group Company</td></tr>
<tr><td>4.</td><td>Tenure of the proposed transaction (particular tenure shall be specified)</td><td colspan="2">The Transactions are recurring in nature. The shareholders' approval shall be valid for the period commencing from the conclusion of the 46th Annual General Meeting and shall remain in force until the conclusion of the 47th Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>5.</td><td>Value of proposed transaction</td><td colspan="2">The Value of proposed transactions with United Leasing and Industries Limited in the financial year 2026-27 is expected to be upto 5 Crore.</td></tr>
<tr><td>6.</td><td>The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</td><td colspan="2">The value of proposed transactions United Leasing and Industries Limited during the FY 2026-27 will be 10% or more of the annual turnover of the Company for the FY 2025-26.</td></tr>
<tr><td rowspan="2">7.</td><td rowspan="2">If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and</td><td>Details of the source of funds in connection with the proposed transaction;</td><td>Not Applicable</td></tr>
<tr><td>Where any financial indebtedness is incurred to make or give loans, intercorporate deposits,</td><td>Not Applicable.</td></tr>
</table>

	Advances provided by the Company	advances or investments nature of indebtedness; cost of funds; and tenure;	
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with United Leasing and Industries Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions United Leasing and Industries Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

ITEM NO. 7

The Company requires additional funds to meet its working capital requirements, business expansion plans and other operational needs. Borrowing from banks and other financial institutions may involve interest costs and other financial obligations, which could increase the financial burden on the Company. Accordingly, it is proposed to raise funds by way of unsecured loans from Mr. Aditya Khanna, Managing Director and member of the Promoter Group, and Mr. Ashish Khanna, Director and member of the Promoter Group of the Company, up to ₹5,00,00,000/- (Rupees Five Crores only) each, aggregating up to ₹10,00,00,000/- (Rupees Ten Crores only), with an option to convert such loan, in whole or in part, into equity shares of the Company.

The proposed unsecured loans may contain an option for the respective lender(s) to convert, in whole or in part, the outstanding amount of such loan into fully paid-up equity shares of the Company. Such conversion shall be undertaken in accordance with the terms of the relevant loan agreement(s) and subject to the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations, the SEBI ICDR Regulations and other applicable laws, including the applicable pricing requirements.

Pursuant to Section 62(3) of the Companies Act, 2013, the terms of issue of such loan may provide for conversion into equity shares of the Company, provided that the terms of issue of such loan containing the conversion option have been approved by the Members by way of a Special Resolution prior to the raising of such loan.

Accordingly, approval of the Members is being sought by way of a Special Resolution for raising the aforesaid unsecured loans with an option to convert the outstanding loan amount, in whole or in part, into equity shares of the Company.

The proposed borrowing and conversion mechanism will provide the Company with greater financial flexibility, facilitate availability of funds for its business requirements and strengthen its capital structure. The terms of the loan and conversion shall be governed by the relevant loan agreement(s) and shall be subject to applicable laws and regulatory requirements.

Mr. Aditya Khanna, Managing Director and member of the Promoter Group, and Mr. Ashish Khanna, Director and member of the Promoter Group being the proposed lenders under the aforesaid arrangement, are concerned or interested, financially and/or otherwise, in the resolution set out at Item No. 7. Save and except the aforesaid persons and their respective relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially and/or otherwise, in the said resolution.

The Board of Directors considers the proposed borrowing and conversion arrangement to be in the best interest of the Company and accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

By Order of the Board
RLF Limited

Sd/-
Deepti Mittal
Company Secretary &
Compliance Officer

Date: 02.09.2026
Place: Gurugram

RLF LIMITED

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

ANNEXURE I

Name of the Director	**Mr. Ashish Khanna**
Directors Identification Number (DIN)	01251582
Date of Birth	14/03/1980
Age	46 years 5 months
Nationality	Indian
Date of Appointment on the Board	14/02/2017
Qualification	BA (Economics) from Manchester Business School
Experience	22 years of invaluable experience
Expertise in Specific functional area	Experience in handling and management business.
Number of shares held in the Company (31 March, 2026)	16,71,952
List of Directorship* held in other companies	1. Padel India Association 2. Padel League Private Limited 3. PTL Sports Private Limited 4. Unique Turf Sports Private Limited 5. Pickleball League Asia Private Limited 6. Rebound Ace India Private Limited 7. Chitra Utsav Video Private Limited 8. M K Financial Services Limited 9. SIPL Textiles Private Limited 10. United Leasing and Industries Limited 11. Haryana Pickleball Association
Relationship with other directors	Mr. Ashish Khanna is related to the Managing Director of the Company Mr. Aditya Khanna.
Terms & Conditions of re-appointment including remuneration payable	As mentioned in the resolution and Explanatory Statement.
Number of Meetings of Board attended during the year (2025-26)	5
Details of remuneration last drawn (including sitting fees, if any)	Rs 50,000 p.m.
Listed entities from which resigned in the past Three years	NIL

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

Form No. MGT-11
Proxy Form

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

CIN: L74999HR1979PLC032747
Name of the Company: RLF LIMITED
Registered office: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

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

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

1. Name:
   Address:
   Signature: ------------------------------------

2. Name:
   Address:
   Signature: ------------------------------------

as my proxy to attend and vote (on a poll) for me and on my behalf at the 46th Annual General Meeting of the company, to be held on the 30th day of September, 2026 at 10:00 AM. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

All resolutions.
Signed this ______________________
Signature of Shareholder
………………

Signature of Proxy holder
……………

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

RLF LIMITED

RLF LIMITED
[Corporate Identification Number –L74999HR1979PLC032747]
Registered Office: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016
Corporate Office: D-41, South Extension, Part-II, New Delhi-110049.
Website: www.rlfltd.com; Email: compliance@rlfltd.com

46th Annual General Meeting to be held on Wednesday**, 30th September, 2026 at 10:00 A.M**. at **Registered Office:** 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

ATTENDANCE SLIP

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

I / We hereby record my/ our presence at the 46th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2026 at 10:00 A.M. at 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016.

……………………………………………………………

………………………………………………..

Member's/ Proxy's name in Block Letters **Signature of Member / Proxy**

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

Electronic Voting Particulars

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

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

Note:

i) Please read the instructions printed under the Important Notes to the Notice dated 02.09.2026 of the 46th Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on 27th September, 2026 and ends on 29th September, 2026, 5.00 p.m. The voting module shall be disabled by LIIPL for voting thereafter.

ii) Proxy Form is attached to the Annual Report.

RLF LIMITED
[Corporate Identification Number –L74999HR1979PLC032747]
Registered Office: 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016
Corporate Office: D-41, South Extension, Part-II, New Delhi-110049.
Website: www.rlfltd.com; Email: compliance@rlfltd.com

BALLOT FORM

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

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

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Ballot Paper for the business stated in the AGM Notice dated 02nd September, 2026 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business(es)			
1	To Receive, Consider and Adopt the Standalone Audited Financial Statements of the Company for the Financial Year Ended 31st March, 2026, the Reports of the Board of Directors and Auditors thereon.			
2	To Re-Appoint Mr. Ashish Khanna (DIN: 01251582), who Retires by Rotation, and Being Eligible, Offers himself for Re-Appointment.			
	Special Business(es)			
3	To Consider and Approve Remuneration of Mr. Aditya Khanna, the Managing Director of the Company			
4	To Consider and Approve Remuneration of Mr. Ashish Khanna, the Non-Executive Non Independent Director of the Company			
5	To Consider and Approval for the Related Party Transaction With "SIPL Textile Private Limited" as to be held in the F.Y. 2026-27:			
6	To Consider and Approval for the Related Party Transaction with "United Leasing & Industries Limited" as to be held in the F.Y. 2026-27			

7	To approve prior approval for raising funds through unsecured loan with an option to Convert into Equity Shares			

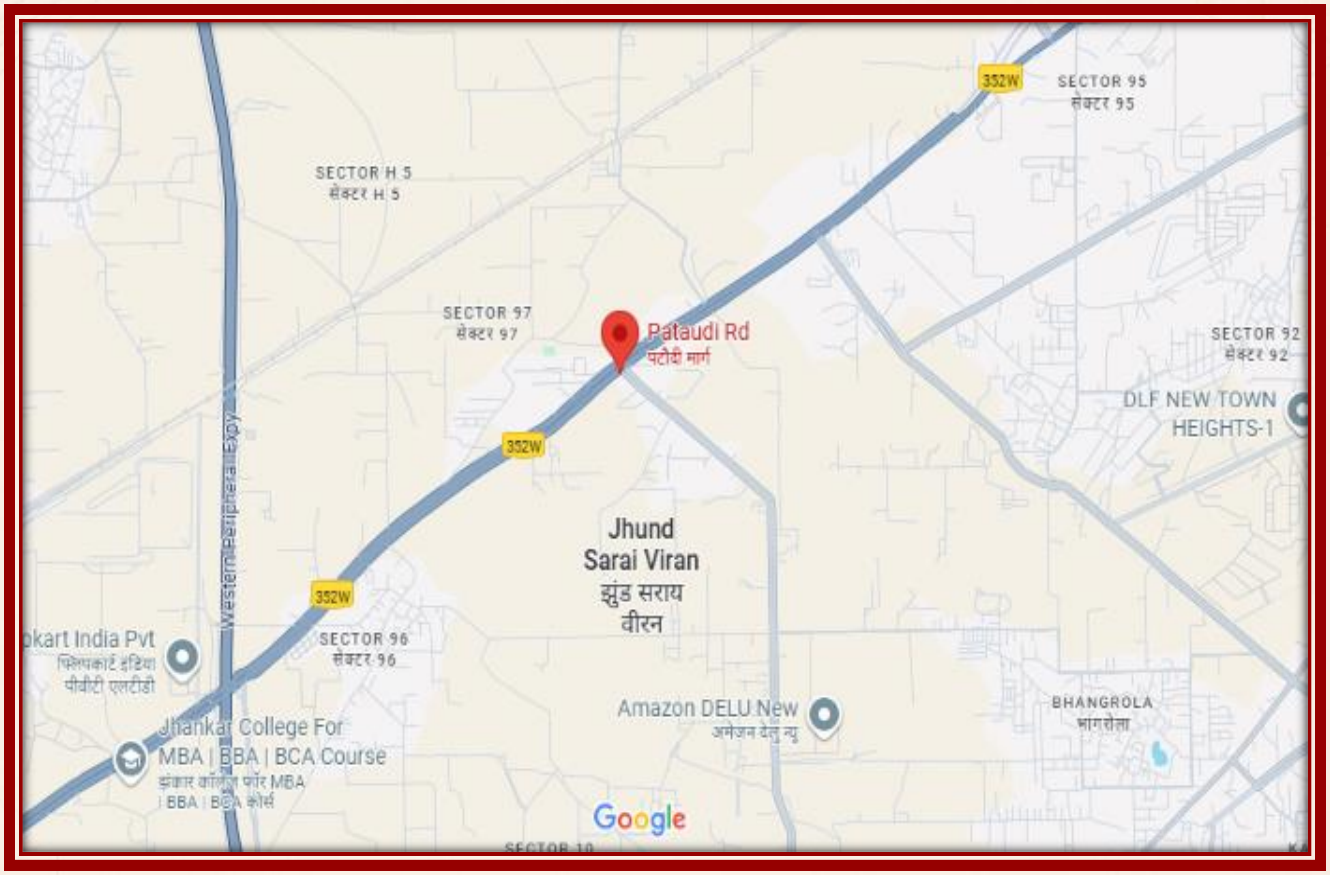
Place:

Date: Signature of Member

ROUTE MAP

VENUE OF THE 46TH AGM

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



Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company: RLF Limited

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

I/We ______________________the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S–

a) Name:
b) Date of Birth:
c) Father's/Mother's/Spouse's name:
d) Occupation:
e) Nationality:
f) Address:
g) E-mail Id. & Telephone No.:
h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR–

a) Date of birth:
b) Date of attaining majority:
c) Name of guardian:
d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY–

a) Name:
b) Date of Birth:
c) Father's/Mother's/Spouse's name:
d) Occupation:
e) Nationality:
f) Address:
g) Email Id. & Telephone No.:
h) Relationship with the security holder(s):
i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s) Signature(s)

Name and Address of Witness Signature (s)

Form ISR - 3

Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

(SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

Name of the Company: RLF Limited

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

I/ we __________the holder(s) of the securities particulars of which are given hereunder, do not wish to nominate any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

I/ we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s) * Signature(s)

Sole / First Holder Name

Second Holder Name

Third Holder Name

** Signature of witness, along with name and address are required, if the account holder affixes thumb impression, instead of signature.*