

NOTICE OF THE 44TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RLF LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 14 KMS, GURUGRAM PATAUDI ROAD, SECTOR- 95 VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, HARYANA 122001 AT 10:00 AM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**Item No. 1**

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon.

The financial statement consisting of Balance Sheet as on March 31, 2024, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2024 along with the reports of the Board of Directors and Auditors thereon; and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements including consolidated financial statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

Item No. 2

To appoint a director in place of Mr. Ashish Khanna (DIN: 01251582), who retires by rotation, and being eligible, offers himself for re-appointment

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Ashish Khanna (DIN: 01251582)**, who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

Item No. 3

To appoint M/s RK Bhalla & Co., Chartered Accountants, as statutory auditor of the company for 5 years from this annual general meeting to the Annual General Meeting to be held in the year 2029.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Ravi Rajan & Co. LLP Chartered Accountants, (Firm Registration 009073N), who was appointed in the year 2021 for three F.Y. from 2021-22 to 2023-24, who’s tenure has been completed, therefore, be and is hereby appointed **M/S. RK Bhalla & Co., Chartered Accountants (Firm Registration No.024798N)**, as Auditors of the Company in place of the retiring auditors to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the **49th AGM** to be held in the year **2029**, at such remuneration including applicable taxes and out-of-pocket expenses, as may be recommended by the Audit Committee and as mutually agreed between the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS:

Item No. 4

To Consider and approve re-appoint Mr. Aditya Khanna (DIN: 01860038), as a Managing Director of the company and fixation of remuneration:

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Articles of Association of the Company, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and subject to such other approval(s), consent(s) as may be required from time to time, and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, the consent of the members of the Company be and is hereby accorded to re-appoint **Mr. Aditya Khanna (DIN: 01860038)** (Director) as Managing Director of the Company, to hold such office for a period of 3 (Three) years commencing from 30th September, 2024 and ending on 29th September, 2027.”

RESOLVED FURTHER THAT subject to the provisions of the Companies Act 2013, terms and conditions of the appointment of **Mr. Aditya Khanna (DIN: 01860038)**, as a Managing Director of the Company shall be as such as below-mentioned:

Period of Appointment: From 30th September, 2024 and ending on 29th September, 2027. Notwithstanding anything contained in this resolution, **Mr. Aditya Khanna** shall be liable to retire by rotation in terms of Section 152(6) of the Act.

Remuneration: Remuneration by way of salary, perquisites and allowances not exceeding Rs. 06 Lacs (Rupees Six Lakhs Only) per annum during the mentioned period of 3 years subject to variation/ revision as may be considered by the Board of Directors from time to time.

Nature of duties & powers: Mr. Aditya Khanna, Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard.”

Item No. 5

To consider and to take omnibus approval for the related party transaction with “SIPL Textile Private Limited” as to be held in the F.Y. 2024-25:

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

“RESOLVED THAT Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of 50 Crores, with **“SIPL Textile Private Limited”**

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

Item No. 6

To consider and to take omnibus approval for the related party transaction with “United Leasing & Industries Limited” as to be held in the F.Y. 2024-25:

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

“RESOLVED THAT Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial upto the amount of 50 Crores, with **“United Leasing & Industries Limited”**

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

Item No. 7

To regularize Mr. Nakul Badopalia (DIN: 08589303) as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Mr. Nakul Badopalia (DIN: 08589303)**, who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from **10th August 2023**, and who holds office upto the date of ensuing General Meeting or within a time period of three months from the date of appointment, whichever is earlier. in terms of Section 161(1) of Companies Act, 2013 and read with Regulations 17(1)(c) of SEBI (Listing Disclosure and Obligation Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company **w.e.f.** this Annual General Meeting, and he is liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to take all necessary steps to give effect the above resolutions.”

Item No. 8

To consider and authorize to alter the object clause of Memorandum of Association “MOA” of the company:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the necessary approvals, consents, permissions, and sanctions required, if any, by the Registrar of Companies, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association (“MoA”) of the Company by altering through addition of sub clauses 2 and 3 under part A of clause III and substituting the following sub clauses be numbered consequently.

“RESOLVED FURTHER THAT the member of the Company be and is hereby accorded to approve the omission of following clause from the MoA of the Company:

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.

“RESOLVED FURTHER THAT it is be and is hereby approved with the consent of the member that the final clauses of the main object of the company are as hereunder:

1. 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.
2. 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.
3. 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. 9

Approval under section 180(1)(a) to sell, lease or otherwise dispose off undertaking and for creation of charge / mortgage/ pledge on properties of the company:

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

“RESOLVED THAT in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated

interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc. Provided that the total amount for which such charge / mortgage / hypothecations are being created to secure the borrowings shall not at any time exceed Rs. 50,00,00,000/- (Rupees Fifty Crores Only) over and above the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board may hereinafter constitute from time to time to

exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to negotiate, finalise, execute, vary, modify, revoke, rescind any of the documents for the abovementioned transactions and to do all such acts, deeds, matters and things as may be necessary and / or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to this resolution as they may in their absolute discretion deem fit.”

**By Order of the Board
RLF Limited**

**Date: 30.08.2024
Place: Gurugram, Haryana**

**Sd/-
Ragini Maurya
Company Secretary & Compliance Officer**

IMPORTANT NOTES:**1. EXPLANATORY STATEMENTS**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of the Special Business from **Item No. 4 to Item No. 9** to be transacted at the meeting is annexed to this Notice.

2. PROXY & ATTENDANCE

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

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

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

Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in their Annual Report.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

3. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 23rd September, 2024 to 30th September, 2024 (Both days inclusive).

4. NOMINATION

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

5. 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.

6. Electronic copy of the Annual Report for the year ended 31st March, 2024 is being sent to all the members whose E-Mail IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For

members who have not registered their E-Mail address, physical copies of the Annual Report are being sent in the permitted mode.

7. Electronic copy of the Notice of the 44th 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 44th 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
8. Members may also note that the Notice of 44th Annual General Meeting and the Annual Report for the Financial Year 2023-24 will also be available on the Company's website www.rlf ltd.com and website of the stock exchange i.e BSE Limited at www.bseindia.com for download. The physical copies of the aforesaid documents will also be available at the and Corporate Office/Leasing Office, Delhi.
9. Members holding shares in dematerialised form are requested to intimate immediately any change in their email ID or address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members are also requested to notify any change in their email ID or bank mandates or address to the Company/RTA and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company/RTA. Physical shareholders are also requested to update their KYC (including e-mail ID and mobile numbers) and other relevant details through Form ISR-1 and Form ISR-2, as the case maybe, if not done yet. The format of the abovementioned forms is available on the Company's website under the weblink at www.rlf ltd.com and on the website of the Company's RTA at www.linkintime.co.in
10. Pursuant to the amendment to Regulation 40 of the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed companies shall issue the securities in dematerialised form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which is available on the Company's website under the weblink at www.rlf ltd.com and on the website of the Company's RTA at www.linkintime.co.in
11. In order to continue its endeavour towards paperless communication, Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialised form. Members may contact the Company or RTA, for assistance in this regard.
12. As per the provisions of the Act, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request in duly filled and signed prescribed Form SH-13 at Company's registered office address. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt out of nomination by providing a declaration in Form ISR-3. The said forms can be downloaded from the Company's website at www.linkintime.co.in

13. The Company has transferred to the Investor Education & Protection Fund ('IEPF'), as per Section 124 of the Act, all unclaimed/unpaid dividends for more than seven years. Further, as per Section 124 of the Act read with the rules made thereunder, all shares in respect of which dividend is unpaid/ unclaimed for a period of seven consecutive years has also be transferred to IEPF.

As per the requirements of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules 2016'), the Company has sent intimation to all the shareholders who had not claimed/encashed their dividends consecutively for the last seven years informing them that in the event those shareholders do not claim the same, the Company will be required to transfer the corresponding shares to the IEPF Demat Account prescribed under the IEPF Rules, 2016. The Company has also simultaneously published the notice in the leading newspapers in this regard and has also uploaded the same on the "Investors Section" of the Company's website, details of such shareholders and shares which are due for transfer to IEPF Demat Account. The Members whose unclaimed shares/ dividends have been transferred to IEPF may make an application for claiming the same to the IEPF Authority in web-form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents.

14. Non-Resident Indian Members are requested to inform the RTA immediately of:

- ❖ Change in their residential status on return to India for permanent settlement.
- ❖ 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.
- ❖ Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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

16. The Company has designated an exclusive e-mail ID investorrelations@rlfltd.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal. Further, SEBI vide circular dated July 31, 2023 read with Master Circular dated December 29, 2023, has been established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.ntcind.com/listing-info/>.

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

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

19. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio. The consolidation will be processed in demat form.
20. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in Form ISR-1. The Form ISR-1 along with other prescribed forms are also available on the website of the Company at www.rfltd.com Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Forms.
21. For any communication, the shareholders may also send requests to the Company's E-Mail id: investorrelations@rfltd.com.
22. The voting period begins on 27th September, 2024 9.00 a.m. (IST) and ends on 29th September, 2024, 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2024, may cast their vote electronically. The E-Voting module shall be disabled by Link intime for voting thereafter.
23. Documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the members through email. The Members are requested to send an E-mail to investorrelations@rfltd.com for the same.
24. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of Securities shall be processed only if the securities are held in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization since physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members may contact Company's RTA at delhi@linkintime.co.in for assistance in this regard.
25. Members may please note that SEBI vide its Circular dated January 25, 2023 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4.
26. Updation of PAN and other details SEBI vide Circular dated November 3, 2021 and December 14, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable).PAN details are to be compulsorily linked to Aadhaar by March 31, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after April 1, 2023, shall be frozen as per the aforesaid circular. Effective from January 1, 2024, any service requests/ complaints received from a member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar.
27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) for so long. Periodic statement of holdings should

be obtained from the concerned Depository Participant ("DP") and holdings should be verified from time to time.

VOTING THROUGH ELECTRONIC MEANS

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – If registered with CDSL Easi/Easiest facility****Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. 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.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/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 at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for 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 a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

**By Order of the Board
RLF Limited**

**Date: 30/08/2024
Place: Gurugram, Haryana**

**Sd/-
Ragini Maurya
Company Secretary & Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 (5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENT) REGULATIONS 2015

Item No. 3-

It is hereby informed that the Statutory Auditor M/s. Ravi Rajan & Co. LLP Chartered Accountants, (Firm Registration 009073N) was appointed in the year 2021 for three F.Y. from 2021-22 to 2023-24, who's tenure has been completed, therefore, it is required to appoint Statutory Auditor for the upcoming Financial Years, therefore the audit committee has analyzed the profile of **M/S. RK Bhalla & Co., Chartered Accountants** and has recommended to the members of the company the profile of **M/S. RK Bhalla & Co.**, to appoint as the Statutory Auditor of the Company for upcoming Financial years.

The Company has received the consent letter from the said Auditor for five financial years to act as Statutory Auditor of the Company.

As a result of which it is proposed before the members of the Company to Appoint **M/S. RK Bhalla & Co., Chartered Accountants (Firm Registration No.024798N)**, as Auditors of the Company in place of the retiring auditors to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the **49th AGM** to be held in the year **2029**.

None the Director of the company is interested in the said transaction relating to appointment of Statutory Auditor of the company.

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

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Aditya Khanna as the Managing Director of the Company for a period of 3 (Three) years w.e.f. 30th September, 2024, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Aditya Khanna visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Aditya Khanna as Managing Director of the Company.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

I. General information:

1	Nature of Industry	Other Textile Products
2	Date or expected date of commencement of commercial production	02 nd April, 1979
3	In case of new companies, expected date of commencement of activities as per project	Not Applicable

	approved by financial institutions appearing in the prospectus			
4	The financial performance of the Company during the preceding three financial years is as under:			
		Amount in Rs.		
	Particulars	2023-24	2022-23	2021-22
	Total Income	23653295	9662077	7010283
	Total Expense	23005980	13078010	15774116
	Profit/ (Loss) before Exceptional Items	647315	(3415933)	-
	Less: Extraordinary Items	201466	24388286	-
	Profit/ (Loss) before taxation	445849	(27804219)	(87,63,833)
	Less: Provisions for current & deferred tax	-	-	-
	Profit After Tax	445849	(27804219)	(87,63,833)
5	Foreign investments or collaborations, if any.	NIL		

II. Information about the appointee:

Sr. No.	Particulars	Mr. Aditya Khanna
1.	Background details	Mr. Aditya Khanna, son of Mr. Anil Kumar Khanna, born on 10th April, 1982. holds a degree of MBA from Oxford University and B.Sc. (Accounting and Finance) from London School of Economics and Political Science He has 16 Years of experience in handling and management business.
2.	Past remuneration	40000 p.m.
3.	Recognition or awards.	None
4.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in such terms and conditions as to be finalized with the consent of members.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashish Khanna is the Managing Director of the Company. As on date of this notice, he does not hold any shares of the Company, he is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon and forms part of CTC. Further, Mr. Ashish Khanna is the related to the Chief Financial Officer of the Company.

III. Other information:

Sr. No.	Particulars	Information about the appointee
1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes.
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	-

IV. Disclosures:

The present terms and conditions of appointment of Mr. Aditya Khanna (DIN: 01860038), as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Salary, Remuneration, perquisites and benefits:

- A. **Period:** Period of appointment is Three Years w.e.f. 30th September, 2024.
- B. **Salary:** The gross Salary will be Rs 50,000/-per month including the Perquisites & Allowances
- C. **Perquisites & Allowances:** The following Perquisites & Allowances are included in gross salary:
- D. **House Rent Allowance:** House Rent Allowance in accordance with the rules of the Company.
- E. **Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- F. **Leave Travel Concession:** As per rules of the Company.
- G. **Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- H. **Personal Accident Insurance:** Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- I. **Contribution to Provident Fund:** As per Company rules.
- J. **Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.
- K. **Encashment of leaves:** As per rules of the Company at the end of tenure.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out herein below:

Name of Director	Mr. Aditya Khanna
DIN	01860038
Date of Birth	10th April, 1982
Age	42 years, 4 months
Nationality	Indian
Date of First Appointment on the Board	1 st July, 2012
Qualifications	Graduated from Oxford University.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	16 years of invaluable experience.
Terms and conditions of appointment or re-appointment	As mentioned in the resolution and Explanatory Statement.
Details of remuneration sought to be paid.	As mentioned in the Explanatory Statement.
Details of remuneration last drawn (including sitting fees, if any)	40000 p.m.
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	<ol style="list-style-type: none"> 1. TELECOM FINANCE (INDIA) LIMITED 2. PTL SPORTS PRIVATE LIMITED 3. UNIQUE TURF SPORTS PRIVATE LIMITED 4. UNITED LEASING AND INDUSTRIES LIMITED 5. PICKLEBALL LEAGUE ASIA PRIVATE LIMITED 6. ALL INDIA TENNIS ASSOCIATION. 7. AK SQUARE MANAGEMENT SERVICES PRIVATE LIMITED 8. CHITRA UTSAV VIDEO PRIVATE LIMITED 9. M K FINANCIAL SERVICES LIMITED 10. SIPL TEXTILES PRIVATE LIMITED 11. REBOUND ACE INDIA PRIVATE LIMITED
Board Meetings- 2023-24	5
Board Committee Meetings	5
General Meeting (30.09.2023)	1
Number of Shares held in Company	1671852
Directorship held in other Companies	10
Chairman/Member of Committees of Board of Director of other Listed Companies	Nil
Disclosure of relationships between Directors/KMP inter-se	Mr. Aditya Khanna is related to any of the Directors & CFO of the Company Mr. Ashish Khanna.
Number of meetings of the Board attended during the year 2024-25	3
Listed entities from which resigned in the past Three years	Nil

Item No. 5

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

Transaction that are already entered or to be entered with the related parties under the resolution mentioned above will be in ordinary course of business and are continuous in nature and are not for a specific period.

Terms and conditions will certainly be at arm's length basis. All factors relevant to the respective contracts will be with the prior approval of Audit Committee and the Board of Directors. The transactions with such related parties might trigger materiality in nature and require the approval of the shareholders of the Company by way of Ordinary resolution.

The transactions with the related parties may or may not be continuous in nature and may or may not be for a specific period and may or may not be material in nature, but in order to ensure compliance with the sections and regulations of Companies Act, 2013 and SEBI LODR Regulations, The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

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

Item No. 6

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

Transaction that are already entered or to be entered with the related parties under the resolution mentioned above will be in ordinary course of business and are continuous in nature and are not for a specific period.

Terms and conditions will certainly be at arm's length basis. All factors relevant to the respective contracts will be with the prior approval of Audit Committee and the Board of Directors. The transactions with such related parties might trigger materiality in nature and require the approval of the shareholders of the Company by way of Ordinary resolution.

The transactions with the related parties may or may not be continuous in nature and may or may not be for a specific period and may or may not be material in nature, but in order to ensure compliance with the sections and regulations of Companies Act, 2013 and SEBI LODR Regulations, The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

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

Item No. 7

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Nakul Badopalia (DIN: 08589303)** as Additional Director in independent capacity of the Company on the Board Meeting held on 10th August, 2023 subject to the approval of members of the Company, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) read with the Articles of Association of the Company.

Therefore, it is proposed before the Board to regularize the appointment of Mr. Nakul Badopalia and regularize with consent of the members. Mr. Nakul has provided his consent to act as a Director of the Company and also a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The additional details of Mr. Nakul as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure** forming part of this Notice.

He does not hold any shares in the Company. None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Nakul is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 7**.

The Board recommends the resolution set forth in **Item No. 7** for the approval of Members as an **Ordinary Resolution**.

Item No. 8

The Board of Directors of the Company in its meeting held on August 30th, 2024, has, subject to the approval of the shareholders in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable, approved to Alter the existing MOA of the Company in line with the requirements of Section 4 of the Act.

The following clauses are proposed to omit from the Object Clause of MOA of the Company:

- 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.*

The objects clauses of the Memorandum of Association (“MoA”) of the Company by omitting of sub clauses 1 and 2 under part A of clause III.

The final object of the company therefore shall be as under:

III. The objects for which the Company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. 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.*
- 2. 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.*
- 3. 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.*

None of the Directors are interested in the said transaction referred to alteration of MOA of the Company.

Item No. 9

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

The Board therefore, recommends the Special Resolution set out in Item. No 7 of the Postal Ballot Notice for approval of the members in terms of Section 180(1)(a) of the Companies Act, 2013 for reducing the financial burden of the Company. The Board of Directors of the Company recommends the resolution set out in item No. 7 for approval of the Members as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said **Special Resolution**.

ROUTE MAP

