

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 38th ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD ON TUESDAY, THE 25th DAY OF SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT 14 KMS, GURUGRAM PATAUDI ROAD, VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 To Receive, Consider and Adopt:

The Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, the reports of the Board of Directors and the Auditors thereon;

SPECIAL BUSINESS:

Item No. 2 To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 (9) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such amendments as may be made therein, the main object clause of the Memorandum of Association of the Company be and is hereby altered by

A) Deleting the existing Clause III (A)

- 1 To carry on hire-purchase, finance business, in all its branches in respect of motor vehicles motor cycles, cycles, agricultural machinery, aero planes, launches, boats, mechanical or otherwise, sewing machines, radio sets, gramophones phones pianos and musical instruments, cameras, electric fans, cinematograph machines and apparatuses, heaters and other electric domestic appliances, refrigerators, furniture wooden or metallic, household equipments and all classes of machinery or any other articles or articles that the company may deem fit.
- 3 To act on their own or as agents of insurance companies in all or in any of the branches including life, fire, marine, motor car, accident, public liability, live stock, sickness, fidelity guarantee, workmen's compensation, burglary or any other branches and to insure or reinsure all or any of the risks of the Company and to undertake any authorized risk.

B) Adding the following to the existing Clause III(A)

To carry on the business of Sports Centre, Club, Education, Recreation, Restaurant, F&B, Accommodation and other related amenities. To provide the Land of the Company for the purpose of warehousing, storage and other related activities.

C) The Main Objects of the Company shall be renumbered and accordingly the Clause be as Clause III (A):

1. To borrow or receive money or deposit either with or without security or secured by debentures, debenture stock (perpetual or otherwise), mortgage or other security charged on the undertaking or on all or any of the assets of the company including its uncalled capital and collaterally or further to secure any securities of the Company by trust deed or any other assurance on such times and conditions as may be deemed fit and to invest or lend money on security or otherwise to any company partners association, or persons and to deposit money on interest or otherwise in any other form with any person, firm or corporation as the directors may think fit and open accounts, overdrafts, cash credit and to keep fixed or other deposit with banks loans offices and other concerns.
- 2 To carry on the business of purchasing and other we acquiring Plants & Machinery of all kinds and other assets and to hire them out to third parties on appropriate hire charges.
3. To carry on the business dealers, exporters' agents, manufacturers, designers or traders in all or any of the following businesses that is to say, woolen, silk textiles, synthetic fibers and yarns.

4. To carry on the business in India or abroad as exporters, distributors, traders, stockiest, manufacturers, buyers, sellers, franchisees, consultants, as principals and agents of textiles, garments, textiles related products, sports goods, computer software and hardware and other related items.
5. To carry on the business of Sports Centre, Club, Education, Recreation, Restaurant, F&B, Accommodation and other related amenities. To provide the Land of the Company for the purpose of warehousing, storage and other related activities.

Item No.3 To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provision of sections 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, including any statutory modifications or re-enactment(s) thereof for the time being in force, the Remuneration payable to Mr. Anil Kumar Khanna, Managing Director of the Company be Rs. 2.00 Lac (including all allowances) per month w.e.f 01st April, 2018 as recommended and approved by the Nomination and Remuneration Committee in its meeting.

Item No.4 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 the Companies Act, 2013 and other applicable provisions, if any, the Company be and is hereby authorized to give Corporate Guarantee in connection with OD Loan sanctioned by Syndicate Bank to M/s Chitra Utsav Video Private Limited for a sum of Rs. 16.72 crore.”

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

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

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

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

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

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

**By Order of the Board
RLF Limited**

**Sd/-
Twinkle Jain
Company Secretary**

**Date : 03/08/2018
Place: Gurugram, Haryana**

IMPORTANT NOTES:

1. EXPLANATORY STATEMENTS

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 2 to 7 of the Notice, is annexed hereto.

2. The requirement to place the matter relating to ratification of Auditors by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of Auditors, who were appointed in the Annual General Meeting held in the Year 2016 for a period of Five Years.

3. 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.

4. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 19th September, 2018 to 24th September, 2018 (Both days inclusive).

5. NOMINATION

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

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

6. 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.
7. Electronic copy of the Annual Report for the year ended 31st March, 2018 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 Annual Report are being sent in the permitted mode.
8. Electronic copy of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Notice of the 38th 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.
9. Members may also note that the Notice of 38th Annual General Meeting and the Annual Report for the Financial Year 2017-

18 will also be available on the Company's website www.rlfstd.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Gurugram, Haryana and Corporate Office, Delhi.

10. Securities Exchange Board of India (SEBI) has, vide its Circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018, mandated the Company/RTA to obtain copy of PAN Card and Bank account details from all the shareholders holding Shares in physical form. The Company/RTA have been directed to exercise enhanced due diligence in case where, inter-alia, these details have not been provided by the shareholder. Further SEBI, vide SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 and BSE, vide its Circular No. list/comp/15/2018-19 dated 5th July 2018, mandated that after 5th December, 2018, requests for transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, you are requested to kindly furnish the details as mentioned on the letter annexed to the Annual Report (at last) and to dematerialize your securities, as the Company shall not be able to entertain any request for transfer of securities in physical form after 5th December 2018.

11. Quote their Folio Number while corresponding with the Company, in case they hold physical shares.

12. Send their queries, if any, to reach the Company's Corporate Office at least 10 days before the date of the meeting so that information can be made available at the meeting.

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

14. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2018, 9.00 a.m. (IST) and ends on 24th September, 2018, 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 18th September, 2018, may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the E-Voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Address Slip of each receiver.
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant RLF Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be E-Mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Shareholders can also cast their vote using CDSL's mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions ("FAQs") and E-Voting manual available at www.evotingindia.com, under help section or write an E-Mail to helpdesk.evoting@cdslindia.com.

By Order of the Board
RLF Limited

Sd/-
Twinkle Jain
Company Secretary

Date : 03/08/2018
Place: Gurugram, Haryana