



RLF LIMITED

Phone : 011-4164 4995
011-4907 5251

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

Date: 03rd October,2024

To,
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001,
Maharashtra, India

SCRIP CODE: 512618
BSE SYMBOL: RLF

SUBJECT: SUBMISSION OF VOTING RESULTS OF 44th ANNUAL GENERAL MEETING OF THE COMPANY UNDER REGULATION 44(3) OF THE SEBI LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir/Madam,

In compliance with the Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the details of voting results of the business transacted at the 44th Annual General Meeting of the Company held on Monday, September 30th, 2024 at 10:00 A.M. through Physical Mode and Report of Scrutinizer dated 03rd September, 2024 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014. As per Scrutinizer's Report all the items of Notice dated 29th August, 2024 convening 44th Annual General Meeting have been approved by the Shareholders.

This is for your information and records.

Thanking you,

Yours Faithfully,

FOR RLF LIMITED

ADITYA KHANNA
Digitally signed by
ADITYA KHANNA
Date: 2024.10.03
11:10:03 +05'30'

ADITYA KHANNA
DIN: 01860038
(Managing Director)



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

Scrutinizer Report

**[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman,
RLF LIMITED
14 Kms., Pataudi Village
Jhund Sarai Veeran,
Distt. Gurugram, Haryana 122001

Subject: Consolidated Scrutinizer's Report on remote e-voting and Ballot Paper voting conducted for the 44th Annual General Meeting of RLF Limited held on Monday, the 30th day of September, 2024 at 10:00 A.M. through Physical Mode.

Dear Sir,

I, **Sumit Bajaj**, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of RLF Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting and Ballot paper process in respect of the below mentioned resolutions proposed at the 44th Annual General Meeting of RLF Limited held on Monday, the 30th day of September, 2024 at 10:00 A.M. (IST) through Physical Mode.

I was also appointed as Scrutinizer to scrutinize the ballot paper process during the said AGM.

The notice dated August 30th, 2024 convening the AGM along with 44th Annual Reports of 2023-24, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA Circular No. Nos. 14/2020 dated April 8, 2020 and 17 /2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2023 dated December 28, 2023 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').

Management's Responsibility: The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of AGM.

Scrutinizer's Responsibility: My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the AGM Notice. My report is based on report generated by voting through electronic means provided by Insta Vote



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

by Link Intime India Private Limited the authorized agency engaged by the Company to provide voting by electronic means and scrutinizing the physical voting done through ballot paper at the venue of the AGM.

I submit my report as under:

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with Link Intime India Private Limited (Insta Vote) for providing facility of voting through electronic means ("Remote e-voting") to its members.
2. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on September 6th, 2024 about the dispatch of Notice in "The pioneer" (English Newspaper) and "The pioneer" (Hindi Newspaper).
3. The shareholders of the Company holding shares as on the "cut-off" date Saturday, September 23rd, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Friday, September 27th, 2024 (9:00 a.m. IST) and ended on Sunday, September 29th, 2024 (5:00 p.m. IST) and the Link Intime e-voting platform (Insta Vote) was disabled thereafter.
5. The Company had also provided Ballot Paper facility to the shareholders present at the AGM through Physical Mode and who had not cast their vote earlier.
6. After the Conclusion of the AGM, the report on Ballot paper facility done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
7. The votes cast by the members were unblocked 05:00 P.M on September 30th, 2024, in the presence of Two Witnesses who were not in employment of Company.

(Witness 1. Navneet Kumar)

(Witness 2. Nishant Sharma)

8. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Link Intime e-voting system. After the time fixed for closing of the e-voting i.e., 5:00 P.M. on September 29, 2024, and venue voting after AGM, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://instavote.linkintime.co.in/> of Link Intime. Based on such reports generated by Link Intime and relied upon by me, data regarding the e-votes was scrutinized on test check basis.
9. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, September 23rd, 2024 and as per the Register of Members of the Company.



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

10. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.
11. The summary of remote e-Voting and Ballot paper prior and during the AGM for the following resolutions are as under:

Ordinary Resolution 1:

To consider and adopt the Balance Sheet of the Company as at 31st March, 2024, the Profit & Loss Account for the period from 1st April, 2023 to 31st March, 2024, and the reports of Auditors and Directors thereon.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	0.36%	13845	0.40%
Ballot Paper Voting at AGM	3463742	0	3463742	3463742	99.24%	0	0
Total	3490263	0	3490263	3476418	99.60%	13845	0.40%

Since total votes voted in favour of the resolution is 99.60% and total votes voted against the resolution is 0.40%, the Resolution has been passed as Ordinary Resolution.

Ordinary Resolution 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:

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	8.65%	13845	9.45%
Ballot Paper Voting at AGM	3463742	3343704	120038	120038	81.90%	0	0
Total	3490263	0	146559	132714	90.55%	13845	9.45%



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

Since total votes voted in favour of the resolution is 90.55% and total votes voted against the resolution is 9.45%, the Resolution has been passed as Ordinary Resolution.

Special Resolution 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.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	0.36%	13845	0.40%
Ballot Paper Voting at AGM	3463742	0	3463742	3463742	99.24%	0	0
Total	3490263	0	3490263	3476418	99.60%	13845	0.40%

Since total votes voted in favour of the resolution is 99.60% and total votes voted against the resolution is 0.40%, the Resolution has been passed as Ordinary Resolution.

Special Resolution 4:

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

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	8.65%	13845	9.45%
Ballot Paper Voting at AGM	3463742	3343704	120038	120038	81.90%	0	0
Total	3490263	0	146559	132714	90.55%	13845	9.45%



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

Since total votes voted in favour of the resolution is 90.55% and total votes voted against the resolution is 9.45%, the Resolution has been passed as Special Resolution.

Special Resolution 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.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	8.65%	13845	9.45%
Ballot Paper Voting at AGM	3463742	3343704	120038	120038	81.90%	0	0
Total	3490263	0	146559	132714	90.55%	13845	9.45%

Since total votes voted in favour of the resolution is 90.55% and total votes voted against the resolution is 9.45%, the Resolution has been passed as Special Resolution.

Special Resolution 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.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	8.65%	13845	9.45%
Ballot Paper Voting at AGM	3463742	3343704	120038	120038	81.90%	0	0
Total	3490263	0	146559	132714	90.55%	13845	9.45%

Since total votes voted in favour of the resolution is 90.55% and total votes voted against the resolution is 9.45%, the Resolution has been passed as Special Resolution.



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

Special Resolution 7:

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

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	0.36%	13845	0.40%
Ballot Paper Voting at AGM	3463742	0	3463742	3463742	99.24%	0	0
Total	3490263	0	3490263	3476418	99.60%	13845	0.40%

Since total votes voted in favour of the resolution is 99.60% and total votes voted against the resolution is 0.40%, the Resolution has been passed as Ordinary Resolution.

Special Resolution 8:

To consider and authorize to alter the object clause of Memorandum of Association "MOA" of the company.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	0.36%	13845	0.40%
Ballot Paper Voting at AGM	3463742	0	3463742	3463742	99.24%	0	0
Total	3490263	0	3490263	3476418	99.60%	13845	0.40%

Since total votes voted in favour of the resolution is 99.60% and total votes voted against the resolution is 0.40%, the Resolution has been passed as Special Resolution.



Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no. 804, Arunachal Building, Barakhamba Road, New Delhi-110001

Email Id: csumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

Special Resolution 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.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	26521	0	26521	12676	0.36%	13845	0.40%
Ballot Paper Voting at AGM	3463742	0	3463742	3463742	99.24%	0	0
Total	3490263	0	3490263	3476418	99.60%	13845	0.40%

Since total votes voted in favour of the resolution is 99.60% and total votes voted against the resolution is 0.40%, the Resolution has been passed as Special Resolution.

- The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Compliance Officer for safe keeping.

Thanking You

**For Sumit Bajaj & Associates
(Practicing Company Secretary)**

**CS Sumit Bajaj
(Proprietor)
C. P. No: 23948
M. No.: 45042
UDIN: A045042F001420231**

**Date: 03.10.2024
Place: Delhi**