



RLF LIMITED

Phone: 011-4164 4995
011-4907 5251

Regd. Office: 14 kms. Gurgaon Pataudi Road, Village Jhund Sarai Veeran,
Distt. Gurgaon (Haryana) 122016
E-mail: compliance@rlfltd.com; teamunited83@gmail.com,
Website: www.rlfltd.com CIN: L74999HR1979PLC032747

Date: 17th June, 2026

To,
The General Manager,
Department of Corporate Services
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 512618
BSE Symbol: RLF

Subject: Outcome of Board Meeting of RLF Limited held on Wednesday, 17th June, 2026

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and further to our intimation dated 12th June, 2026, we wish to inform you that the Board of Directors of **RLF Limited** ("the Company"), at its meeting held today, i.e., **Wednesday, 17th June, 2026**, at the Corporate Office of the Company, inter alia, considered and approved the following:

1. Approval of Memorandum of Understanding / Loan Agreement entered into between the Company i.e. RLF Limited and Aditya Khanna (Managing Director) & Ashish Khanna (Director) for settlement of outstanding unsecured loan through conversion into equity shares, subject to requisite approvals.
The details as required under Regulation 30 of the SEBI Listing Regulations read with Schedule III thereto and SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are enclosed as Annexure A.
2. Adoption of new set of Articles of Association ("AOA") of the Company as per Companies Act, 2013 subject to approval of shareholders of the Company;
The details as required under Regulation 30 of the SEBI Listing Regulations read with Schedule III thereto and SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are enclosed as Annexure B.



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3. Approval for issuance of Equity Shares to the Promoter Group on Preferential Basis through conversion of existing unsecured loan Subject to the approval of the shareholders by way of Special Resolution and receipt of such statutory, regulatory and other approvals as may be required, issue and allot from time to time, in one or more tranches, to the Proposed Allottees as mentioned in Annexure-C ('Proposed Allottees') 13,00,000 (Thirteen Lakh) Equity Shares of face value of ₹10/- each to the Promoter Group, in one or more tranches, on a preferential basis, towards conversion of unsecured loan aggregating up to ₹1,36,50,000 (Rupees One Crore Thirty-Six Lakh Fifty Thousand only), at an Issue price of Rs. 10.50/- (Rupees Ten and Fifty Paise only) or such higher price as may be arrived in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') on a preferential allotment basis ('Preferential Offer') to the proposed allottees.

The details relating to the issue of Equity Shares as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 on disclosure of material events/ information by listed entities, dated February 09, 2026, are provided in are enclosed as Annexure C.

4. Approval for convening an Extra-Ordinary General Meeting ("EGM") of the Members of the Company and approval of the draft Notice of EGM together with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013.
5. Appointment of Mr. Sumit Bajaj (Membership No. 45042), Proprietor of M/s Sumit Bajaj & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the remote e-voting process and e-voting during the Extra-Ordinary General Meeting in a fair and transparent manner.

The meeting commenced at 04:30 PM and concluded at 06:30 PM

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,
Yours faithfully,
For RLF Limited

Aditya Khanna
Managing Director
DIN: 01860038

Encl: As above



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Disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure-A

Disclosure relating to Memorandum of Understanding / Loan Agreement

S.No.	Particulars	Details				
1.	Name of Parties	Between RLF Limited and Aditya Khanna (Managing Director) & Ashish Khanna (Director)				
2.	Nature of Agreement	Memorandum of Understanding / Loan Agreement				
3.	Purpose	Settlement of outstanding unsecured loan by conversion into equity shares of the Company				
4.	Shareholding as on date	<table border="1"><tr><td>Ashish Khanna</td><td>16,71,952</td></tr><tr><td>Aditya Khanna</td><td>16,71,852</td></tr></table>	Ashish Khanna	16,71,952	Aditya Khanna	16,71,852
Ashish Khanna	16,71,952					
Aditya Khanna	16,71,852					
5.	Loan Amount	Up to ₹1,36,50,000				
6.	Mode of Settlement	Conversion into Equity Shares on preferential basis, subject to shareholder and regulatory approvals				
7.	Board Approval Date	17th June, 2026				
8.	Related Party Transaction	Yes, involving Promoter / Promoter Group and Directors				
9.	Effective date	Subject to receipt of shareholders' approval and other statutory/regulatory approvals, as applicable				

Annexure-B

Disclosure relating to New set of Articles of Association ("AOA") of the Company.

S.No.	Particulars	Details
1.	Adoption of new set of Articles of Association ("AOA") of the Company as per Companies Act, 2013	Considering the extensive changes required to bring the existing AOA in line with current laws and best governance practices, it was considered expedient to wholly replace the existing AOA with a new set of AOA. The adoption of a new set of AOA, in substitution of the existing AOA of the Company. The revised AOA is broadly based on Table F as prescribed under the Companies Act, 2013.



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Annexure-C

Disclosure relating to Conversion of outstanding unsecured loan into Equity Shares by way of Preferential Issue

Sr. No.	Particulars	Details				
i.	Type of Securities proposed to be issued	Equity Shares				
ii.	Type of issuance	Conversion of outstanding unsecured loan into Equity Shares by way of Preferential Issue in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, read with the applicable provisions of the Companies Act, 2013 and rules made thereunder.				
iii.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue and allotment of up to 13,00,000 (Thirteen Lakh) Equity Shares of face value ₹10/- each on a preferential basis at a price of Rs. 10.50/- towards conversion of outstanding unsecured loan aggregating up to ₹1,36,50,000 (Rupees One Crore Thirty-Six Lakh Fifty Thousand only). The issue price and consequent number of equity shares to be allotted shall be determined in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018.				
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):						
i.	Name of the Investors	Name of the Allottees		Status Post Allotment		
		Ashish Khanna		Promoter Group		
		Aditya Khanna		Promoter Group		
ii.	Post-Allotment of Securities: Outcome of Subscription, issue price / allotted price (in case of convertibles), number of investors;	Name of the investors	Pre-Preferential Shareholding		Post-Preferential Shareholding	
			No. of Equity Shares	%	No. of Equity Shares	%
		Ashish Khanna	16,71,952	17.34	23,21,952	21.22
		Aditya Khanna	16,71,852	17.34	23,21,852	21.22
		Total	33,43,804	34.68	46,43,804	42.44
iii.	Issue Price	Rs. 10.50/- (a price not being lower than the price				



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		determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations, if any).
iv.	Number of Investors/ Allottees	2 (Two)
v.	In case of convertibles: intimation of conversion of securities or on lapse of the tenure of the instrument	Not Applicable
vi.	Nature of consideration	The Equity Shares are proposed to be allotted upon conversion of outstanding unsecured loan extended by the proposed allottees to the Company. Accordingly, no cash consideration shall be received by the Company against such allotment.
vii.	Whether the transaction would fall within Related Party Transactions:	Yes. The proposed allottees belong to the Promoter/Promoter Group of the Company and are related parties under applicable provisions of the Companies Act, 2013.
viii.	Change in Control	The proposed preferential allotment will not result in any change in management or control of the Company.

Sr. No.	Name of the Proposed Allottees	Pre- issue status of the allottee's	Pre- issue share holding	Pre-issue Share holding (%)	No. of Shares to be allotted	Post issue Share holding (Including proposed allotment + pre share holding)	Post issue Share holding (%)	Post issue status of the allottee's
1.	Ashish Khanna	Promoter Group	16,71,952	17.34	6,50,000	23,21,952	21.22	Promoter Group
2.	Aditya Khanna	Promoter Group	16,71,852	17.34	6,50,000	23,21,852	21.22	Promoter Group
TOTAL			33,43,804	34.68	13,00,000	46,43,804	42.44	

For RLF Limited

Aditya Khanna
Managing Director
DIN: 01860038