

# 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.rlf ltd.com](http://www.rlf ltd.com); Email: [compliance@rlf ltd.com](mailto:compliance@rlf ltd.com); Telephone: 011-26258237

## NOTICE OF EXTRA - ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (THE "MEETING"/ "EGM") OF THE MEMBERS OF **RLF LIMITED** (THE "COMPANY") WILL BE HELD ON **FRIDAY, 17<sup>TH</sup> JULY, 2026 AT 10:00 A.M.** INDIAN STANDARD TIME ('IST') AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT **14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122016** TO TRANSACT THE FOLLOWING BUSINESS:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: MEMORANDUM OF UNDERSTANDING/LOAN AGREEMENT ENTERED BETWEEN THE COMPANY I.E. RLF LIMITED AND ADITYA KHANNA (MANAGING DIRECTOR) & ASHISH KHANNA (DIRECTOR)**

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

"**RESOLVED THAT** pursuant to the Memorandum of Understanding (MOU) / Loan Agreement entered into by the Company with Mr. Aditya Khanna, Managing Director, and Mr. Ashish Khanna, Director, as approved by the Board of Directors at its meeting held on 17th June, 2026, and pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, regulations and guidelines, as amended from time to time, consent of the Members of the Company be and is hereby accorded for settlement of the outstanding unsecured loans advanced by Mr. Aditya Khanna and Mr. Ashish Khanna to the Company through conversion of such outstanding loan amounts, in whole or in part, into fully paid-up equity shares of the Company, on such terms and conditions as may be determined by the Board of Directors in accordance with applicable laws.

**RESOLVED FURTHER THAT** subject to applicable provisions of the act and other applicable laws, the Board to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

**RESOLVED FURTHER THAT** the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

#### **ITEM NO. 2: ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION (AOA) OF COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for adoption of a new set of Articles of Association ('AOA') of the Company in substitution for and to the entire

exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the new Articles of Association are broadly based on Table F contained in Schedule I to the Companies Act, 2013 and have been framed to align the governance framework of the Company with the provisions of the Companies Act, 2013, applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**ITEM NO. 3 ISSUANCE OF EQUITY SHARES TO PROMOTER GROUP BY CONVERSION OF EXISTING UNSECURED LOAN ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and rules and regulations framed there under as amended, the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI (ICDR) Regulations”) to the extent applicable and approvals including from the BSE Limited (the “Stock Exchanges”), and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis at an appropriate time, in one or more tranches, upto 13,00,000 (Thirteen Lakh) fully paid up equity shares (“Equity Shares”) face value of Rs. 10/- (Rupees Ten Only) each at an Issue price of Rs. 10.50/- (Rupees Ten and Fifty Paise) (including a premium of Rs 0.50 per equity share) aggregating to Rs. 1,36,50,000/- (Rupees One Crore Thirty-Six Lakhs Fifty Thousand Only) by conversion of existing Unsecured Loan into equity shares to the promoter group (hereinafter referred to as the “Proposed Allottees”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder;

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Equity Shares to be Allotted
1.	Aditya Khanna	Promoter Group	6,50,000
2.	Ashish Khanna	Promoter Group	6,50,000
<b>Total</b>			<b>13,00,000</b>

**RESOLVED FURTHER THAT** the “Relevant Date” for the issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is **Wednesday, 17<sup>th</sup> June, 2026**, being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Extra Ordinary General Meeting dated **Friday, 17<sup>th</sup> July, 2026**.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within period of 15 (Fifteen) days from the date of passing of this Special Resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority (including but not limited to the Stock Exchanges and /or SEBI), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- b) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- c) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;
- d) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;
- e) The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;
- g) The subscription consideration shall be discharged by adjustment/set-off of the outstanding unsecured loan due and payable by the Company to the respective allottees.”

Without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** the Board or Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any Regulatory Authorities involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing and trading of Equity Shares; filing requisite documents with the MCA and other Regulatory Authorities; filing of requisite documents with the depositories viz. NSDL and CDSL; to resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Subscription Shares; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the preferential issue, as required under the applicable laws; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**By Order of Board  
For RLF Limited**

**Date:** 17<sup>th</sup> June, 2026

**Place:** New Delhi

**Registered Office:**

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

Sd/-  
**ADITYA KHANNA**  
**Managing Director**  
**DIN: 01860038**

**NOTES**

1. 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. 1 to Item No. 3 to be transacted at the meeting is annexed to this Notice.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) 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 Extra Ordinary General Meeting (EGM). A Proxy Form for the EGM is enclosed with this Notice.

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 Members 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 EGM.

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 EGM is enclosed in their Notice.

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 EGM

3. The voting period begins on Tuesday, 14<sup>th</sup> July 2026 at 9:00 A.M. (IST) and ends on Thursday, 16<sup>th</sup> July 2026 at 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 Friday, 10<sup>th</sup> July, 2026, may cast their vote electronically. The E-Voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.
4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on this cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. The e-Voting module shall be disabled by MUFG Intime India Pvt. Ltd ("RTA") for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
6. 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 EGM.
  - ✦ 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 EGM will be provided by MUFG Intime India Pvt. Ltd.
  - ✦ Mr. Sumit Bajaj, Practicing Company Secretary (Membership No. ACS 45042) 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.
7. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes casted at the EGM and thereafter unblock the votes casted through remote e-voting and shall within two working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

8. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at [www.rfltd.com](http://www.rfltd.com) and the website of RTA <https://instavote.linkintime.co.in/> immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favor of the resolutions.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.rfltd.com](http://www.rfltd.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of RTA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://instavote.linkintime.co.in/>
10. SEBI has mandated 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 DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read together with SEBI Circular(s) SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated December 14, 2021, mandates all the listed companies to record the valid PAN, Address with PIN code, Email ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Members were requested to ensure that above details are updated with the RTA.
11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
12. Further, SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window for a period of six months from 07th July, 2025 to 06th January, 2026 has been made available only for re-lodgment of transfer deeds, which were lodged prior to the deadline of 01st April, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise. All shares re-lodged during this period will be processed through the transfer-cum-demat route, i.e. they will only be issued in dematerialized (demat) form after transfer.
13. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the EGM and at the EGM venue. Members seeking to inspect such documents can send an email on [compliance@rfltd.com](mailto:compliance@rfltd.com).
14. All the documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11:00 A.M. to 1:00 P.M. (IST) up to the date of EGM. Members seeking to inspect such documents can send an email to [compliance@rfltd.com](mailto:compliance@rfltd.com).
15. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to 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.
16. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
17. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
18. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. 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, if not furnished earlier.

19. The Route Map is annexed in this Notice.

20. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: [compliance@rlftd.com](mailto:compliance@rlftd.com). The shareholders are requested to send their queries, if any, on business proposed at the EGM, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/explanations can be provided in time.

21. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

MUFG Intime India Private Limited  
Noble Heights, 1st Floor, Plot No. NH-2 LSC,  
C-1 Block, Near Savitri Market,  
Jankpuri, New Delhi-110058  
Email: [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com)  
Phone No.: +91 22 49186000, +91 22 49186060, 011-49411000,  
Fax No.: 011-41410591

22. Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:

The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

23. Updation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

24. SEBI has decided that securities of listed companies can be transferred only in dematerialized form, from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

## VOTING THROUGH ELECTRONIC MEANS

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

#### **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.

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

#### **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**

Shareholders registered for IDeAS facility:

- 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.

Shareholders not registered for IDeAS facility:

- 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.



##### **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](http://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")

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 <u>Event No. + Folio no.</u> , registered with the Company

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.
    - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
    - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
    - 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).

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 <u>Event No + Folio no.</u> registered with the Company

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](mailto:registered_email_address) with a copy marked to RTA at [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) and the company at [registered\\_email\\_address](mailto: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](mailto: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](mailto: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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](mailto: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>

- 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".

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 + Follo no. registered with the Company

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".

**Date:** 17<sup>th</sup> June, 2026

**Place:** New Delhi

**Registered Office:**

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

**By Order of Board  
For RLF Limited**

Sd/-  
**ADITYA KHANNA**  
**Managing Director**  
**DIN: 01860038**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 17TH JUNE, 2026****ITEM NO.1**

The Company has, from time to time, received unsecured loans from Mr. Aditya Khanna, Managing Director, and Mr. Ashish Khanna, Director, to support its business operations and meet its working capital and other financial requirements.

In order to strengthen the capital structure of the Company, reduce its debt obligations and improve its debt-equity position, the Board of Directors at its meeting held on 17th June, 2026, approved the execution of a Memorandum of Understanding (MOU)/Loan Agreement with Mr. Aditya Khanna and Mr. Ashish Khanna for settlement of the outstanding unsecured loans advanced by them to the Company through conversion of such outstanding loan amounts, in whole or in part, into fully paid-up equity shares of the Company, subject to obtaining necessary approvals from the Members and such other regulatory approvals as may be required.

The proposed conversion of unsecured loan into equity shares is in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (where applicable). The same also qualifies as a preferential allotment to the Promoter group, if applicable, and shall be undertaken at a price determined in accordance with the pricing guidelines prescribed under the SEBI ICDR Regulations.

The conversion is proposed to strengthen the financial position of the Company by reducing its indebtedness, improving the capital structure, and enhancing net worth. This will also reduce interest burden (if any) associated with the unsecured loan and support long-term business sustainability.

The relevant details including valuation report (if applicable), pricing methodology, and other disclosures as required under SEBI ICDR Regulations and SEBI (LODR) Regulations have been made available for inspection by the Members at the Registered Office of the Company during business hours and are also placed before the Members for their consideration.

Mr. Aditya Khanna, Managing Director, and Mr. Ashish Khanna, Director, being parties to the proposed arrangement, are deemed to be concerned or interested, financially and/or otherwise, in the resolution set out at Item No. 1. Save and except the aforesaid persons and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in the Item No. 1 in Notice for approval of the Members of the Company.

**ITEM NO.2**

The existing Articles of Association ("AoA") of the Company were originally framed in accordance with the provisions of the Companies Act, 2013, as applicable at the time of adoption. In view of the evolving regulatory framework, business requirements, and to align the AoA with the provisions of the Companies Act, 2013 and the applicable regulations issued by the Securities and Exchange Board of India ("SEBI").

Considering the extensive changes required to align the existing Articles of Association with the provisions of the Companies Act, 2013, applicable SEBI regulations and contemporary corporate governance practices, it is considered expedient and in the best interest of the Company to adopt a new set of Articles of Association in substitution of and to the entire exclusion of the existing Articles of Association of the Company.

The proposed new Articles of Association are broadly based on Table F contained in Schedule I to the Companies Act, 2013 and incorporate, inter alia, provisions relating to share capital, transfer and transmission of securities, general meetings, voting rights, appointment and powers of directors, board proceedings, dividend, accounts, audit and other matters in conformity with the Companies Act, 2013 and applicable regulatory requirements. The draft amended Articles of Association of the Company, incorporating the proposed changes, is available for inspection by the members at the Registered Office of the Company during business hours on all working days.

The Board of Directors at its meeting held on 17th June, 2026 approved the adoption of the new set of Articles of Association and recommended the same for approval of the Members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

A copy of the existing Articles of Association and the proposed new Articles of Association of the Company shall be available for inspection by the Members during business hours on all working days up to the date of the Extraordinary General Meeting and shall also be available for inspection at the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the Members.

### **ITEM NO. 3**

The Company has availed financial assistance aggregating to Rs. 2,69,35,973/- (Rupees Two Crore Sixty-Nine Lakh Thirty-Five Thousand Nine Hundred and Seventy-Three Only). In order to restructure and reduce its debt obligations and improve its financial position, the Board proposes to convert a portion of the outstanding loan amounting to Rs. 1,36,50,000/- (Rupees One Crore Thirty-Six Lakh Fifty Thousand Only) into equity. Accordingly, the Company proposes to issue and allot, on a preferential basis, up to 13,00,000 (Thirteen Lakh) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 10.50/- (Rupees Ten and Fifty Paise Only) per Equity Share, including a premium of Rs. 0.50 (Fifty Paise) per Equity Share, aggregating to Rs. 1,36,50,000/- (Rupees One Crore Thirty-Six Lakh Fifty Thousand Only), by way of conversion of outstanding loan. The issue price shall be determined 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, and if a higher price is determined under the said Regulations, the Equity Shares shall be issued at such higher price. The proposed conversion is intended to strengthen the Company's capital structure, reduce its debt burden and improve its debt-equity ratio.

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government / regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, Chapter V of ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extra-Ordinary General Meeting (EGM) to be held on 17th July, 2026 and other regulatory authorities, as may be applicable and the listing requirements of the Stock Exchange, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

Accordingly, the lender(s), as mentioned below, have agreed to convert a portion of the outstanding loan aggregating to Rs. 1,36,50,000/- (Rupees One Crore Thirty-Six Lakh Fifty Thousand Only) into equity of the Company. Pursuant thereto, the Board of Directors, at its meeting held on 17<sup>th</sup> June, 2026, approved the issuance and allotment of up to 13,00,000 (Thirteen Lakh) fully paid-up Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 10.50/- per Equity Share (including a premium of Rs. 0.50 per Equity Share), aggregating to Rs. 1,36,50,000/-, by way of conversion of the outstanding loan, on a preferential basis in accordance with the applicable provisions of the Companies Act, 2013 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to the approval of the shareholders and such other statutory/regulatory approvals as may be required.

**Necessary information/ disclosures in respect of the proposed Preferential Issue in terms of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and other applicable laws are as provided herein below**

**1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:**

The Board of Directors at its meeting held on 17<sup>th</sup> June, 2026, had, subject to the approval of the Members and

such other approvals as may be required, approved the issuance 13,00,000 (Thirteen Lakh) equity shares ("Equity Shares") face value of Rs. 10/- (Rupees Ten Only) each at an Issue price of Rs. 10.50/- (Rupees Ten and Fifty Paise) (including a premium of Rs 0.50 per equity share) 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, aggregating to Rs. 1,36,50,000/- (Rupees One Crore Thirty-Six Lakhs Fifty Thousand Only) on by conversion of existing Unsecured Loan into equity shares to the promoter group (hereinafter referred to as the "Proposed Allottees and such issuance will be in accordance with the provisions of Section 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, ICDR Regulations.

The details of the proposed allottees are as follows:

Sr. No.	Name of Proposed Allottees	Maximum Number of Equity Shares to be Allotted
1.	ADITYA KHANNA	6,50,000
2.	ASHISH KHANNA	6,50,000
<b>Total</b>		<b>13,00,000</b>

## 2. Objects of the Preferential Issue:

The object of the preferential issue is to convert a portion of the outstanding unsecured loans availed from the promoter group into equity shares, thereby reducing the Company's indebtedness, improving its debt-equity ratio, strengthening its net worth and optimizing its capital structure.

The Members are informed that the object of the proposed preferential issue of Equity Shares is to convert an amount aggregating to Rs. 1,36,50,000/- (Rupees One Crore Thirty-Six Lakh Fifty Thousand Only) out of the outstanding financial assistance availed by the Company from the lender(s), into equity share capital of the Company.

The Company had availed financial assistance aggregating to Rs. 2,69,35,973/- (Rupees Two Crore Sixty-Nine Lakh Thirty-Five Thousand Nine Hundred and Seventy-Three Only) for meeting its business requirements, operational funding requirements and growth initiatives. In order to restructure a portion of its debt and strengthen its capital structure, the Board of Directors has proposed the conversion of a part of the outstanding loan amounting to Rs. 1,36,50,000/- into Equity Shares of the Company on a preferential basis, subject to the approval of the Members and such other approvals as may be required.

Monitoring of Utilization of Funds:

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

## 3. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is Wednesday, 17<sup>th</sup> June, 2026 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is Friday, 17<sup>th</sup> July, 2026) to approve the proposed preferential issue.

## 4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company is listed on BSE Limited ("Stock Exchange") and the shares were infrequently traded.

In terms of the provisions of Regulation 165 of ICDR Regulations, the price at which Equity Shares shall be as determine by the registered Valuer the company has obtained valuation report dated 17<sup>th</sup> June, 2026, from Mr. Bhavin Patel, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV/05/2019/11668) having office at 315 Phoenix Complex, Nr Suraj Plaza Sayajigunj, Vadodara-390020 ("Valuation Report") and the price determine by

such independent registered valuer is Rs. 10.50/- (Rupees Ten and Fifty Paise Only) and same has been published on the website [www.rlfstd.com](http://www.rlfstd.com).

#### 5. Report of Independent Registered Valuer:

In accordance with Regulation 166A of the ICDR Regulations, considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the company has obtained valuation report dated 17th June, 2026, from Mr. Bhavin Patel, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV/05/2019/11668) having office at 315 Phoenix Complex, Nr Suraj Plaza Sayajigunj, Vadodara-390020 ("Valuation Report") and the price determine by such independent registered valuer is Rs. 10.50/- (Rupees Ten and Fifty Paise Only) and same has been published on the website [www.rlfstd.com](http://www.rlfstd.com).

#### 6. Intent of the Promoters, Directors or Key Managerial Personnel of the Company

Except for the proposed allottees, namely Mr. Aditya Khanna and Mr. Ashish Khanna (Promoter Group), None of the others Promoters/ Promoters Group, Directors or Key Managerial Personnel, Senior Management or their relatives intend to subscribe to any of the Equity Shares pursuant to the Preferential Issue.

#### 7. Time frame within which the allotment shall be completed:

Pursuant to Regulation 170(3) of the SEBI (ICDR) Regulations, The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member's approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

#### 8. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category of Shareholder	Pre-Issue#		No. of shares to be allotted (Present Issue)	Post Issue*	
		No. of Share Held	% of Share Holding		No. of Share Held	% of Share Holding
<b>A.</b>	<b>Promoters &amp; Promoter Group Holding</b>					
<b>1</b>	<b>Indian</b>					
<b>a.</b>	<b>Individual</b>	44,17,884	45.81	13,00,000	57,17,884	52.25
<b>b.</b>	<b>Body Corporate</b>	13,31,419	13.81	-	13,31,419	12.17
	<b>Sub Total</b>	57,49,303	59.62	13,00,000	70,49,303	64.42
<b>2</b>	<b>Foreign promoter</b>	-	-	-	-	-
	<b>Sub Total (A)</b>	57,49,303	59.62	13,00,000	70,49,303	64.42
<b>B.</b>	<b>Non-promoter holding</b>					
<b>1</b>	<b>Institutional Investor</b>	7,900	0.08	0	7,900	0.07
	<b>a. Mutual Funds/</b>					
<b>a.</b>	<b>Foreign Portfolio Investors Category II</b>	-	-	-	-	-
<b>b.</b>	<b>Any Other (specify)</b>	-	-	-	-	-
	<b>Market Maker</b>					
<b>2</b>	<b>Non-Institutional</b>					
<b>a.</b>	<b>Key Managerial Personnel</b>	-	-	-	-	-

b.	Investor Education and Protection Fund (IEPF)	-	-	-	-	-
c.	Body Corporate	2,69,746	2.80	-	2,69,746	2.46
d.	Resident Individuals holding nominal share capital upto Rs. 2 lakhs	31,22,170	32.38	-	31,22,170	28.53
e.	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	2,76,846	2.87	-	2,76,846	2.53
f.	Non-Resident Indians	49,099	0.51	-	49,099	0.45
g.	Any other	1,68,396	1.75	-	1,68,396	1.54
	<b>Sub Total (B)</b>	38,94,157	40.38	-	38,94,157	35.58
	<b>Grand Total (A+B)</b>	96,43,460	100	-	1,09,43,460	100

#As on 31<sup>st</sup> March, 2026.

\*The post-Preferential Issue share shareholding pattern reflects: (a) the current paid-up equity share capital of the Company together with the 13,00,000 Equity Shares of the Company proposed to be allotted to the allottees by way of the conversion of unsecured loan to equity by way of Preferential Issue;

**9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of the Proposed Allottees	Name of beneficial owners of proposed allottee of Equity Share
1.	NA	NA

**10. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Sr. No.	Name of the Proposed Allottees	Pre- issue Shareholding (No. of Shares)	Pre-issue Shareholding (%)	No. of Shares to be allotted	Post- issue Shareholding (No. of Shares)	Post issue Shareholding (%)
1.	Ashish Khanna	16,71,952	17.34	6,50,000	23,21,952	21.22
2.	Aditya Khanna	16,71,852	17.34	6,50,000	23,21,852	21.22
	<b>TOTAL</b>	<b>33,43,804</b>	<b>34.68</b>	<b>13,00,000</b>	<b>46,43,804</b>	<b>42.44</b>

**11. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1	Ashish Khanna	Promoter Group	Promoter Group
2	Aditya Khanna	Promoter Group	Promoter Group

**12. Change in control, if any in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment.

**13. Undertaking as to re-computation of price and lock-in of specified securities:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 trading days, the price re-computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

**14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the financial year 2026-27, the Company has not made any allotment on preferential basis.

**15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This allotment is proposed to be made to Proposed allottees, as aforesaid in lieu of conversion of their existing unsecured loan. Hence, it is not an allotment being made for consideration other than cash.

**16. Lock-in period:**

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations.

**17. Listing:**

The Company will make an application to BSE Limited where the existing Equity Shares are presently listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank-pari passu with the then existing Equity Shares, in all respects, including voting rights and dividend.

**18. Practicing Company Secretary Certificate:**

A certificate from Mr. Sumit Bajaj (ACS No 45042, CP No: 23948), Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link [www.rlftd.com](http://www.rlftd.com).

**19. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

Neither the Company nor any of its promoters and directors is a wilful defaulter or fraudulent borrower or a fugitive economic offender and thus is not required to make disclosures as specified in Schedule VI of SEBI ICDR Regulations.

**20. Other disclosures/undertaking**

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations and other applicable laws;
- ii. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- iii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iv. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;

- v. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- vi. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vii. The Company is in compliance with the conditions for continuous listing;
- viii. The Proposed Allotees has confirmed that it (a) has not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date, and (b) is eligible under the SEBI (ICDR) Regulations to participate in the Preferential Issue;
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- x. No person belonging to the promoters / promoter group has previously subscribed to any Equity Shares of the company during the last one year;
- xi. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- xii. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to offer, issue and allot convertible Equity Shares as specifically described in the resolutions set out at Item No. 3 of this Notice.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this EGM Notice. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board believes that the proposed issue of Equity Shares is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No. 3 to be approved by a Special Resolution.

**By Order of Board  
For RLF Limited**

**Date:** 17<sup>th</sup> June, 2026  
**Place:** New Delhi

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

Sd/-  
**ADITYA KHANNA**  
**Managing Director**  
**DIN: 01860038**

**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 Extra-Ordinary General Meeting of RLF Limited, to be held on the Friday 17th day of July, 2026 at 10:00 A.M. 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.

- 1.
- 2.
- 3.

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**

[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.rlftd.com](http://www.rlftd.com); **Email:** [compliance@rlftd.com](mailto:compliance@rlftd.com); **Telephone:** 011-26258237

**ATTENDANCE SLIP**

**Extra-Ordinary General Meeting to be held on Friday 17<sup>th</sup> day of July, 2026 at 10:00 A.M. at Registered Office:** 14 Kms, Pataudi Road, Village Jhund Sarai Veeran, Gurugram, Haryana, 122016

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 Extra-Ordinary General Meeting of the Company, to be held on Friday 17<sup>th</sup> day of July, 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:**

1. Please read the instructions printed under the Important Notes to the Notice dated 17th June, 2026 of the Extra-Ordinary General Meeting. The voting period starts from 9.00 a.m. (IST) on 14th July, 2026 and ends on 16th July, 2026, 5.00 p.m. The voting module shall be disabled by MUFG Intime India Pvt. Ltd. for voting thereafter.
2. Proxy Form is attached to the Notice of EGM

**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.rlftd.com](http://www.rlftd.com); **Email:** [compliance@rlftd.com](mailto:compliance@rlftd.com); **Telephone:** 011-26258237**BALLOT FORM**  
**[For voting at the EGM]**

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

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the Extra-Ordinary General Meeting Notice dated 17<sup>th</sup> June, 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	I assent to the resolutio	I dissent from the resolutio
	<b>Special Business(es)</b>			
1	Memorandum of Understanding/Loan Agreement Entered Between the Company I.E. RLF Limited and Aditya Khanna (Managing Director) & Ashish Khanna (Director)			
2	Adoption of New Set of Article of Association (AOA) of Company in Accordance with Companies Act, 2013.			
3	Issuance of Equity Shares to Promoter Group by Conversion of Existing Unsecured Loan on Preferential Basis			

Place:

Date:

Signature of Member

**NOTE: Last date for receipt of forms: 17 July 2026 (till conclusion of EGM)**

**ROUTE MAP****VENUE OF THE EXTRA-ORDINARY GENERAL MEETING**

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

