

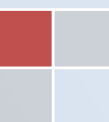
2016



R R FINANCIAL CONSULTANTS LIMITED



29TH ANNUAL REPORT





CHAIRMAN & MD MESSAGE

DEAR STAKEHOLDERS

I am pleased to present before you 29th Annual Report of “RR Financial Consultants Limited” (RR) and would like to thank you for having reposed your confidence in RR. RR has been consistently evolving itself in a rapidly changing environment while retaining its core values in an industry which has been very turbulent. We have made great progress in reshaping RRFC into a more focused value oriented organization while consistently enhancing our professional streams. Each of our businesses has developed its own strategy in face of stiff competition to reach a position of profitable market leadership

Our principles are:

- Adhere to principles, practices and values to be a business leader.
- Build strong and diversify product strengths.
- Create value through efficiency and products.
- Devote resources to improve quality and up gradation of people.
- Enhance value for clients, employees and shareholders

With a strong belief in our principles and enthusiasm of our people, we are looking to the future with confidence.

Rajat Prasad
Managing Director

TABLE OF CONTENTS

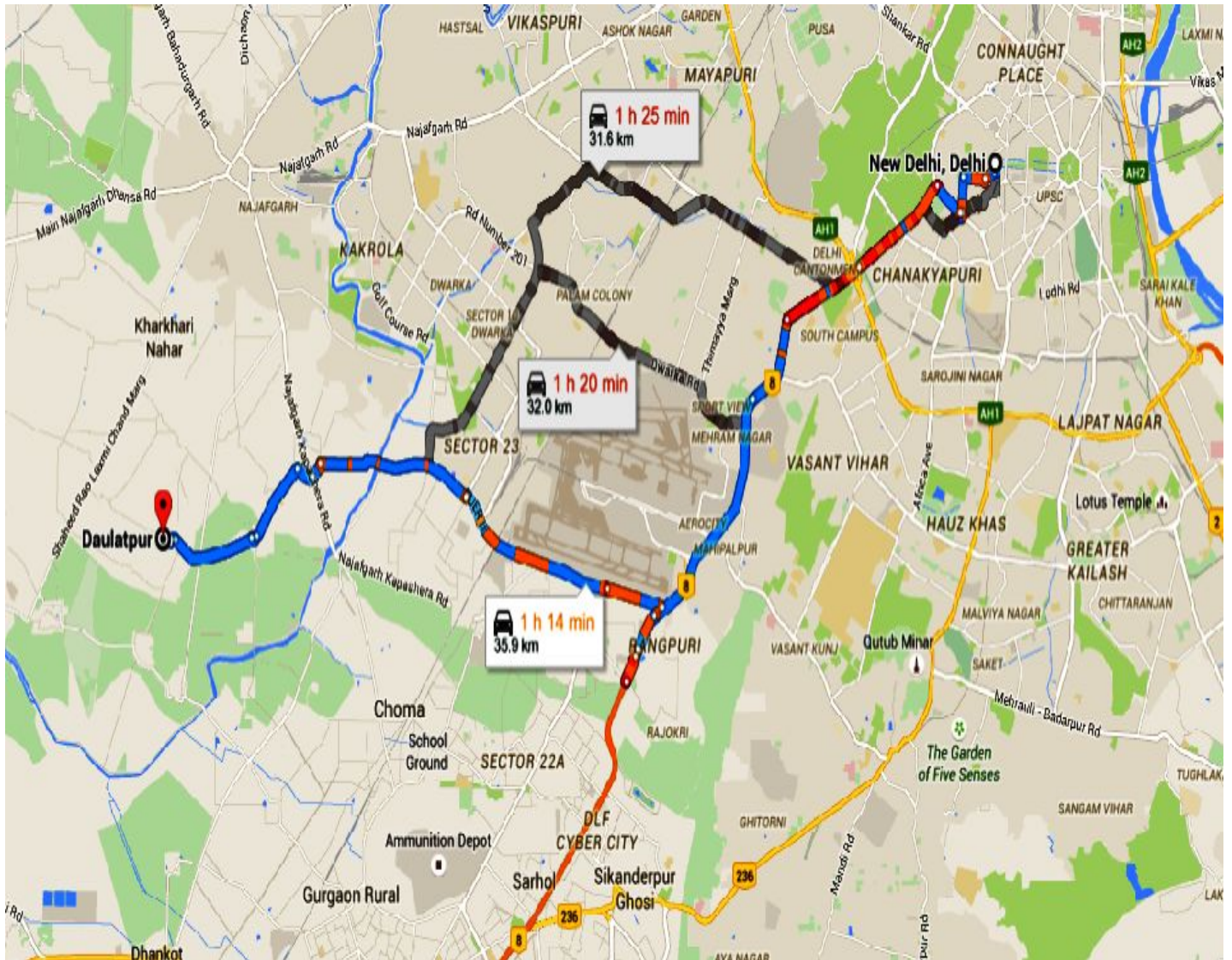
Corporate Information.....	1
Notice to Shareholder.....	3
Director's Report	9
Corporate Governance Report	29
Management's Discussion and Analysis.....	41
Consolidated Accounts.....	45
Standalone Accounts.....	63
Financial Statistics.....	82
Proxy and Attendance Slip.....	83

CORPORATE INFORMATION

BOARD OF DIRECTORS	REGISTRAR & SHARE TRANSFER AGENT
<p>Mr. Rajat Prasad– MD- Chairman & Executive Director Ms. Ritu Prasad– Non Executive Director Mr. Mahesh Chandra- Independent Director Mr. Manish Agrawal- Non Executive Director</p>	<p>M/s Link Intime India Pvt. Ltd 44, Community Centre, 2nd Floor Naraina Industrial Area, Phase-I Near PVR Naraina New Delhi-110028 Tel No: - 011-41410592/93/94</p>
COMPANY SECRETARY	CHIEF FINANCIAL OFFICER
<p>Ms. Farha Naaz</p>	<p>Mr. Vijay Malik</p>
REGISTERED OFFICE	BANKERS
<p>412-422, 4th Floor, Indraprakash Building 21, Barakhamba Road, New Delhi-110001 CIN: L74899DL1986PLC023530 Ph. No: 011-23354802 Email Id: pamdr@rrfcl.com, cs@rrfcl.com Website: www.rrfcl.com, www.rrfinance.com</p>	<ul style="list-style-type: none"> • Axis Bank : Statement House, 148, Barakamba, Road, Delhi-110001 • HDFC Bank: G-3-4 Suryakiran, Building, 19 Kasturba Gandhi Marg, Delhi-110001
STATUTORY AUDITOR	SECRETARIAL AUDITOR
<p>M/s Sandeep Ramesh Gupta & Co. 90/31B, First Floor, Malviya Nagar New Delhi-110017</p>	<p>Sudhir Arya & Associates Company Secretaries 07, 5th Floor, Amba Tower, DC Chowk, Sector 9, Rohini Delhi-110085</p>

VENUE OF AGM

<p>29th Annual General Meeting</p>	<p>Day: Thursday</p> <p>Date: 29th September, 2016</p> <p>Time: 9: 30 A.M</p> <p>Venue: 13/24, Village Daulatpur, New Delhi-110043</p>
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**Registered Office: 412-422, 4TH Floor, Indraprakash Building, 21 Barakhamba Road
New Delhi-110001**
CIN: L74899DL1986PLC023530, Ph. No: 011-23354802, Email Id: pamdrr@rrfcl.com
Website: www.rrfcl.com

NOTICE

Notice is hereby given that the **Twenty Ninth Annual General Meeting (AGM)** of the members of **R R Financial Consultants Limited** will be held on **Thursday, the 29th September 2016**, at **9:30 A.M** at 13/24 Village Daulatpur, New Delhi - 110043, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Ms. Ritu Prasad (DIN: 02341947), who retires by rotation at this Annual General meeting and being eligible, offer himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s Sandeep Ramesh Gupta & Co. (Firm Regn.011984N)** be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirtieth AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. **To appoint Mr. Aditya Chandra (DIN No. 02559537) as Independent Director and in this regard 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 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required in that behalf, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Aditya Chandra (DIN No. 02559537)**, as an Independent Director of the Company, to hold office as such for a period of five years with effect from 29.09.2016 to 29.09.2021.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. **To appoint Mr. Gautam Saha (DIN No. 07602791) as Independent Director and in this regard 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 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required in that behalf, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Gautam Saha (DIN No. 07602791)**, as an Independent Director of the Company, to hold office as such for a period of five years with effect from 29.09.2016 to 29.09.2021.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

- 1. A member entitled to attend and vote at the annual general meeting (“the meeting”) is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such need not be a member of the company.** Pursuant to the provisions of section 105 of the companies act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of the proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.
- 2.** As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- 3.** Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 4.** A relative explanatory Statement pursuant to sec 102 of the Companies Act, 2013 in respect of the Special Business under item no. 4 to 6 of the notice, is annexed hereto. The relevant details of the Directors seeking reappointment / appointment, pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed.
- 5.** The Register of Members and the Share Transfer books shall remain closed from **23.09.2016 to 29.09.2016** (both days Inclusive).
- 6.** Members desiring any information as regards accounts are requested to write to the Company at least 10 days before the date of meeting, so as to enable the management to keep the information ready. Proxies should bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled in for attending the meeting.
- 7.** Members desirous of appointing their nominee for the shares held by them may apply in the nomination form (Form 2B) in duplicate. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
- 8.** A Member receive an email from cs@rrfcl.com (for members whose Email IDs are registered with the Company’s Registrar and Transfer Agent i.e. **M/s Link Intime India Private Limited**

9. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by **Central Depository Services Limited (CDSL)**.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as follows:

- (1) The voting period begins on **26th September, 2016 at 9 a.m** and ends on **28th September, 2016 at 6 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22nd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) Launch internet browser by typing the following URL: www.evotingindia.com.
- (3) Click on shareholders
- (4) Now Enter the login credentials as follows

User - ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For CDSL : _ 16 digits beneficiary ID, b) For NSDL : _8 Character DP ID followed by 8 Digits Client ID,</p> <p>Members holding shares in Physical Form enter Folio Number registered with the Company</p>
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- (5) Next enter the Image Verification as displayed and Click on Login
- (6) 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.
- (7) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	<p>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</p>
BANK DETAILS	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or 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 above

- (8) After entering these details appropriately, click on “**SUBMIT**” tab.
- (9) 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.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant <**R R FINANCIAL CONSULTANTS LIMITED**> on which you choose to vote.
- 12) 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.
- 13) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- 17) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of Shareholders should be mailed to helpdesk.evoting@cdslindia.com and on approval of the list 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 18) 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 email to helpdesk.evoting@cdslindia.com.
- 19) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- 20) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained

➤ **Other Instructions**

- i) The E-voting period commences on **26th September, 2016 at 9.00 a.m.** and ends on **28th September, 2016 at 6.00 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **22nd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by **28th September, 2016 at 6 p.m.** for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently, further the members who have casted their vote electronically shall not be allowed to vote again at the AGM.
- ii) The voting rights of the Members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cutoff date, being 1:1
- iii) **Mr. Sudhir Arya Proprietor of M/S Sudhir Arya & Associates**, Company Secretaries in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- v) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi) The results on resolutions shall be declared at or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the request number of votes in favour of the resolutions.
- vii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (**www.rrfcl.com**) and on the CDSL's website (**<https://evoting.cdslindia.com>**) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd Stock Exchange.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015:

Particulars	Ms. Ritu Prasad	Mr. Aditya Chandra	Mr. Gautam Saha
Date of Birth	21.02.1969	23.04.1981	13-03-1970
Qualification	MBA	MBA	GRADUATE
Date of Joining the Board	07.12.2014	29.09.2016	29.09.2016
Profile of Director	Non Executive Women Director	Independent Director	Independent Director
Directorship held in other Companies (excluding section 8 Companies)	19	2	-
Memberships/Chairmanships of committees of other companies	-	-	-
Number of shares held in the Company	120400	-	-

ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING**Explanatory Statement:**

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice dated 3rd September, 2016.

Item Nos. 4 to 5

With a view to ensuring good corporate governance, the Company has an optimum combination of Executive, Non-Executive and Independent Directors on its Board.

Consequent to the applicability of the Companies Act 2013 and the Rules, it is proposed to appoint Mr. Aditya Chandra and Mr. Gautam Saha as Independent Directors of the Company, for a term of consecutive five years with effect from the date of the Annual General Meeting i.e. 29th September, 2016 until 29th September, 2021. The Company has received consent from these Independent Directors and their individual declaration confirming that they are not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and that they meet the criteria of independence as prescribed by the Act and the Rules.

Notice has been received from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidatures of Mr. Aditya Chandra and Mr. Gautam Saha for appointment to the office of Independent Directors of the Company. The Board is of the opinion that all these Independent Directors are independent of the management and that they fulfill the conditions specified in the Act and the Rules for appointment as Independent Directors of the Company.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office of the Company during normal business hours on any working day (Monday to Saturday) without payment of any fee, by the Members.

No Director, whole-time key managerial personnel or their relatives except Mr. Aditya Chandra and Mr. Gautam Saha and their relatives are concerned with or interested, financially or otherwise, in the proposed Resolutions as set out in item nos. 4 to 5 of this Notice.

Accordingly, the Board commends the Ordinary Resolutions as set out in item nos. 4 to 5 of the Notice for approval by the Members of the Company.

Item No. 6

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents, inter alia, to the members of the Company. The proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay fees as may be determined by the Company in its Annual General Meeting.

Such fee for delivery of any document through a particular mode shall be based upon the mode of service, weight of the document and place of delivery of the document sought by the member, hence it becomes difficult to quantify the amount in such a case. Therefore, it is felt appropriate that the Board of Directors be authorized to determine from time to time, the fee after taking into account the mode of service, weight of the document, place of delivery of the document sought by the member and the prevailing rates. None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution as set out in Item No. 6 for approval of the Members.

For and on behalf of the Board

**Rajat Prasad
Managing Director
DIN: 00062612**

Date : 3rd September, 2016

Place : New Delhi

DIRECTORS' REPORT

**THE MEMBERS,
R R FINANCIAL CONSULTANTS LIMITED**

Your Directors take pleasure in presenting the Twenty Ninth Annual Report and Audited Statement of Accounts of the Company for the period ended on 31st March, 2016 along with the Audited Accounts, Auditor's Report for the year ending 31st March, 2016.

1. FINANCIAL RESULTS

(i) The results of your Company's consolidated financial prudence and business excellence for the period ended on 31st March, 2016 are as follows:

PARTICULARS	(Amount in ₹)	
	Figures For The 9 Month Ended On 31 st March, 2016	Figures For The Year Ended On 30 th June, 2015
Sales for the year	1,76,528,851	42,47,03,484
Other Income	77,87,212	1,54,73,980
Total Income	18,43,16,063	44,01,77,464
Operating Costs	18,68,92,662	45,13,53,066
Profit before other items & Taxation	(34,75,970)	(7,72,10,651)
Less :Provision for Taxation		
Current Tax	19,00,000	2,00,000
Earlier year Tax	43,04,231	35,33,827
Deferred Tax	(2,40,913)	(5,83,939)
Profit after Taxation	(94,39,288)	(8,03,60,539)
Add: Charge pursuant to the adoption of revised Schedule II	-	-
Add: Charge on account of transitional provisions under AS 15	-	-
Less: Minority Interest	(37,62,602)	(59,63,061)
Add: Balance brought forward	23,25,37,614	30,65,79,245
Profit available for appropriation	22,68,60,933	23,06,00,091

(ii) The Standalone financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary

PARTICULARS	(Amount in ₹)	
	Figures For The 9 Month Ended On 31 st March, 2016	Figures For The Year Ended On 30 th June, 2015
Sales for the year	96,59,967	82,88,783
Other Income	7,25,862	16,17,828
Total Income	1,03,85,828	99,06,610
Operating Costs	82,02,648	1,05,93,739
Profit before other items & Taxation	21,83,180	(6,86,828)
Less : Provision for Taxation		
Current Tax	7,00,000	-
Earlier year Tax	80,114	9,96,774
Deferred Tax		
Profit after Taxation	14,03,066	(1,80,80,654)
Add: Charge pursuant to the adoption of revised Schedule II	-	-
Add: Charge on account of transitional provisions under AS 15	-	-
Add: Balance brought forward	21,16,11,188	22,96,91,842
Profit available for appropriation	21,30,14,254	21,16,11,188

2. BUSINESS PERFORMANCE

The Gross Income of the company during the period under review is ₹1,03,85,828.36 as compared to ₹99,06,610.45 in the previous period. The Company registered a Profit after Tax and Depreciation amounting ₹14,03,066.45 as against loss of ₹(1,80,80,654.03) in the previous year. The performance of the Company during the period under review has been satisfactory.

3. DIVIDEND

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No dividend has therefore been recommended for the year ended March 31, 2016

4. CONSOLIDATED FINANCIAL STATEMENTS

The Financial Statement of the Company for the Financial year 2015-16 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Regulation). The Financial Statement has been prepared on the basis of the audited financial statement of the Company as approved by their respective Board of Directors.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, the Consolidated Financial Statements along with all relevant documents and Auditors report thereon form part of this Annual Report. The Financial Statements as stated above are also available on the website of the Company and can be accessed at the web link www.rrfcl.com

5. MATERIAL CHANGES AND COMMITMENT

As per Section 2 (41) of Companies Act, 2013 the financial year must be ended on 31st March every year. In respect of the above, we would like to inform you that Company closes its financial year as on 30th June every year and to align with the provisions of Section 2 (41) of Companies Act, 2013 financial year of the company be changed to the period from April 01, 2016 to March 31, 2017, both days inclusive and that subsequent 'Financial year' of the company be changed to a period of one calendar year beginning subsequent year from April 01, 2017 of one year and concluding on March 31, 2018. Apart from this no material changes affecting the financial position of the Company occurred during the Financial Year ended as on 31st March, 2016 to which this financial statement relates on the date of this report.

6. SHARE CAPITAL

The issued, subscribed and paid up Equity Share Capital as on 31st March, 2016 was ₹110607000. During the year under review the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme. No disclosure is required under Section 67(3) (c) of the Act, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

7. SUBSIDIARY COMPANIES

As on 31st March, 2016, R R Financial Consultants Limited has six subsidiary companies. The names of the subsidiaries along with the Percentage of Holding company in these Subsidiary Companies is given as below:-

Name of the Companies	% of Holding
RR Equity Brokers Private Limited	100%
RR Insurance Brokers Private Limited	100%
RR Investor Capital Services Private Limited	75%
Arix Consultants Private Limited	100%
RR Infra Estates Private Limited	100%
RR Fincap Private Limited	100%

RR Equity Brokers Private Limited has 5 subsidiaries i.e. RR Commodity Brokers Private Limited, R.R. Information and Investment Research Private Limited, RR Investor Retail services Private Limited, RR IT Solutions Private Limited and RR Investor Distribution Company Private Limited.

RR Investor capital services Private Limited has 1 subsidiary i.e. RR Investor securities Trading Private Limited.

RR Infra Estates Private Limited has 3 subsidiaries i.e. RR Land Estates Private Limited, Lakshminarayan Infra Estates Private Limited & Priya Darshan Real Estates Private Limited.

As per sec 2 (87) of The Companies act, 2013 the subsidiaries of subsidiaries of RRFC are deemed to be subsidiaries of RRFC.

As required under the new Clause 49 of the Listing Agreement, the Company has adopted a practice of placing the minutes and statements of all the significant transactions of all the un-listed subsidiary companies in the meeting of Board of Directors of R R Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies. AOC-1 pursuant to section 129(3) of the act; statement containing the salient features of the financial statement of subsidiary/associate/joint venture is annexed herewith as **(Annexure 1)**.

8. PUBLIC DEPOSIT

Your company has never invited/accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under during the period under review.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Appointment & Resignation of Director

Pursuant to the request received from Mr. Manish Agrawal, to consider the appointment of their representatives on the Board of Directors and in accordance with Section 161 of the Act, the aforesaid director hold office upto the date of the forthcoming Annual General Meeting of the Company but consequently he stepped down from the Board of Directors of the Company with effect from August 10, 2016. The Board of Directors has placed on record its warm appreciation of the rich contribution made by Mr. Manish Agrawal during their respective tenures as Directors of the Company.

b) Director coming up for retire by rotation

In accordance with the provisions of the Act, and the Articles of Association of the Company, Ms. Ritu Prasad retires by rotation and being eligible offers his candidature for re-appointment as a Director.

c) Independent Directors

The Independent Director holds office for a fixed term of five years and is not liable to retire by rotation. In accordance with Section 149(7) of the Act, each Independent Director has given a written declaration to the company that he/she meets the criteria of independence as mentioned under Section 149(6) of the Act and SEBI Regulations.

d) Board Effectiveness

Familiarization Programme for the Independent Director In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in Corporate Governance Report. The same is also available on the website of the Company.

e) Board Evaluation

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of it Audit, Nomination & Remuneration and Compliance Committees.

f) Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

1.	Mr. Rajat Prasad	Chairman & Managing Director
2.	Mr. Vijay Malik	Chief Financial Officer
3.	Ms. Farha Naaz	Company Secretary & Compliance Officer

None of the Key Managerial Personnel have resigned during the year under review

10. BOARD MEETINGS

During the year Seventeen (17) Board meeting were held, the details of which are given in Corporate Governance Report and maximum gap between the meetings is well within the limits prescribed under Companies act, 2013.

11. COMMITTEE OF BOARD

a) AUDIT COMMITTEE

During the year Four (4) Audit Committee meeting were held, the details of which are given in Corporate Governance Report and maximum gap between the meetings is well within the limits prescribed under Companies act, 2013 and clause 49 of the listing agreement.

b) NOMINATION AND REMUNERATION COMMITTEE

During the year no Nomination and Remuneration Committee meeting were held, the details of which are given in Corporate Governance Report and maximum gap between the meetings is well within the limits prescribed under Companies act, 2013 and clause 49 of the listing agreement.

c) STAKEHOLDER RELATIONSHIP COMMITTEE

During the year no complain was registered by stakeholders so no Committee meeting was held, the detail of committee are given in Corporate Governance Report.

12. RISK MANAGEMENT POLICY

Your Directors have adopted a Risk Management Policy for the Company. The Audit Committee and the Board of Directors of the Company reviewed the risks, if any, involved in the Company from time to time, and took appropriate measures to minimize the same. The Audit Committee ensures that the Policy for Risk Management is adopted across the Company in an inclusive manner.

13. COMMENTS BY THE BOARD ON AUDIT QUALIFICATION

There were no qualifications, reservations or adverse remarks made either by the Statutory Auditors or by the Practicing Company Secretary in their respective reports.

14. PLEDGE OF SHARES

None of the equity shares of the directors of the Company are pledged with any banks or financial institutions.

15. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board regarding the fulfilment of all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

16. VIGIL MECHANISM

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

17. LISTING OF SHARES

Your Company's shares are listed and are being traded on the Bombay Stock Exchange Limited. The Listing Fees for the financial year 2015-16 has been paid.

18. GREEN INITIATIVES IN CORPORATE GOVERNANCE

In line with the 'Green Initiative', the Company has effected electronic delivery of Notice of AGM and Annual Report to those shareholders whose email ids were registered with the respective depository participants and downloaded from the depositories viz. National Securities Depository Limited/Central Depository Services (India) Limited. The Companies Act, 2013 and the underlying rules as well as Clause 32 of the listing agreement permit the dissemination of financial statements in electronic mode to the shareholders. Your directors are thankful to the shareholders for actively participating in the green initiative and seek your continued support for implementation of the green initiative.

19. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act 2013, the Directors hereby confirm that:

- a) that in the preparation of the annual financial statements for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

20. HUMAN RESOURCES

The well disciplined workforce which has served the company for two decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

21. BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with clause 49 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

22. ENHANCING SHAREHOLDER VALUE

Your Company firmly believes that its success in the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organizational vision is founded on the principles of good governance and by the resolve to be a customer-centric organization which motivates the Company's Management to be aligned to deliver leading-edge building products backed with dependable after sales services.

Your Company is committed to creating and maximising long term value for shareholder and essentially follows a four pronged approach to achieve this end.

- a) By increasing all round operational efficiency,
- b) By identifying strategies that enhance its competitive advantage,
- c) By managing risks and pursuing opportunities for profitable growth
- d) By cementing relationships with other important stakeholder groups through meaningful engagement processes and mutually rewarding associations that enable it to create positive impacts on the economic, societal and environmental dimensions of the Triple Bottom Line.

Underlying this is also a dedication to value-friendly financial reporting that assures the shareholder and investor of receiving transparent and unfettered information on the Company's performance.

23. INTERNAL CONTROL SYSTEMS

a. Internal Control System and their adequacy

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year. The Company has an Internal Audit (IA) function. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectives and independence, the IA function reports to the Chairman of the Audit Committee of the Board. The Internal Auditor evaluates the efficiency and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

b. Internal Controls over Financial Reporting

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has adopted accounting policies which are in line with the Accounting Standards and the Act. These are in accordance with generally accepted accounting principles in India. Changes in policies, if required, are made in consultation with the Auditors and are approved by the Audit Committee. The Company has a robust financial closure, certification mechanism for certifying adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, form part of the notes to the financial statements provided in this Annual Report.

25. ORDERS PASSED BY THE REGULATORS OR COURTS, IF ANY

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future.

26. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **(Annexure 2)**.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013.

All related party transactions that were entered during the financial year were in the ordinary course of business and were on arms length basis. There were no material related party transactions entered by the Company with Directors, KMPs or other persons which may have a potential conflict with the interest of the Company.

All related party transactions, wherever applicable, are placed before the Audit Committee. The quarterly disclosures of transactions with related parties are made to the Audit Committee.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company In compliance with Section 134(3) of the Companies Act, 2013, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are enclosed, in the Form AOC-2, as a part of this report **(Annexure-3)**

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particular in respect of Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo under Section 134(3) (m) of the Companies Act, 2013, read with rule 8(3) of the Companies (Accounts) Rules, 2014 is given as per **(Annexure-4)** of this report.

29. DISCLOSURES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the annexure to the Directors Report and forms part of this report. The ratio of the remuneration of each director to the median employees remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **(Annexure-5)**.

30. FIXED DEPOSITS

The Company has not accepted any public deposits during FY 2015-16 within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

31. AUDITORS

a) STATUTORY AUDITORS

M/s Sandeep Ramesh Gupta & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and shall be eligible for reappointed as the auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. As required under the provisions of section 139(1) of the Companies Act, 2013, the Company has received a written consent from Sandeep Ramesh Gupta & Co., Chartered Accountants to their appointment and a Certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to ratify the appointment of the Statutory Auditors as aforesaid and fix their remuneration. The Auditors' Report does not contain any qualification, reservation or adverse remark.

b) SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act, 2013, the Company had appointed **Mr. Sudhir Arya**, Practicing Company Secretaries, New Delhi as its Secretarial Auditor to conduct the Secretarial Audit of the Company for FY 2015-2016. The Report of Secretarial Auditor (Form MR-3) for the FY 2015-2016 is annexed to the report as **(Annexure-6)**.

32. MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on Management Discussion and Analysis relating to business and economic environment surrounding your company is enclosed as a part of the Annual Report.

33. CORPORATE GOVERNANCE

Your Company is committed to achieve the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set by the Regulators/ applicable laws. Our focus on corporate governance, where investor and public confidence in companies is no longer based strictly on financial performance or products and services but on a company's structure, its Board of Directors, its policies and guidelines, its culture and the behaviour of not only its officers and directors, but also all of its employees.

Our approach is proactive, starting with our Leadership Team. It is also deeply ingrained in our corporate culture, guiding how we work and how we do business. We apply and adhere to the rules-not just those required by government, but also those we impose on ourselves to meet the highest possible standards.

We continually discuss bylaws and governance practices, changing our policies when necessary and pointing out areas where we need to improve our performance. We also compare our practices to the criteria used by outside organizations to evaluate corporate performance.

A separate section on Corporate Governance standards followed by the Company, as stipulated under regulation 34(3) and 53(f) read with schedule V of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 is enclosed as an Annexure to this report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

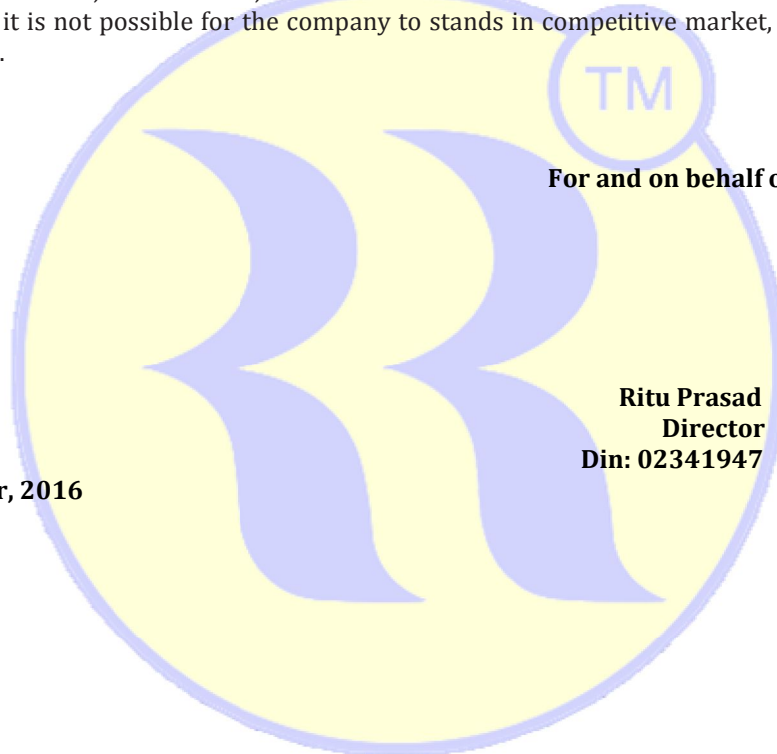
A certificate from **SANDEEP RAMESH GUPTA & Co.**, Chartered Accountants regarding compliance with the conditions of Corporate Governance as stipulated under schedule V of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 is attached to the Corporate Governance Report.

CAUTIONARY NOTE

Certain statements in the Management Discussion and Analysis section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook. Investors are cautioned that this discussion contains forward looking statement that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors discussed. The discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

APPRECIATION

Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the bankers, financial institutions, shareholders, dealers and customers for their continued support, assistance, without this appreciable support it is not possible for the company to stand in competitive market, therefore company seeks this support in future too.



For and on behalf of the Board of Directors

**Ritu Prasad
Director
Din: 02341947**

**Rajat Prasad
Managing Director
Din: 00062612**

**Date : 3rd September, 2016
Place : New Delhi**



Annexure 1 to Directors' Report													
AOC-1 pursuant to section 129(3) of the act; statement containing the salient features of the financial statement of subsidiary/associate/joint venture													
Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of share holding
RR Equity Brokers Pvt. Ltd.	12 month	INR	100000000	12026376	253214449	141188073	13378000	55094492	(6806226)	893888	(7700114)	-	100
RR Investors Retail Services Pvt. Ltd.	-	INR	5100000	17020476	134623981	112503506	-	3014896	474664	98740	375924	-	100
RR Investors Capital Services Pvt. Ltd.	-	INR	15002000	84749984	140978360	41226376	20100000	98934406	2911445	3553249	(641804)	-	75
RR Infra Estates Pvt. Ltd.	-	INR	777700	36916401	231899786	194205685	16192879	0	(3173390)	-	(3173390)	-	100
Arix Consultant Pvt. Ltd.	-	INR	500000	290070	1548076	758006	-	0	(2000)	-	(2000)	-	100
Priyadarshan Real estate Pvt. Ltd.	12 month	INR	100000	(7926567)	795842	8622409	-	7334686	(7337713)	-	(7337713)	-	51
RR Land Estates Pvt. Ltd.	-	INR	100000	(11846)	94759	6606	-	-	(1100)	-	(1100)	-	100
Lakshmi Narayan Infra Estates Pvt. Ltd.	-	INR	100000	(216288)	7545267	7661555	-	0	(1100)	-	(1100)	-	100
RR Fincap Pvt. Ltd.	-	INR	20000000	4033094	24482097	449004	-	1096832	328993	70805	258189	-	100
RR Investor Securities Trading Pvt. Ltd.	12 month	INR	500000	19462062	19992431	30369	-	413370	21112	287	20825	-	75
RR Investors Distribution Company Pvt. Ltd.	-	INR	100000	(1150)	115000	16150	-	0	(1150)	-	(1150)	-	100
RR IT Solutions Pvt. Ltd.	-	INR	100000	94541	784462	589921	-	31560	(47186)	-	(47186)	-	100
RR Information & Investment Research Pvt. Ltd.	12 month	INR	325000	(166079)	1174525	1015605	-	-	(1854)	-	(1854)	-	100
RR Commodity Brokers Pvt. Ltd.	12 month	INR	981000	10998562	33240794	21261233	-	1791651	(907957)	119812	(1027769)	-	100
RR Insurance Brokers Pvt. Ltd.	12 month	INR	25000000	2984880	44743301	16758421	-	22020614	1620609	419606	1201003	-	100

Annexure-2 to Directors' Report

Form No. MGT-9

Extract of Annual return as on the financial year ended on 31st March, 2016[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

• CIN	L74899DL1986PLC023530
• Registration Date	04.03.1986
• Name of the Company	R R Financial Consultants Ltd
• Category / Sub-Category of the Company	Public Limited Company Limited by shares Indian Non Government Company
• Address of the Registered office and contact details	412-422, 4 th Floor, Indraprakash Building, 21 Barakhamba Road, New Delhi-110001
• Whether listed company	Yes
• Name, Address and Contact details of Registrar and Transfer Agent, if any:	M/s Link Intime India Pvt. Limited 44, Community Center, IInd Floor, Naraina Industrial Area,Phase-I, Near PVR Naraina, New Delhi - 110028 Ph : 011-41410592-3-4 Fax : 011-41410591 Email : delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Activities of Financial Advisors	67190	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1.*	RR Equity Brokers Private Limited	U67120HR2004PTC042634	Subsidiary	100	2(87)(i)
2.**	RR Commodity Brokers Pvt. Ltd.	U74140DL2000PTC105442	Subsidiary	100	2(87)(ii)
3.**	R. R. Information & Investment Research Pvt. Ltd.	U74899DL1995PTC068119	Subsidiary	100	2(87)(ii)
4.**	RR Investors Retail Services Pvt. Ltd.	U65190DL2010PTC199753	Subsidiary	100	2(87)(ii)
5.**	RR IT Solutions Pvt. Ltd.	U72900DL2008PTC182080	Subsidiary	100	2(87)(ii)
6.**	RR Investors Distribution Company Pvt. Ltd.	U67100DL2010PTC200473	Subsidiary	100	2(87)(ii)
7.*	RR Insurance Brokers Pvt. Ltd.	U67200DL2000PTC108480	Subsidiary	100	2(87)(i)
8.*	RR Investors Capital Services Pvt. Ltd.	U67120DL2000PTC107923	Subsidiary	74	2(87)(i)
9.**	RR Investor Securities Trading Pvt. Ltd.	U64050DL2003PTC120852	Subsidiary	100	2(87)(ii)
10.*	Arix Consultants Pvt. Ltd.	U74140DL1999PTC101336	Subsidiary	100	2(87)(i)
11.*	RR Infra Estates Pvt. Ltd.	U74899DL1994PTC062574	Subsidiary	100	2(87)(i)
12.**	RR Land Estates Pvt. Ltd.	U70102DL2008PTC183085	Subsidiary	100	2(87)(ii)
13.**	Lakshminarayan Infra Estates Pvt. Ltd.	U45200DL2008PTC184518	Subsidiary	100	2(87)(ii)
14.**	Priya Darshan Real Estates Pvt. Ltd.	U70200DL2007PTC165042	Subsidiary	100	2(87)(ii)
15.*	RR Fincap Pvt. Ltd.	U67120DL2009PTC186671	Subsidiary	100	2(87)(i)

* Subsidiary

** Subsidiary of subsidiary

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During The Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/ HUF	6685500	-	6685500	60.44	6658000	-	6658000	60.19	-0.25
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1012200	-	1012200	9.16	1012200	-	1012200	9.15	-0.01
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	7697700	-	7697700	69.6	7670200	-	7670200	69.34	-0.26
2. Foreign									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2) :-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	7697700	-	7697700	69.6	7670200	-	7670200	69.34	-0.26
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
i) Indian	1667681	545700	1121981	15.08	1637010	545700	1091310	14.8	-0.28
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	1286177	713700	572477	11.63	1421553	710700	710853	12.85	1.22
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	337632	120400	217232	3.05	261700	120400	141300	2.32	-0.73
c) Others:									
1 Non Resident Indian	841	-	841	0.01	791	-	791	0.07	-0.06
2 Clearing Members	225	-	225	0	2729	-	2729	0.02	-0.02
3 HUF	70444	-	70444	0.64	66667	-	66667	0.6	-0.04
Sub-total (B)(2):-	3363000	1379800	1983200	30.4	3390500	1376800	2013700	30.66	-0.26
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3363000	1379800	1983200	30.4	1983200	1376800	2013700	30.66	-0.26
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	11060700	1379800	9680900	100	11060700	1376800	9683900	100	

(ii) SHAREHOLDING OF PROMOTERS

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Rajat Prasad	6236700	56.39	0	6301400	56.97	0	0.58
2.	Raghunandan Prasad	264200	2.39	0	199500	1.80	0	(0.59)
3.	Sarla Prasad	184600	1.67	0	157100	1.42	0	(0.25)
4.	Priyadarshini Holdings Private Limited	388050	3.50	0	388050	3.50	0	0
5.	Sabre Trading And Finance (P) Ltd	388050	3.50	0	388050	3.50	0	0
6.	Prasad Holdings Pvt. Ltd	118050	1.06	0	118050	1.06	0	0
7.	R. P. Credits (P) Ltd.	118050	1.06	0	118050	1.06	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajat Prasad	6236700	56.39	6236700	56.39
	At the end of the year			6301400	56.97
2.	Raghunandan Prasad	264200	2.39	264200	2.39
	At the end of the year			199500	1.80
3.	Sarla Prasad	184600	1.67	184600	1.67
	At the end of the year			157100	1.42
4.	Priyadarshini Holdings Private Limited	388050	3.50	388050	3.50
	At the end of the year			388050	3.50
5.	Sabre Trading And Finance (P) Ltd	388050	3.50	388050	3.50
	At the end of the year			388050	3.50
6.	Prasad Holdings Pvt. Ltd	118050	1.06	118050	1.06
	At the end of the year			118050	1.06
7.	R. P. Credits (P) Ltd.	118050	1.06	118050	1.06
	At the end of the year			118050	1.06

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shiva Insurance Agency Private Limited	547140	4.94	547140	4.94
2.	Narayan Travels & Tours Limited	427200	3.86	427200	3.86
3.	Azure Commotrade Private Limited	286880	2.59	286880	2.59
4.	Inndu Wadhwa	82000	0.74	82000	0.74
5.	Sarla Services & Agencies Pvt. Ltd	72602	0.65	72602	0.65
6.	Twenty Four Carat Investment Pvt. Ltd.	53200	0.48	53200	0.48
7.	Transglobal Securities Limited	45000	0.40	45000	0.40
8.	Twenty Four Carat Investments P. Ltd.	41,400	0.37	41,400	0.37
9.	Sun Shine Holdings Pvt Ltd	33,600	0.30	33,600	0.30
10.	N Narasimhan	31,800	0.28	31,800	0.28

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajat Prasad	6236700	56.39	6236700	56.39
	At the end of the year			6301400	56.97
2.	Ritu Prasad	120400	1.09	120400	1.09
	At the end of the year			120400	1.09
3.	Mahesh Chandra	31637	0.28	31637	0.28
	At the end of the year			31637	0.28

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	RAJAT PRASAD	7,20,000
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	-	7,20,000
	Ceiling as per the Act	-	42,00,000

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
3.	Independent Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
4.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	COMPANY SECRETARY	CFO	TOTAL
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	2,13,088	2,92,500	5,05,588
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	2,13,088	2,92,500	5,05,588

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**Annexure - 3 to Board Report
FORM NO. AOC-2**

Disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013.

S.NO.	NAME OF THE RELATED PARTY & NATURE OF RELATIONSHIP	NATURE OF CONTRACTS /ARRANGEMENTS /TRANSACTION	DURATION OF THE CONTRACTS/ARRANGEMENT TRANSACTION	AMOUNT
1	RR EQUITY BROKERS PVT. LTD	RENT	RECURRING	525000
2	RR INVESTOR RETAIL SERVICES PVT. LTD.	INTEREST	RECURRING	580000
3	RR INSURANCE BROKERS PVT. LTD.	RENT	RECURRING	450000
4	RR INVESTORS CAPITAL SERVICES PVT. LTD.	RENT	RECURRING	525000

Annexure - 4 to the Director Report

Particulars under Section 134(3) (m) of the Companies Act, 2013, read with rule 8(3) of the Companies (Accounts) Rules, 2014

(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy: NIL
- (ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- (iii) The capital investment on energy conservation equipments: NIL

(B) Technology absorption-

- i) Efforts in brief made towards technology absorption, adaptation and innovation NIL
- ii) Benefits derived as a result of the above efforts: N.A.
- iii) Details of technology imported during last five years
 - (a) Technology Imported: N.A.
 - (b) Year of Import: N.A.
 - (c) Has technology been fully absorbed: N.A.
 - (d) If not fully absorbed, area where this has not taken place: N.A.

(C) Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo in terms of actual outflows, during financial year 2015-16 are as follow:-

Particulars	2015-2016	2014-2015
Total Foreign Exchange Received (F.O.B. Value of Export)		
Total Foreign Exchange used:		
i) Raw Materials	-	-
ii) Consumable Stores	-	-
iii) Capital Goods	-	-
iv) Foreign Travels	-	-
v) Others	-	-

Annexure 5 to Directors' Report

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Requirements	Particulars			
The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	As per Note 1			
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	As per Note 2			
The percentage increase in the median remuneration of employees in the financial year.	Nil			
The number of permanent employees on the rolls of company.	One			
The explanation on the relationship between average increase in remuneration and company performance	The Company follows prudent remuneration practices under the guidance of the Board and the Nomination and Remuneration Committee.			
Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company, is as under:			
	Particulars	% of Net Profit for FY 2015-16		
	Managing Director	24.80		
	CEO	-		
	Chief Financial Officer*	-		
	Company Secretary*	-		
The Details of variation in the market capitalization and price earnings ratio as at the closing date of current and previous financial years are as follows:		As on 31.03.2016	As on 30.06.2015	% Change
	Market Capitalisation (Cr.)	12.17	7.74	57.23
	Price Earnings Ratio	84.61	-	-
Percentage increase or decrease in the market quotation of the share of the company in comparison to the rate at which the company came out with the last public offer in case of listed company.	The last public issue was in 1994 by way of issue of equity shares at ₹ 50/- per equity shares through IPO of the company. The closing market price of the equity shares of the company as on March 31, 2016 on the BSE was ₹ 11.04 representing an decrease of 77.92%.			
The key parameters for any variable component of remuneration availed by the directors.	The key parameters for any variable component of remuneration availed by the Managing Director is determined by the Board of Directors and is within the criteria as laid down in the Nomination and Remuneration Policy of the Company.			
The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Not Applicable.			
Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration is as per the remuneration policy of the Company.			

Notes:

1. The ratio of the remuneration of each director to the median remuneration of the employees for the financial year ending on 31.03.2016 is as follow:

S. No.	Name of the Directors	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year ending 31.03.2016.
1.	Mr. Rajat Prasad	There is no employee for calculation of median remuneration

The Median remuneration of the employees for the financial year ending March 31, 2016 is nil.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year ending on 31.03.2016 is as follow:

S. NO.	Name of the Director/ KMP	Designation	Figures for the 9 Months Ended As on 31.03.2016	Figures for the Year Ended As on 30.06.2015	% increase for year ending on 31.03.2016
1.	Mr. Rajat Prasad	CEO	7,20,000	9,60,000	
2.	Mr. Vijay Malik	CFO	2,92,500	N/A	
3.	Ms. Farha Naaz	CS	1,20,922	N/A	

c) Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (i) During the financial year 2015-16, no employee received the remuneration aggregating to 60 lakhs p.a.
(ii) During the Financial Year 2015-16, no employee employed for part of the year with an average salary above 5 lakhs per month

Notes:

- The above employees are on the rolls of the Company.
- None of the employees mentioned above is related to any director of the Company.
- Information about qualifications and last employment is based on particulars furnished by the concerned employee.
- CEO and Company Secretary of the company are drawing salary from its subsidiary company. Hence comparison of remuneration of their salary against the performance of the Company is not given.

Annexure 6 to Directors' Report

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rules No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
R R FINANCIAL CONSULTANTS LIMITED
412-422, 4TH Floor, Indraprakash Building,
21 Barakhamba Road
New Delhi - 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s R R FINANCIAL CONSULTANTS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by R R FINANCIAL CONSULTANTS LIMITED ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) OTHER APPLICABLE ACTS,

- (a) Maternity Benefits Act, 1961
- (b) Payment of Wages Act, 1936, and rules made thereunder,
- (c) The Minimum Wages Act, 1948, and rules made thereunder,
- (d) Employees state Insurance Act, 1948, and rules made thereunder.
- (e) The Employees Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
- (f) The Payment of Bonus Act, 1965 and rules made thereunder,
- (g) Payment of Gratuity Act, 1972, and rules made thereunder,
- (h) The Contract Labour (Regulation & Abolition) Act, 1970,
- (i) Prevention of Money Laundering Act, 2002,

We have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay stock exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Sudhir Arya & Associates

CS Sudhir Arya
C.P.No:8391

Place : Delhi

Date : 24th August, 2016

Note : This report is to be read with our letter of even date which is attached below and forms an integral part of this report.

To,
The Members,
R R FINANCIAL CONSULTANTS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



For Sudhir Arya & Associates

CS Sudhir Arya
C.P.No:8391

Place : Delhi
Date : 24th August, 2016

CORPORATE GOVERNANCE

This Corporate Governance relating to Financial Year 2015-16 has been issued in compliance with the requirement of Regulation 34(3) read with Clause C of Schedule V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and form part of the Report of Director to the member of the Company

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

A good corporate governance process aims to achieve balance between shareholders interest and corporate goals by providing long term vision of its business and establishing systems that help the board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholders without compromising with laws and regulations.

The Company's philosophy on corporate governance encompasses achieving balance between individual interests and corporate goals through the efficient conduct of its business and meeting its obligations in a manner that is guided by transparency, accountability and integrity. Accountability improves decision-making and transparency helps to explain the rationale behind decisions and to build stakeholders confidence.

At R R Financial Consultants Limited, we strive towards excellence through adoption of best governance and disclosure practices.

GOVERNANCE STRUCTURE

1. BOARD OF DIRECTORS

A. Composition of Board

The Board of Directors of the Company as on 31st March, 2016 comprises of Four Directors, which includes one Promoter Director as Chairman & Managing Director and Executive Director, Two Non Executive Director and One Independent Directors. The Company meets the requirements, as stipulated under Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, relating to the composition of Independent and non-independent Directors including the Woman Director on the Board of the Company. The Non-Executive Directors, with their diverse knowledge, experience and expertise, bring in their valuable independent judgment to the deliberations and decisions of the Board.

B. Independent Directors

The Board of the Company has an optimum number of Independent Directors, as required under Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015. All the independent directors are persons of integrity and possess relevant expertise and experience in the Industry and are not related to promoters, or directors in the Company, its holding, subsidiary or associate Company. Independent Directors fulfil all the conditions for being Independent to the Company, as stipulated under Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, from time to time.

The Company has issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The evaluation criteria for the performance of Independent Directors have been laid down by the Nomination and Remuneration Committee and the performance evaluation shall be done by the entire Board at the time of re-appointment. As required under Regulation 25(3) of the Securities and

Further, in compliance with under Regulation 25(7) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarization programmes to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The detail of such familiarization programme is disclosed on the website of the Company i.e. www.rrfcl.com

C. Non-executive Directors compensation and disclosures

The Non-Executive Directors of the Company are not paid any sitting fees as fixed by the Board of Directors There is no stock option scheme provided by the Company.

D. Directors Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/ chairmanships of board Committees are provided below:

- Mr. Rajat Prasad-** He is B.Com (H), ACA and has varied experience in areas of Management, Marketing, Corporate Finance and Investment Banking. He is the main architect of growth of RR. He has reengineered the company to become a leader in financial & insurance services in India. He is constantly involved in Organizational Building and Development, motivating people, managing / supporting teams to achieve results, Building and Maintaining Relationships and spotting opportunities. He co-founded RR Financial Consultants Limited in 1986 and presently is the Managing Director.
- Ms. Ritu Prasad -** She is MBA and having 20 years varied experience in areas of management, marketing etc.
- Mr. Mahesh Chandra-** He is B. Tech MS (USA) and has 28 years of Rich Experience in Investment Banking & Corporate Advisory. He has directorship in CMR Design Automation Pvt. Ltd. besides RRFC in order to provide his guidance and important suggestion for betterment of the companies.
- Mr. Manish Agrawal-** He is Graduate and has varied experience in areas of financial services.

E. Board meetings held and Directors attendance record, Directorship in other companies etc.

During the period under review, the date on which Board meetings held were as follows:

S. No.	Date of Board meeting	Total strength of the Board	No. of Directors attended meeting
1.	04 th August, 2015	3	3
2.	28 th August, 2015	3	3
3.	30 th September, 2015	3	3
4.	19 th October, 2015	3	3
5.	22 nd , October, 2015	3	3
6.	17 th , November, 2015	3	3
7.	05 th December, 2015	3	3
8.	09 th December, 2015	3	3
9.	11 th December, 2015	4	4
10.	19 th December, 2015	4	3
11.	29 th December, 2015	4	3
12.	31 st December, 2015	3	3
13.	04 TH January, 2016	3	3
14.	22 nd January, 2016	4	3
15.	05 th February, 2016	4	3
16.	01 st March, 2016	4	3
17.	10 th March, 2016	4	3

Attendance of Directors at the Board Meetings and the Last (28th) Annual General Meeting

Name of the Director	No. of Board Meeting held during the tenure of the director	No. of Board Meeting attended	Attendance at the Last AGM
Mr. Rajat Prasad	17	17	YES
Ms. Ritu Prasad	17	15	YES
Mr. Manish Agrawal	7	7	NO
Mr. Mahesh Chandra	17	14	YES

Shares held by Directors as on 31 March 2016

S. No.	Name of the Director	No. of Shares held in RRFC	% of shareholding
1	Mr. Rajat Prasad	6301400	56.97%
2.	Ms. Ritu Prasad	120400	1.09%
3.	Mr. Mahesh Chandra	31637	0.28%

Availability of information to the Board

The board has unfettered and complete access to any information within the Company. The information regularly supplied to the Board included the following:

- Minutes of the Board meeting, minutes of the Audit Committee meeting and abstract of the circular resolution passed.
- Quarterly, Half-yearly and annual results of the Company
- Annual operating plans and budgets, capital budgets and updates.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Any issues that involve possible public or product liability claims of a substantial nature.
- Sale of material nature, of investments, assets, etc. which are not in the normal course of business.
- General notices of interest.
- Dividend data.
- Significant development on the human resources front.

2. Committees of the Board

Currently, the Board has three committees, the Audit Committee, the Remuneration Committee and the Shareholders' Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Committees appointed by the Board focus on specific areas and make informed decisions within the authority delegated.

The chairman of the Board, in consultation with the Compliance Officer and the committee chairman, determines the frequency and duration of the committee meetings. Normally, Audit Committee meets four times a year, whereas the Shareholders' Committee and Remuneration Committee meet as and when the need arises. Recommendations of the committees are submitted for the Board's approval. The quorum for meetings is either two members or one-third of the members of the committee, whichever is higher.

AUDIT COMMITTEE

(a) Terms of Reference

The terms of reference of the Audit Committee cover all the areas mentioned under section 177 of the Companies Act, 2013, the earlier Clause 49(III) of the Listing Agreement with the Stock Exchanges and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has also included in the terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (previously under Clause 49(VI) of the revised Listing Agreement with Stock Exchanges) and therefore a separate Risk Management Committee has not been constituted.

(b) Composition, Name of the Members and Chairman of the Audit Committee

During the year 2015-2016, Audit Committee of the Company comprised of three Directors out of which one is Non- executive (Independent Director).

S. No	Name of Director	Position	Category
1.	Ms. Ritu Prasad	Chairman	Non-Executive Director
2.	Mr. Mahesh Chandra	Member	Non- Executive & Independent Director
3.	Mr. Rajat Prasad.	Member	Executive Director

(c) Meeting and Attendance

The Audit committee met Three times during the period viz 28.08.2015, 14.11.2015, 13.02.2016. The representative of the Statutory Auditor is invitee to audit committee meetings. The details of attendance of the members at the meetings are as under:-

Sr. No.	Name of Director	Position	Category	Attendance at Audit Committee Meeting	Whether Attended the Last (28 TH AGM)
1.	Ms. Ritu Prasad	Chairman	Non-Executive-Director	4	NO
2.	Mr. Mahesh Chandra	Member	Non-Executive & Independent	4	YES
3.	Mr. Rajat Prasad	Member	Executive-Director	4	YES

Company Secretary had attended all these meetings.

Out of the three members of the Audit Committee, One of Director is independent. Ms. Ritu Pasad is the Present Chairman of the Committee. All members of the Audit Committee have adequate financial and accounting knowledge.

In addition, the statutory Auditors and the Internal Auditors are invited to attend the meeting of the Audit Committee.

(d) Scope of Audit Committee:

- Reviewing the adequacy of the Internal Control System of the Company.
- Reviewing the Quarterly and half-yearly financial statements before submission to the board for approval.
- Reviewing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing the annual financial statements before submission to the board for approval, in regard with:
 - (1) Matters to be included in the Director's responsibility statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
 - (2) Changes in Accounting policies
 - (3) Compliance with the Listing and other legal requirements relating to financial statements
 - (4) Disclosure of any related party transactions
 - (5) Qualifications in the draft Audit report.
- Reviewing, with the management, performance of statutory and internal auditors, the adequacy of internal control systems and suggesting for improvement of the same.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is any suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
- Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board, or as may be required by law or regulation.

NOMINATION AND REMUNERATION COMMITTEE

a) Terms of Reference

The Company complies with the provisions relating to the Nomination and Remuneration Committee in terms of earlier Clause 49(IV) of the revised Listing Agreement with Stock Exchanges now Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. The Company Secretary of the Company acts as the Secretary to the Committee.

The terms of reference of Nomination and Remuneration Committee are briefly described below:

- a. It shall identify persons who are qualified to become directors and persons, who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every directors performance.
- b. It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- c. It shall, while formulating the remuneration policy ensure that-
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

- b) Composition, Name of the Members and Chairman of the Nomination and Remuneration Committee**
During the year 2015-2016, Nomination and Remuneration Committee of the Company comprised of three Directors out of which one is Non- executive (Independent Director).

Sr. No	Name of Director	Position	Category
1.	Ms. Ritu Prasad	Chairman	Non-Executive Director
2.	Mr. Mahesh Chandra	Member	Non- Executive & Independent Director
3.	Mr. Rajat Prasad.	Member	Executive Director

(c) Meeting and Attendance

There was no Remuneration and nomination committee held during the year.

(d) Scope of Audit Committee:

- The scope of the Committee includes review of market practices and decides on remuneration packages applicable to the Chairman & Managing Director, the Executive Director(s) etc., lay down performance parameters for the Chairman & Managing Director, the Executive Director(s) etc. and review the same.
- In addition to the above, the Committee would identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- The Committee also formulates the criteria for determining qualifications, positive attributes and independence of a Director and recommends to the Board formulation of a policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

STAKEHOLDER RELATIONSHIP COMMITTEE

(a) Terms of Reference

The Board has reconstituted the Shareholders / Investors Grievance Committee as Stakeholders Relationship Committee as per the provision of section 178 of chapter XII of New Companies Act-2013 and as per earlier Clause 49 of the listing Agreement with Stock Exchanges, now as per Regulation 20 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to specifically look into the redressal of Shareholders complaints. The terms of reference of the committee include the following:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the company.
- To recommend measures for overall improvement in the quality of services to the investors.

(b) Scope of this Committee

The Shareholders' committee is empowered to perform all the functions of the Board in relation to share transfers/transmissions and handling of Shareholders' grievances. The Committee meets, as and when required, to inter alia, deal with matters relating to transfer/transmission of shares, request for issue of duplicate share certificates and monitor redressal of the grievances of the security holders of the Company relating to transfers, non-receipt of Balance Sheet, non-receipt of dividends declared, etc.

(c) Composition, Name of the Members and Chairman of the Stakeholder Relationship Committee

Following are the members of the Stakeholder Relationship Committee:

Sr. No	Name of Director	Position	Category
1.	Ms. Ritu Prasad	Chairman	Non-Executive Director
2.	Mr. Mahesh Chandra	Member	Non- Executive & Independent Director
3.	Mr. Rajat Prasad.	Member	Executive Director

During the year company received no complaint. The compliance officer of the company properly and adequately replied to all the complaints. Our Share Transfer Agents within the statutory period, except in some cases in which there was delay, completed all share transfer work. On the date of this report no investors' complaints are pending.

Compliance Officer

Ms. Farha Naaz, Company Secretary, is the Secretary of this Committee and her contact details are given below:

Farha Naaz
 Head- Secretarial Department
 412-422, 4th Floor, Indraprakash Building
 21 Barakhamba Road
 New Delhi-110001
 Ph. No.- 011-23354802
 Email Id- cs@rrfcl.com

Details of Complaints from Shareholders:

No. of complaints remaining unresolved as on 01.07.2015: Nil

No. of complaints received during the year: Nil

No. of complaints resolved during the year: Nil

No. of complaints Unresolved as on 31.03.2016: Nil

RISK MANAGEMENT

The Company is not mandatorily required to constitute Risk Management Committee. Further, the Audit Committee and the Board of Directors review the risks involved in the Company and appropriate measures to minimize the same from time to time. The Board of the Company has also adopted a Risk management policy for the Company.

3. GENERAL BODY MEETING
(a) Details of Annual General Meeting (AGM) for the last Three Years:

Description of Meeting	Date	Venue	Time	No. of Special resolution passed
28 th AGM	31 st December, 2015	13/24, Village Daulatpur, New Delhi-110 043	9.30AM	1
27 th AGM	31 st December, 2014	13/24, Village Daulatpur, New Delhi-110 043	9.30AM	2
26 th AGM	31 st December, 2013	13/24, Village Daulatpur, New Delhi-110 043	9.30AM	0

No Extra Ordinary General Meeting was held during the period under review.

(b) Postal Ballot

No resolution was passed in the last (28th) AGM through Postal Ballot. In the ensuing 29th AGM also the company has not proposed any resolution for approval of the shareholders through postal ballot since none of the business items proposed requires approval through postal ballot as per provisions of the Companies Act, 2013 and rules framed there under.

4. RELATED PARTY TRANSACTIONS

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with such Related Party Transactions. The transactions during the Financial Year 2015-16, with the related parties has been done in accordance with the provisions as laid down under the Companies Act, 2013 and earlier Clause 49 of the Listing Agreement, now as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary approvals from the Audit Committee were obtained, wherever required.

5. SUBSIDIARY COMPANIES

RR R Financial Consultants Limited has six subsidiary companies, which are RR Equity Brokers Private Limited, RR Insurance Brokers Private Limited, RR Investor Capital Services Private Limited, Arix Consultants Private Limited, RR Infra Estates Private Limited and RR Fincap Private Limited.

RR Equity Brokers Private Limited has 5 subsidiaries i.e. RR Commodity Brokers Private Limited, RR Information and Investment Research Private Limited, RR Investor Retail services Private Limited, RR IT Solutions Private Limited and RR Investor Distribution Company Private Limited.

RR Investor capital services Private Limited has 1 subsidiary i.e. RR Investor securities Trading Private Limited.

RR Infra Estates Private Limited has 3 subsidiaries i.e. RR Land Estates Private Limited, Lakshminarayan Infraestates Private Limited and Priya Darshan Real Estates Private Limited



As per sec 2 (87) of The Companies act, 2013 the subsidiaries of subsidiaries of RRFC are deemed to be subsidiaries of RRFC. All the subsidiaries of R R Financial Consultants Limited are unlisted.

As per Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015., the Company has adopted a practice of placing the minutes and statements of all the significant transactions of all the un-listed subsidiary companies in the meeting of Board of Directors of R R Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies.

6. DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

There has been no incidence of non-compliance by the Company during the year and there have been no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

7. MEANS OF COMMUNICATION

Quarterly Results:

Quarterly Results are published in two newspapers, one in the English language and the other in the vernacular language, **Financial Express (English) & Hari Bhumi (Hindi)** circulating in the place where the registered office of the Company is situated. These financial results and quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also uploaded on the Company's website **www.rrfcl.com**

Website:

The Company's website **www.rrfcl.com** makes online announcements of Board Meeting dates, results of the meetings, quarterly financial results, announcement of the date of Annual General Meeting changes in Directors and other announcements. The website also provides quarterly shareholding pattern, Corporate Governance report, Copies of Notices and Annual Reports sent to Shareholders are also available on the website. The website **www.rrfcl.com** gives information about the company and the products offered by it.

Annual Report:

Annual Report containing inter alia Audited Annual Accounts, Directors report, Auditors Report, Corporate Governance Report along with management discussion & Analysis are circulated to members and others entitled thereto.

E-mail: cs@rrfcl.com mail id has been formed exclusively for investor servicing.

8. CEO/CFO CERTIFICATION

The CEO has signed a certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control systems, As required by Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

9. SHAREHOLDERS' GENERAL INFORMATION

Annual General Meeting : 29th Annual General Meeting
Date : 29TH September, 2016
Location : 13/24, Village Daulatpur, New Delhi-110 043
Time : 9:30 A.M.

Tentative Financial Calendar for the year 2015-16

Financial year	1 st July 2015 to 31 st March 2016
First Quarter results	30 th September, 2015
Half Yearly results	31 st December 2015
Year-end Results	31 st March, 2016

DATE OF BOOK CLOSURE

The Transfer Books of the company shall remain closed from **23.09.2016 to 29.09.2016** (both days inclusive) for the purpose of Annual General Meeting.

CUT OFF DATE

Cutoff Date is **22nd September, 2016** for determining those who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the Annual General Meeting by remote e-Voting and also vote at the meeting venue.

ELECTRONIC VOTING

Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 29th Annual General Meeting will be made through electronic voting. The electronic voting period will be **from 9 a.m. on 26th September, 2016 to 6 p.m. on 28th September, 2016** both days inclusive.

LISTING

The Company Shares are listed on the following:

- Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai- 400001

Listing Fees for the year 2015-16 have been paid to the respective Stock Exchange.

STOCK CODE

ISIN No. : INE229D01011
Scrip Code : 511626 at Bombay Stock Exchange

DEPOSITORY

- **National Securities Depository Limited**

Trade world, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013

- **Central Depository Services (India) Limited**

16th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001

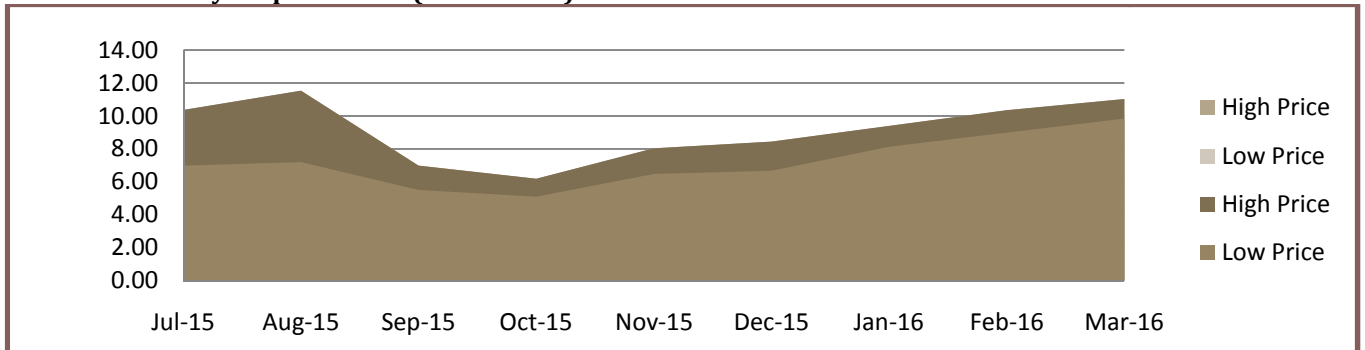
Custodial fees for the year 2013-14 have been paid to the respective depositories.

STOCK PRICE DATA

High - Low (based on the closing prices) and number of share traded during each month in the financial year 2015-2016 on the Bombay Stock Exchange Limited.

Month	Bombay Stock Exchange Limited		
	High (₹)	Low (₹)	Total No. of Share Traded
Jul-15	10.38	7	5669
Aug-15	11.55	7.21	3850
Sep-15	7	5.52	5171
Oct-15	6.19	5.11	687
Nov-15	8.04	6.49	1364
Dec-15	8.45	6.68	1986
Jan-16	9.40	8.15	3957
Feb-16	10.36	9	4235
Mar-16	11.04	9.85	931

One financial year price chart (FY 2015-16)

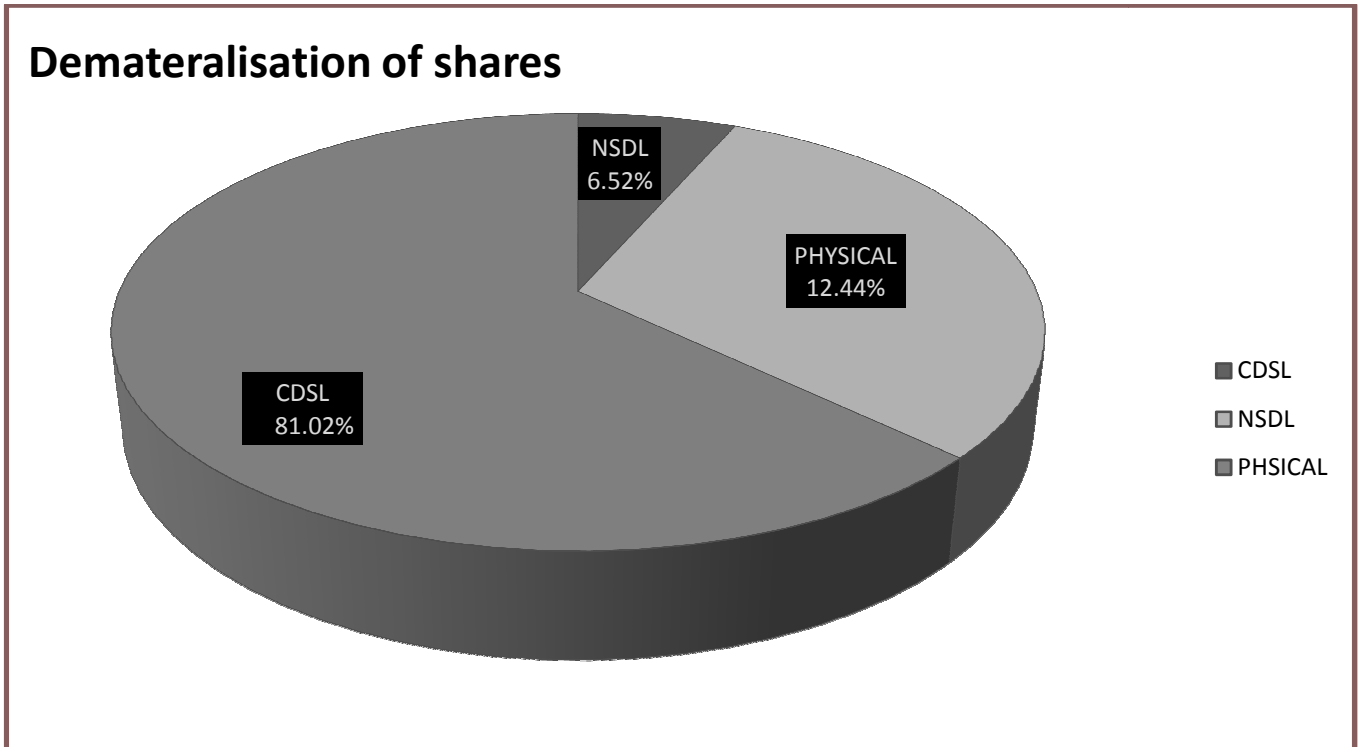


One year price range

Open: ₹ 13.70
High: ₹ 14.65
Low: 6.15
Close: 7

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	9668400	87.41
Physical Form	13,92,300	12.59
Total	110,60,700	100

Shareholders, who still continue to hold shares in physical form, are requested to dematerialise their shares at the earliest and avail of the various benefits of dealing in securities in electronics/dematerialised form. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Securities Limited (CDSL).



REGISTRAR AND SHARE TRANSFER SYSTEM

Link Intime India Pvt. Limited is the Registrar & Transfer Agent of the Company. Shareholders, beneficial owners and depository participants are requested to send the correspondence relating to the Company's share transfer etc. at the following address:

LINK INTIME INDIA PRIVATE LIMITED
(Formerly: IN-TIME SPECTRUM REGISTRY LIMITED)
 44, Community Center, IInd Floor
 Naraina Industrial Area Phase-I,
 Near PVR Cinema New Delhi-110028
 Ph: 011-41410592-3-4
 Fax: 41410591
 Email: delhi@linkintime.co.in

ADDRESS FOR CORRESPONDENCE

Contact Person:	Company Secretary
Company	R R Financial Consultants Limited
Registered Office: Address:	412-422, 4 th Floor, Indraprakash Building, Barakhamba Road, New Delhi-110001.
Phone:	011-23354802

SHARE TRANSFER SYSTEM

The company's shares are traded in the Stock Exchanges compulsorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company shares can now be traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the demat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

DISCLOSURES**a) Disclosure on materially significant related party transactions:**

The Company has not entered into any other transaction of the material nature with the promoters, directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. Attention of the members is drawn to the disclosures of transactions with related parties as set out in Note on Financial Statements for the Year ended 31st March, 2016. The copy of Related Party Policy has been uploaded on the website of the company i.e. www.rrfcl.com

b) Disclosure of compliance(s) by the company:

The company has complied with all the requirements of the Stock Exchange and Securities and Exchange Board of India on matters related to capital markets as applicable from time to time. There were no penalties imposed or strictures passed against the Company by the statutory Authorities in this regards.

c) Whistle Blower Policy

The Board of Directors has laid down Whistle Blower Policy for Directors and employees of the Company, to report concerns about unethical behavior, actual or suspected fraud or violation of the Company code of conduct or ethics policy. Further, the Company affirms that no personnel have been denied access to Audit Committee on any issue related thereto. The copy of Whistle Blower policy has been uploaded on the website of the Company i.e. www.rrfcl.com

d) Disclosure of compliance(s) by the company:

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no instances of non-compliance by the Company on any matters related to capital market, nor have any penalty/strictures been imposed by the Stock Exchanges or SEBI or any other statutory authority on any matter relating to capital market during the Financial Year ended on March 31, 2016.

e) Code of conduct for the Board of Directors and Senior Management personnel of the Company have been complied with.

f) Code of conduct for prevention of Insider Trading has been put in place and is followed.

OUTSTANDING GDRS/ADRS/WARRANTS/CONVERTIBLE INSTRUMENTS AND THEIR IMPACT ON EQUITY

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments.

PLANT LOCATIONS

Not Applicable

NON- MANDATORY REQUIREMENT

The Company has not adopted any of the non- mandatory requirements specified in Annexure-III of clause 49 of the Listing Agreement.

For and on behalf of Board of Directors

Ritu Prasad
Director
Din: 02341947

Rajat Prasad
Managing Director
Din: 00062612

Date : 3rd September, 2016
Place : New Delhi

CERTIFICATE ON CORPORATE GOVERNANCE

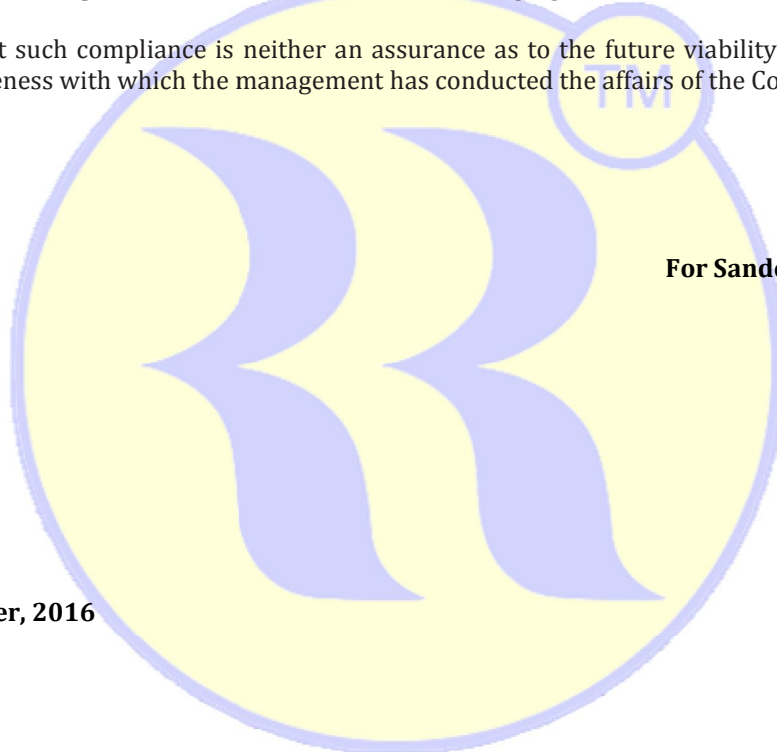
**To,
The Members
R R Financial Consultants Limited,**

We have examined the compliance of conditions of Corporate Governance by **R R Financial Consultants Limited** (hereinafter referred to as “the Company”), for the year ended March 31, 2016 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to the extent applicable.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



**For Sandeep Ramesh Gupta & Co.
Chartered Accountants
Firm Regn No.011984N**

**(Sandeep Gupta)
Partner
Membership No. 90039**

**Dated: 3rd September, 2016
Place: New Delhi**

CEO/CFO CERTIFICATION
(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, CEO and Chief Financial officer of the Company has certified to the Board that:

- A. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Companies affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Companies code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
- (1) There has not been any significant change in internal control over financial reporting during the year;
 - (2) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (3) We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company internal control system over financial reporting.

Rajat Prasad
CEO

Dated: 3rd September, 2016
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The company is leading financial services company and has earned a distinction in the field of Capital raising, Insurance & Broking services and research and advisory services. Exploring opportunities through its network across the country and its ability to organize with professionalism and dedication is the core of RR Business aspirations. The Primary objective of the Company is to maintain a rapid pace of growth through quality services in all aspects of product innovations and investment avenues.

Financial Performance

The financial statements of the Company have been prepared in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The management of the Company accepts the responsibility of the objectivity and integrity of these financial statements as well as, for various estimates and judgments used therein. The statement has been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner, the form and substances of transactions and reasonably present the Company's state of affairs. .

Opportunities

The company has following verticals i.e. Stock & Commodity Broking, Financial Product Distribution, Insurance Broking, Investment Banking and Lending Business. The main source of income being Brokerage, the Company expects to show stable growth in coming years. The company has been granted a NBFC License by RBI to its wholly owned subsidiary RR Fincap Private Limited.

Risks and concerns

The Company's main risk remains costs which are growing at a fast pace. The company has increased the variable salary structures and is consistently making conscious efforts to mitigate this risk.

Outlook

The Company has broad based revenue stream to cover all the major segments of Financial & Insurance business and foresees a stable to good growth in the coming years.

Risk Management Systems

We manage the risks associated with our broking operations through the use of fully automated risk management software's and direct monitoring of certain operating parameters. Our automated risk management procedures rely primarily on internally developed risk management system as well as systems provided by our vendors. We manage our business risk through strict compliance and internal checks. We have a well-managed internal audit and internal control system working along with the external audit performing checks at regular intervals to identify any discrepancies and rectify at the earliest.

Human Resources

The nature of our business requires a skilled and trained human capital, which is one of the key assets of our organization. Our human resource policy is based on the philosophy of 'owner mindset'. We believe that the key to our continued growth lies in unleashing the entrepreneurial energy of our employees. We encourage all employees to behave more as owners of their departments rather than employees. Our people are highly motivated and work towards increasing RR's brand and market share across our various product lines. We have developed some extensive in-house training modules. We lay an emphasis on 'on-the-job training' where an experienced and senior person mentors a junior executive. Further, prospective employees need to undergo pre-joining domain training and tests. This basically tests the understanding and aptitude of the employee for the job and reduces attrition and improves employee satisfaction.

Internal control systems

As remarked by the auditors in their report, the Company has an internal control system commensurate with its requirements and the size of the business. The Company has internal control systems that are adequate and commensurate to the size of the company to ensure that all the transactions are authorized, recorded and reported correctly under the overall supervision of Audit Committee of the Board of Directors. These systems provide efficiency to the operations and safeguard assets of the company as also the compliances of all statutes. There are adequate measures for the security of database.

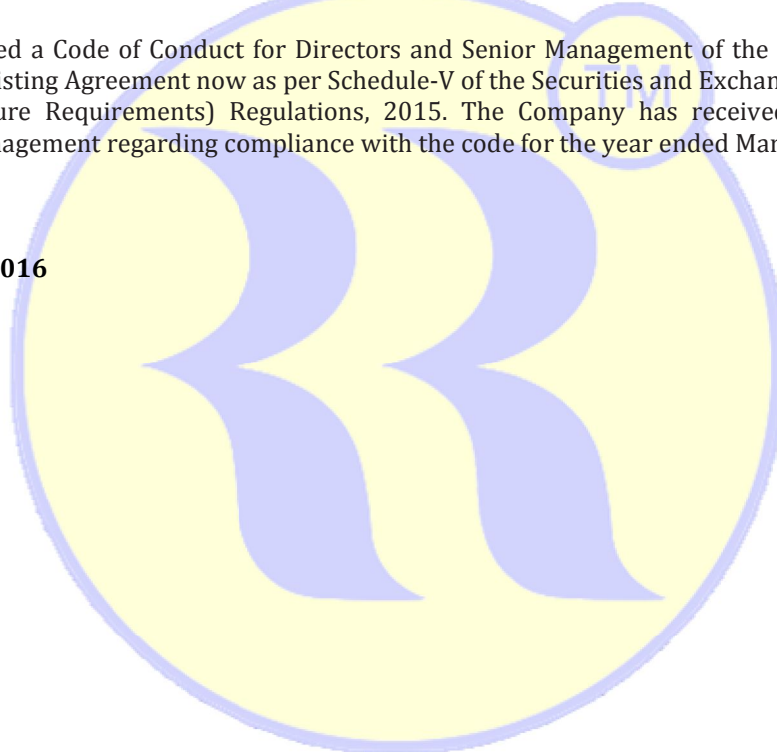
Cautionary statement

Statements in the Management's Discussion and Analysis report describing the Company's objections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations and futuristic in nature. Actual performance may differ materially from those either expressed or implied. Such statements represent intentions of the management and the efforts put in to realize certain goals. The success in realizing these depends on various factors both internal and external. Investors, therefore, are requested to make their own independent judgment before taking any investment decisions.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as required by earlier Clause 49 of the Listing Agreement now as per Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2016.

Dated: 3rd September, 2016
Place: New Delhi



STATEMENT SHOWING SHAREHOLDING PATTERN
I (a)

Name of Company: R R Financial Consultants Limited						
Scrip Code: 511626		Quarter ended: 31.03.2016				
Category of Shareholder	Number of Share holders	Total Number of Shares	Number of Shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		
				As a percentage of (A+B)	As a percentage of (A+B+C)	
(A) Shareholding of Promoter and Promoter Group						
(1) Indian						
(a) Individuals/ Hindu Undivided Family	3	6658000	6658000	60.19	60.19	
(b) Central Govt./ State Government(s)	-	-	-	-	-	
(c) Bodies Corporate	4	1012200	1012200	9.15	9.16	
(d) Financial Institutions/ Banks	-	-	-	-	-	
(e) Any other (Specify)	-	-	-	-	-	
Sub-Total (A)(1)	7	7670200	7670200	69.34	69.35	
(2) Foreign						
(a) Individuals (Non-resident Individuals/Foreign Individuals)	-	-	-	-	-	
(b) Bodies Corporate	-	-	-	-	-	
(c) Institutional	-	-	-	-	-	
(d) Any Other (Specify)	-	-	-	-	-	
Sub-Total (A)(2)	-	-	-	-	-	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	7670200	7670200	69.34	69.35	
(B) Public Shareholding						
(1) Institutions						
(a) Mutual Funds/UTI	-	-	-	-	-	
(b) Financial Institutions/Banks	-	-	-	-	-	
(c) Central Government/State Government(s)	-	-	-	-	-	
(d) Venture Capital Funds	-	-	-	-	-	
(e) Insurance Companies	-	-	-	-	-	
(f) Foreign Institutional Investor	-	-	-	-	-	
(g) Foreign Venture Capital Investors	-	-	-	-	-	
(h) Any other (Specify)	-	-	-	-	-	
Sub-Total (B) (1)	-	-	-	-	-	
(2) Non-Institutions						
(a) Bodies Corporate	62	1637010	1091310	14.80	14.80	
(b) Individuals						
I. Individual Shareholders holding nominal share Capital up to ₹1 Lakh.	3909	1421553	710853	12.85	12.85	
II. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakhs.	4	261700	141300	2.36	2.36	
(c) Qualified Foreign Investor	-	-	-	-	-	
(d) Any Other (specify)						
1. Trusts	-	-	-	-	-	
2. Directors & their Relatives	-	-	-	-	-	
3. Foreign Nationals	-	-	-	-	-	
4. Non Resident Indians						
i) Non Repat	1	50	50	0.005	0.005	
ii) Repat	6	791	791	0.072	0.072	
5. Clearing Members	9	2729	2729	0.024	0.024	
6. Hindu Undivided Families	34	66667	66667	0.60	0.60	
Sub-Total (B)(2)	4025	3390500	2013700	30.65	30.65	
Total Public Shareholding (B)=(B)(1)+(B)(2)	4025	3390500	2013700	30.65	30.65	
TOTAL (A)+(B)	4032	11060700	9683900	100	100	
(C) Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	
GRAND TOTAL (A)+(B)+(C)	4032	11060700	9683900	100	100	

(I)(b) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY “PROMOTER AND PROMOTER GROUP”

Sr. No.	Name of the shareholder	Number of Shares	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above
1.	Rajat Prasad	6301400	56.97
2.	Raghunandan Prasad	199500	1.80
3.	Sarla Prasad	157100	1.42
4.	Priyadarshini Holdings Private Limited	388050	3.50
5.	Sabre Trading And Finance (P) Ltd	388050	3.50
6.	Prasad Holdings Pvt. Ltd	118050	1.06
7.	R. P. Credits (P) Ltd.	118050	1.06
	Total	7670200	69.34

(I)(c) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY “PUBLIC” AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES

Sr. No.	Name of the shareholder	Number of Shares	Shares as a percentage of total number of shares(i.e. Grand Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above
1.	Shiva Parvati Mercantile Private Limited.	547140	4.95
2.	Narayan Travels & Tours Limited	427200	3.86
3.	Ritu Prasad	120400	1.09
4.	Azure Commotrade Private Limited	286880	2.59
	Total	1381620	12.49

(I)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above
1.	NIL	NIL	NIL

(II)(a) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDR, etc)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total (A)+(B)+(C) indicated in statement at Para(I)(a) above}
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL
	TOTAL	NIL	NIL	NIL

(II)(b) STATEMENT SHOWING HOLDING OF DEPOSITORY RECEIPTS (DRS), WHERE UNDERLYING SHARES HELD BY “PROMOTER/ PROMOTER GROUP” ARE IN EXCESS OF 1% OF THE TOTAL NUMBER OF SHARES

Sr. No.	Name of the DR Holder	Type of Outstanding DR(ADRs, GDRs, SDRs etc)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of Shares {i.e. Grand Total (A)+(B)+(C) indicated in statement at Para (I)(a) above}
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL
			TOTAL	NIL

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

SANDEEP RAMESH GUPTA & CO.

(Chartered Accountants)

90/31 B, 1st Floor, Malviya Nagar

New Delhi-110017

TO THE MEMBERS OF R R FINANCIAL CONSULTANTS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **R R FINANCIAL CONSULTANTS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the period then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the period ended on that date.

Emphasis of Matter

We draw your attention to the following matters in the notes to the financial statements:

1. Note no. 1 (iii) (c) of the consolidated financial statements with respect to Inter group transactions effect which has not been eliminated as in the opinion of management the transactions has been done in the normal course of business.
2. Note no. 44 of the consolidated financial statement with respect to Non provision for Sundry debtors more than 6 month which includes revenues provided on estimated basis in the earlier years as mentioned in Note no.16 of the financial statements, as steps is being taken by the management to reconcile and recover the amount.
3. Note no. 16 of the financial statement regarding balances of parties accounts shown net (i.e. net of debit and credit) as in the opinion of the management it is difficult to differentiate parties as nature of account differs from day to day. Accordingly aging bifurcation has not been done.
4. Note no. 11 regarding not providing of Depreciation on Fixed Assets in two of the Subsidiaries Company, as in the opinion of the management no business activity during the year

Our report is not qualified in respect of this matter.

Other matters

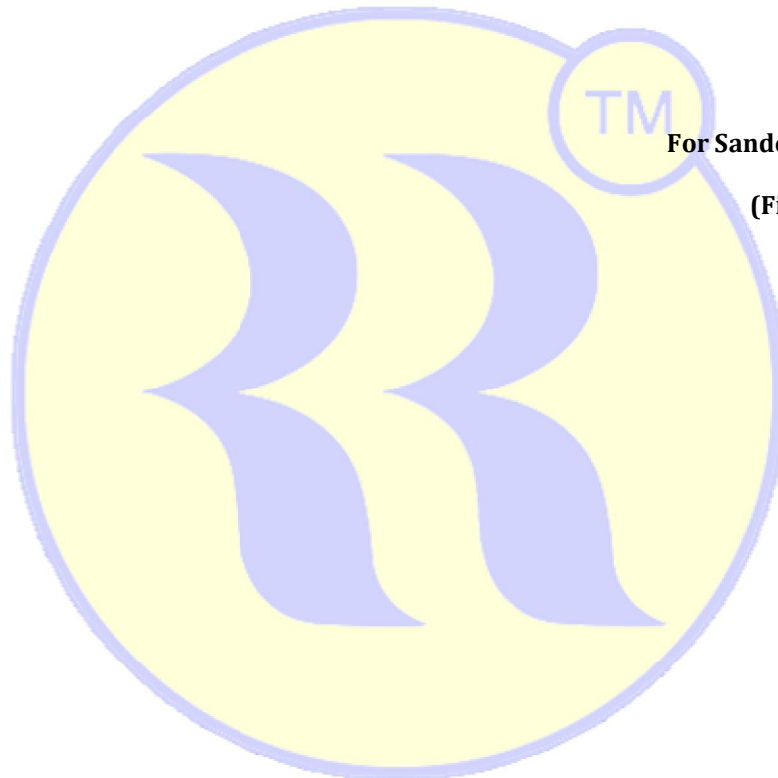
We did not audit the financial statements of RR Insurance Brokers (P) Ltd., RR Fincap (P) Ltd., ARIX Consultant (P) Ltd., RR Investor Capital Services (P) Ltd. & it's one subsidiary, RR Equity Brokers (P) Ltd & its Four subsidiaries and three Subsidiaries of RR Infra Estates (P) Ltd. for the period ended 31st March, 2016 whose financial statements together reflect total assets of ₹6242.94 Lacs as at 31st March, 2016 and total revenue of ₹1739.30 Lacs for the period ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors. Auditors, whose reports have been furnished to us by the management, and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries Companies and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries companies, Incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, – Refer Note 35 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries companies, which are incorporated in India.



**For Sandeep Ramesh Gupta & Co.
Chartered Accountants
(Firm Regn. No: 011984N)**

**Sandeep Gupta
Partner
Membership No.90039**

**Place: New Delhi
Date: 30th May 2016**

Annexure A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of RR FINANCIAL CONSULTANTS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries companies as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

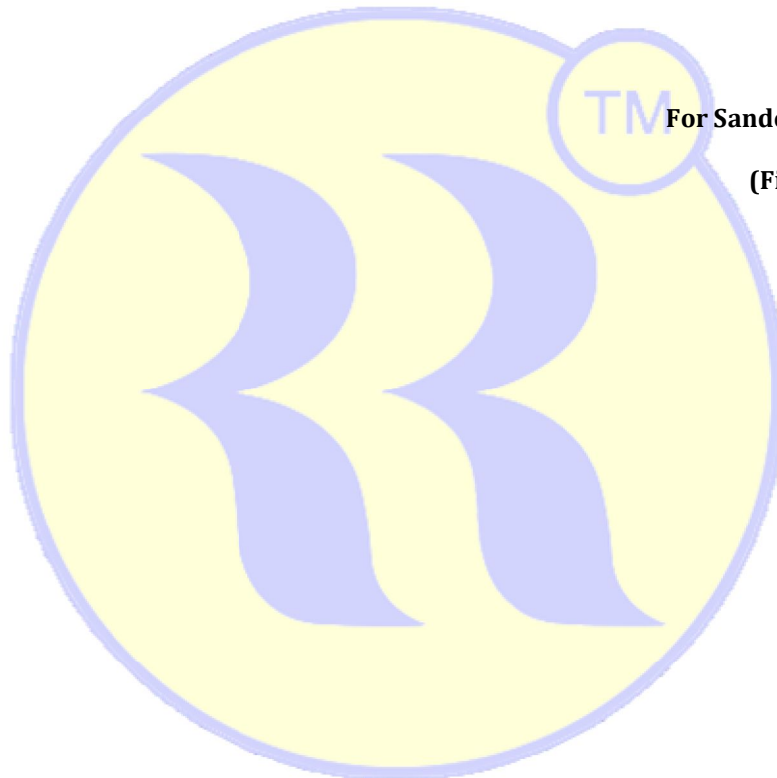
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In Our opinion, to the best of our information and according to the explanations given to us the Holding Company and its subsidiaries, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



**Place: New Delhi
Date: 30th May 2016**

 **For Sandeep Ramesh Gupta & Co.
Chartered Accountants
(Firm Regn. No: 011984N)**

**Sandeep Gupta
Partner
Membership No.90039**

RR FINANCIAL CONSULTANTS LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31st March, 2016

S. No.	PARTICULAR	NOTE NO.	FIGURES AS AT 31 st MARCH 2016	FIGURES AS AT 30 th JUNE 2015
I	EQUITY AND LIABILITIES			
1	SHAREHOLDERS FUNDS			
	(a) SHARE CAPITAL	2	110694500	110694500
	(b) RESERVES AND SURPLUS	3	332093395	340121303
	(ii) MINORITY INTEREST		21078455	33234837
	Share Capital 38,01,000			
	Reserves and Surplus 1,72,77,455			
	(c) MONEY REC. AGST. SHARE WARRANTS		-	-
	TOTAL(1)		463866350	484050640
2	SHARE APPLICATION MONEY PENDING ALLOTMENT	4	-	-
	TOTAL(2)		-	-
3	NON-CURRENT LIABILITIES			
	(a) LONG TERM BORROWINGS	5	26113590	35139337
	(b) DEFERRED TAX LIABILITIES (NET)	6	951323	1192236
	(c) LONG-TERM PROVISIONS		-	-
	TOTAL(3)		27064913	36331573
4	CURRENT LIABILITIES			
	(a) SHORT TERM BORROWINGS	7	114462545	144609903
	(b) TRADE PAYABLES	8	12126636	58753905
	(c) OTHER CURRENT LIABILITIES	9	190191169	175891174
	(d) SHORT TERM PROVISIONS	10	282011	282011
	TOTAL(4)		317062361	379536993
	TOTAL(1+2+3+4)		807993624	899919206
II	ASSETS			
1	NON-CURRENT ASSETS			
	(a) FIXED ASSETS	11		
	(i) TANGIBLE ASSETS		228661682	283077648
	(ii) INTANGIBLE ASSETS		19878772	20628405
	(b) NON-CURRENT INVESTMENTS	12	15941879	15941879
	(c) DEFERRED TAX ASSETS (NET)		-	-
	(c) LONG-TERM LOANS AND ADVANCES	13	36773661	48127075
	(d) OTHER NON-CURRENT ASSETS	14	36510	55260
	TOTAL(1)		301292504	367830267
2	CURRENT ASSETS			
	(a) CURRENT INVESTMENTS		-	-
	(b) INVENTORIES	15	9775902	10638528
	(c) TRADE RECEIVABLES	16	173986183	153793441
	(d) CASH AND CASH EQUIVALENTS	17	142045076	116315702
	(e) SHORT-TERM LOANS AND ADVANCES	18	180408705	250127725
	(f) OTHER CURRENT ASSETS	19	485254	1213543
	TOTAL(2)		506701120	532088939
	TOTAL(1+2)		807993624	899919206

Significant Accounting Policies and Notes Forming Part of the Financial Statements (1-44)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

RAJAT PRASAD (Managing Director) DIN:- 00062612
RITU PRASAD (Director) DIN:- 02341947

FARHA NAAZ (Company Secretary)

VIJAY MALIK (CFO)

AUDITOR'S REPORT
Signed in Terms of Our Separate Report of Even Date.

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
(Firm Regn. No: 011984N)

Place : New Delhi
Date : 30th May, 2016

Sandeep Gupta
(Partner)
(Membership No.90039)

RR FINANCIAL CONSULTANTS LIMITED
CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE PERIOD
01st July, 2015 to 31st March, 2016

S. No.	PARTICULARS	NOTE No.	FIGURES FOR THE 9 MONTH ENDED ON 31 st March, 2016	FIGURES FOR THE YEAR ENDED ON 30 th June, 2015
	REVENUE FROM OPERATIONS			
I	REVENUE FROM OPERATIONS	20	176528851	424703484
II	OTHER INCOME	21	7787212	15473980
III	TOTAL REVENUE(I+II)		184316063	440177464
IV	EXPENSES:			
	CHANGES IN INVENTORIES OF FINISHED GOODS- WORK-IN-PROGRESS AND STOCK -IN-TRADE			
a	EMPLOYEE BENEFITS EXPENSES	22	42674962	86676694
b	FINANCE COSTS	23	18009087	31003615
c	DEPRECIATION AND AMORTIZATION EXPENSE	24	2514709	3917410
d	LOAN PROVISIONS AND WRITE OFFS:	25	-	-
e	OTHER EXPENSES	26	123693904	329755347
	TOTAL EXPENSES		186892662	451353066
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		(2576599)	(11175602)
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		(2576599)	(11175602)
VIII	EXTRAORDINARY ITEMS (Contingent Provision)		899371	66035049
IX	PROFIT BEFORE TAX (VII-VIII)		(3475970)	(77210651)
X	TAX EXPENSE			
a	CURRENT TAX		1900000	200000
b	EARLIER YEARS TAX		4304231	3533827
c	DEFERRED TAX		(240913)	(583939)
XI	PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (IX-X)		(9439288)	(80360539)
XII	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS		-	-
XIII	TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
XIV	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII-XIII)		-	-
XV	PROFIT (LOSS) FOR THE PERIOD (XI+XIV)		(9439288)	(80360539)
XVI	EARNING PER EQUITY SHARE	27		
a	BASIC		(0.85)	(7.27)
b	DILUTED		(0.85)	(7.27)

Significant Accounting Policies and Notes Forming Part of the Financial Statements

(1-44)

AUDITOR'S REPORT

Signed in Terms of Our Separate Report of Even Date.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
(Firm Regn. No: 011984N)

RAJAT PRASAD **RITU PRASAD** **FARHA NAAZ** **VIJAY MALIK**
(Managing Director) (Director) (Company Secretary) (CFO)
DIN:- 00062612 DIN:- 02341947

Place : New Delhi
Date : 30th May, 2016

Sandeep Gupta
(Partner)
(Membership No.90039)

RR FINANCIAL CONSULTANTS LIMITED
Consolidated Cash Flow Statement for the year ended 31st March, 2016

PARTICULARS	31 st March, 2016	30 th June, 2015
A Cash flow from operating actives		
Profit before tax	(2,576,599)	(11,175,602)
Adjustment for :		
Depreciation / Amortization	2,514,709	3,917,410
Interest and dividend income	(7,787,212)	(15,473,980)
Interest expense	18,009,087	31,003,615
Unrealised foreign exchange (gain) / loss	-	-
(Profit)/loss on sale of Fixed assets	-	14,459,178
Profit on sale of investment	-	-
Operating profit before working capital changes	10,159,985	22,730,621
Adjustment for :		
(Increase) / decrease in Other Current Assets	728,289	1,939,074
(Increase) / decrease in inventories	862,626	3,162
(Increase) / decrease in sundry debtors	(20,192,742)	(12,320,558)
(Increase) / decrease in loans and advances	183,419,105	(27,559,964)
Increase / (decrease) in trade payables and other liabilities	(32,327,274)	110,741,086
Cash generated from operation	142,649,989	95,533,421
Current taxes paid (Net of refund)	(71,857,803)	(14,078,117)
Cash Flow before Extra ordinary items	214,507,792	109,611,538
Extra-ordinary items / Adj.due to new Subsidiaries Co.	(899,371)	(66,035,049)
Net cash from operating activities (A)	213,608,421	43,576,489
B Cash flow from investing activities		
Purchase of Fixed Assets	(226,235)	(4,600)
Sale of Fixed Assets	52,895,876	7,123,200
Preliminary Expenses Paid	-	-
(Increase) / decrease in current investments	(10,745,000)	-
Profit on Sale of investment	-	-
Loans / deposits with subsidiaries	-	-
Share Application Money Paid to subsidiaries Co.	-	-
Interest and dividend received	7,787,212	15,473,980
Net cash used in investing activities (B)	49,711,853	22,592,580
C Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Repayment of long term borrowings	-	-
Proceeds from long term borrowings	(9,025,747)	(10,754,480)
Repayment from short term borrowings	(30,147,358)	-
Interest paid	(18,009,087)	(31,003,615)
Dividend paid	-	-
Corporate dividend tax	-	-
Net cash used in financing activities (C)	(57,182,192)	(41,758,095)
Net Increase in cash and cash equivalents (A+B+C)	206,138,082	24,410,974
Cash and cash equivalents at the beginning of the year	116,315,699	91,904,725
Cash and cash equivalents at the end of the year	322,453,781	116,315,699

Notes:

- 1 Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants of India.
- 2 Previous year's figures regrouped / recasted where ever necessary.

For and on behalf of Board of Directors

As per our report of even date attached
 For : Sandeep Ramesh Gupta & Co.
 Chartered Accountants
 (Firm Regn. No: 011984N)

RAJAT PRASAD RITU PRASAD FARHA NAAZ VIJAY MALIK
 (Managing Director) (Director) (Company Secretary) (CFO)
 DIN:- 00062612 DIN:- 02341947

Place : New Delhi
 Date : 30th May, 2016

Sandeep Gupta
 (Partner)
 (Membership No.90039)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016
1 Significant Accounting Policies on Consolidated Accounts.
a PRINCIPLES OF CONSOLIDATION

- i The consolidated financial statements (CFS) comprise the financial statements of RR Financial Consultants Ltd. And it's following subsidiaries as at 31st March 2016.

S. No.	NAME OF THE COMPANY	COUNTRY OF INCORPORATION	PERCENTAGE SHAREHOLDING AND VOTING POWER
1	RR Insurance Brokers Private Limited	India	100%
2	RR Fincap Private Limited	India	100%
3	Arix Consultants Private Limited	India	100%
4	RR Investors Capital Services Private Limited	India	75%
5	RR Equity Brokers Private Limited	India	100%
6	RR Infra Estates Private Limited	India	100%

- ii The consolidated financial statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting policies and as per AS 21.
- iii (a) The Financial Statements of the Company and its subsidiary companies have been combined on a line by line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating inter group balances. The nature of business is such that that there is no unrealised profits or losses.
 (b) The difference between the costs to the holding company of its investment in the subsidiary company over the holding company's portion of equity of the subsidiary at the time of acquisition of shares in subsidiaries is recognised in the financial statements as goodwill or capital reserve on consolidation, as the case may be. Goodwill arising on account of consolidation has not been amortised.
 (c) Inter Group Transactions has not been eliminated as in the opinion of management the transactions has been done in normal course of business.
- iv (a) Minority interest in net results of consolidated subsidiaries for the year is identified and adjusted against the results of the group in order to arrive at the net results attributable to shareholders of the holding company.
 (b) Minority interest share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Financial Statements.
- v The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated profit and Loss Account being the profit or Loss on disposal of investment in subsidiary.
- b Other Significant Accounting policies.**
 These are set out under "Significant Accounting Policies" as given in the Companies separate financial statements.

2 SHARE CAPITAL:
a DISCLOSURE PURSUANT TO NOTE No.6(A) (a, b & c) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013
(i) AUTHORISED:

1,20,00,000 (Previous Year 1,20,00,000) 120000000 120000000
 EQUITY SHARES OF ₹ 10/- EACH

(ii) ISSUED, SUBSCRIBED & PAID UP

SHARES AT THE BEGINNING OF THE ACCOUNTING PERIOD 1,10,60,700 110607000 110607000
 (Previous Year 11060700) EQUITY SHARES OF ₹ 10/- EACH

Add : ADDITIONS DURING THE YEAR - -

Add : Share Forfeited 87500 87500

SHARES AT THE END OF THE ACCOUNTING PERIOD 1,10,60,700 (Previous Year 11060700) EQUITY SHARES OF ₹ 10/- EACH 110694500 110694500

b DISCLOSURE PURSUANT TO NOTE No.6(A) (d) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013

PARTICULARS	EQUITY SHARES		PREFERENCE SHARES	
	Number	₹	Number	₹
Shares Outstanding at the Beginning of the year	1,10,60,700	11,06,07,000	Nil	Nil
Shares Issued during the Year				
Shares bought back during the year				
Shares Outstanding at the End of the year	1,10,60,700	11,06,07,000	Nil	Nil

c DISCLOSURE PURSUANT TO NOTE No.6(A) (g) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013 (more than 5%)

PARTICULARS	CURRENT REPORTING YEAR		PREVIOUS REPORTING YEAR	
	Number	%	Number	%
Sh. Rajat Prasad	62,36,700	56.39	62,36,700	56.39

d DISCLOSURE PURSUANT TO NOTE No.6(A) (i) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013

PARTICULARS	Year (Aggregate No. of Shares)				
	2015-16	2014-15	2013-14	2012-13	2011-12
Equity Shares:					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil
Preference Shares:					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil

3 RESERVE & SURPLUS:

a GENERAL RESERVE

AT THE BEGINNING OF THE ACCOUNTING PERIOD*	42726877	42726877
ADDITIONS DURING THE YEAR	-	-
AT THE END OF THE ACCOUNTING PERIOD	42726877	42726877

b SECURITIES PREMIUM ACCOUNT

AT THE BEGINNING OF THE ACCOUNTING PERIOD**	61516250	65805000
ADDITIONS DURING THE YEAR	-	-
Less: BONUS SHARES ISSUED	-	-
AT THE END OF THE ACCOUNTING PERIOD	61516250	65805000

c SURPLUS

AT THE BEGINNING OF THE ACCOUNTING PERIOD*	232537614	306579245
ADDITIONS DURING THE YEAR	(9439288)	(80360538)
(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
Less : ALLOCATIONS AND APPROPRIATIONS		
MINORITY INTEREST	(3762607)	(5963061)
PROPOSED DIVIDEND	-	-
INTERIM DIVIDEND	-	-
TAX ON DIVIDEND	-	-
BONUS SHARES ISSUED BY SUBSIDIARY	-	-
TRANSFER TO STATUTORY RESERVE	-	-
EFFECT OF DEPRICATION ON TRANSITION AS PER THE PROVISION OF SCHEDULE II OF THE COMPANIES ACT, 2013.	-	1581677
AT THE END OF THE ACCOUNTING PERIOD	226860933	230600091

d STATUTORY RESERVE FUND

AT THE BEGINNING OF THE ACCOUNTING PERIOD	989335	989335
ADDITIONS DURING THE YEAR	-	-
AT THE END OF THE ACCOUNTING PERIOD	989335	989335

GRAND TOTAL

332093395 340121303

* Net of Minority Interest

** Net of Minority Interest and difference between cost of investments in Subsidiary companies and equity share capital portion held by the holding company.



4	SHARE APPLICATION MONEY PENDING ALLOTMENT SHARE APPLICATION MONEY	-	-
		-	-
		-	-
5	LONG TERM BORROWINGS		
a	SECURED		
	(a.) BONDS / DEBENTURES	-	-
	(b.) TERM / LOANS	-	-
	TATA Capital Financial Services Ltd.*	26113590	35139337
	(c.) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
	(d.) OTHER LOANS AND ADVANCE	-	-
		26113590	35139337
		26113590	35139337
	<i>*Term loan from Tata Capital Financial Services Ltd. Is secured against the properties of the companies owned by one of the director of holding Company</i>		
b	UNSECURED		
	(a.) BONDS / DEBENTURES	-	-
	(b.) TERM / LOANS	-	-
	(c.) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
	(d.) OTHER LOANS AND ADVANCE	-	-
		-	-
		-	-
	GRAND TOTAL	26113590	35139337
6	DEFERRED TAX LIABILITIES (NET) DEFERRED TAX LIABILITIES	951323	1192236
		951323	1192236
		951323	1192236
	OTHER LONG TERM LIABILITIES		
	(a) SECURITY DEPOSITS FROM RELATED PARTIES	-	-
	(b) OTHERS	-	-
		-	-
		-	-
7	CURRENT LIABILITIES SHORT-TERM BORROWINGS:		
a	SECURED		
	(i) LOANS REPAYABLE ON DEMAND		
	HDFC Bank Ltd.*	-	10000000
	Corporation bank**	40484653	40203521
	State Bank of India***	-	35838356
	DCB Bank****	42078479	50491026
	(ii) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
	(ii) OTHER LOANS AND ADVANCE	-	-
		82563132	136532903
b	UNSECURED		
	(i) LOANS REPAYABLE ON DEMAND	-	-
	(ii) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
	(ii) OTHER LOANS AND ADVANCE *****	31899413	8077000
		31899413	8077000
	GRAND TOTAL	114462545	144609903

* Short Term Borrowing of ₹1 Crore secured against Fixed Deposit of ₹50 Lac

** Corporation Bank OD (Secured against Mortgage of Property and personal Guarantee of Director).

*** State Bank of India OD (Secured against Mortgage of Property and personal Guarantee of Director).

**** DCB Bank OD (Secured against Mortgage of Property and personal Guarantee of Director).

***** Other loans and advances includes short-term loans and advance from Related Parties of ₹3,18,14,413/-

8	TRADE PAYABLES		
	SUNDRY CREDITORS *	12126636	58753905
	ADVANCE FROM PARTIES-INTEREST FREE	-	-
		12126636	58753905

* In respect of two subsidiary companies involved in security / commodity trading, Balance of Parties Account shown net (i.e. net of Debit & Credit) as in the opinion of management it is difficult to differential Parties as nature of account differs from day to day.

9	OTHER CURRENT LIABILITIES		
a	INTEREST ACCRUED AND DUE ON BORROWINGS	-	-
b	DEPOSIT FROM PARTIES-INTEREST FREE	8658909	10023240
c	CURRENT YEAR,S TAXES PAYABLE	3958765	2076964
d	TEMPORARY OVERDRAWN BANK BALANCE AS PER BOOKS	128998231	121457571
e	OTHER LIABILITIES PAYABLE *	48575263	42333399
		190191169	175891174

* Other Liabilities includes Expenses payable, Margin Deposit from Client etc,

10	SHORT-TERM PROVISIONS		
	(a) PROVISIONS FOR EMPLOYEE BENEFITS	-	-
	(b) PROVISION FOR TAXES & CONTINGENCIES	282011	282011
		282011	282011

11 FIXED ASSETS

Description	Gross Block				Depreciation				Net Block	
	As at 01/07/2015	Additions	Deductions Adjustments	As at 31/03/2016	As at 01/07/2015	For the Year	Deductions Adjustments	Up to 31/03/2016	As at 31/03/2016	As at 30/06/2015
TANGIBLE ASSETS :										
Land	51300	-	-	51300	-	-	-	-	51300	51300
Plant & Machinery	997788	-	-	997788	311246	47760	-	359006	638782	667297
Vehicle	17488998	-	-	17488998	13607625	862157	-	14469782	3019216	3881373
Furniture & Fixture	17560333	-	-	17560333	15917057	243395	-	16160452	1399881	1662521
Office Premises	289587830	-	53382920	236204910	17823051	43799	487044	17379806	218825104	271764779
Office Equipments	7269222	226235	-	7495457	2655269	432042	-	3087310	4408146	4613954
Computers	7702718	-	-	7702718	7266293	117171	-	7383464	319254	436424
Total (A)	340658189	226235	53382920	287501504	57580541	1746324	487044	58839821	228661682	283077648
INTANGIBLE ASSETS :										
Software	8375112	-	-	8375112	7363183	749635	-	8112817	262295	1011928
Goodwill*	19616477	-	-	19616477	-	-	-	-	19616477	19616477
Total (B)	27991589	-	-	27991589	7363183	749635	-	8112817	19878772	20628405
Total (A+B)	368649778	226235	53382920	315493093	64943723	2495959	487044	66952638	248540454	303706053
Previous Year	422600714	4600	31065900	391539414	91204228	3858043	7228910	87833361	303706053	331396485
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-
Intangible Assets under-Development	-	-	-	-	-	-	-	-	-	-

Depreciation on Office Premises not Provided in two subsidiary companies, as no business activity during the year.

Shop No. N-24 & N-25 Connaught Place, Delhi has been mortgaged against loan taken from bank by a subsidiary Company.

* Goodwill arising on consolidation.



12 NON CURRENT INVESTMENT (Value at Cost)
(Long Term other Investments)

INVESTMENTS IN EQUITY SHARES - QUOTED

- -

INVESTMENTS IN EQUITY SHARES - UNQUOTED

No. of Shares

Joy Print Hotel	15200	1520000	1520000
Joy Print Plastic Dealers	15200	1520000	1520000
		3040000	3040000
<u>Other Investments</u>		12901879	12901879
		15941879	15941879

13 LONG TERM LOANS AND ADVANCES:

SECURITY DEPOSITS AND ADVANCES TO RELATED PARTIES

- -

SECURITY DEPOSIT AND ADVANCES TO OTHERS *
(Unsecured Considered Good Unless Otherwise Stated)

36773661 48127075
36773661 48127075

* Advances to others includes Long-term loans and advance from Related Parties of ₹4,99,673/-

14 OTHER NON-CURRENT ASSETS

MISC. EXPENDITURE

(To the Extent Not Written Off or Adjusted)

PRELIMINARY & PRE OPERATIVE EXPENSES

OPENING BALANCE/ADDITION		55260	114628
ADD. : ADDITION DURING THE YEAR		-	-
LESS: WRITTEN OFF DURING THE YEAR		18750	59368
		36510	55260

CURRENT ASSETS

15 CURRENT INVESTMENTS (Valued at Lower of Cost or Market Price)

(As Taken Valued & Certified by the Management)

a	STOCK IN TRADE (In respect of Shares/Bonds Acquired for Trading)	9775902	10638528
b	Others	-	-
		9775902	10638528

Stock in Trade (In Respect of Shares / Bonds Acquired for Trading) Sub-Note 18 (a)

Name of Scripts	As at 31 st March, 2016		As at 30 th June, 2015	
	No. of Shares / Debenture	Amount ₹	No. of Shares / Debenture	Amount ₹
QUOTED SHARE				
A P RAYON LTD	450	8865	450	8865
ELDER HEALTH CARE	500	6010	500	18500
GUJARAT INJECT LTD.	150	232	150	232
ESSAR SECURITIES LTD.	400	10520	400	12900
K.C. TEXTILES	100	1325	100	1325
MODI MIRRLESS BLACK STONE LTD (NEW NAME:- MAN DIESEL & TURBO INDIA LTD)	-	-	5000	5250
MOTOROL INDIA LTD	1000	2100	1000	2100
MOTOROL INDIA LTD(BONUS)	1000	-	1000	-
NAMASTE EXPORT LTD	100	1040	100	1040
PAL PEUGEOT	123300	73980	123300	73980
PARASRAM PURIA SYNTHETICS LTD.	100000	95000	100000	95000
PASUPATI SPINNING & WEAVING MILL LTD.	30	656	30	195
PCS DATA GENERAL LTD;	450	4500	450	4500
PITTE CEMENT	10000	40000	10000	40000
RAJASHTAN BREWARIES	4200	29325	4200	29325
RINKI PETRO	4000	1000	4000	1000
SANGHI POLYESTERS LTD.	100	165	100	165
ISGEC HEAVY ENGINEERING LTD (FORMALLY SARASWATI INDUSTRIAL SYNDICATE LTD)	-	-	380	7030
SARLA CREDIT & SECURITIES LTD	5300	2123070	5300	2123070
TANFAC INDUSTRIES LTD	100	1950	100	1470
WINSOME YARNS LTD	1800	3078	1800	2178
RATHI ALLOYS STEEL LTD.	100	1700	100	1700
A P RAYON LTD		2404516		2429825
UNQUOTED SHARE				
DISCO ELECTRONICS	500	2250	500	2250
ESANDA FINANCE & LEASING LTD	18000	270000	18000	270000
NARAYAN TRAVELS & TOURS LTD	350000	3500000	350000	3500000
NARAYAN TRAVELS & TOURS LTD(RRSSBL)	200000	2000000	200000	2000000
SPARTEK GOODS (P) LTD	3000	1500000	3000	1500000
TOTAL OF UNQUOTED SHARES		7272250		7272250
UNQUOTED DEBENTURE				
PASUPATI SPINNING & WEAVING MILLS	3230	80750	3230	80750
TOTAL OF UNQUOTED DEBENTURES		80750		80750
QUOTED DEBENTURE / SECURITIES				
DCM SHRI RAM CONSOLIDATE (NCD)	33	2211	33	2211
HERDILA UNIMERS LTD. (NCD)	10	625	10	625
ICICI LTD.	14	5600	14	5600
NIWAS SPINNING (FCD)	4975	9950	4975	9950
RELIGARE FINVEST ZERO COUPON	-	-	40	40877
SREI INFRA ZERO COUPON	-	-	10	10800
8.10% INDIA INFOLINE FINANCE LTD.	-	-	20	21210
8.10% HUDCO	-	-	37	36859
9.01% HUDCO	-	-	500	513577
9.45% SBI	-	-	20	213994
TOTAL OF QUOTED DEBENTURES		18386		855703
TOTAL STOCK		9775902		10638528



16 TRADE RECEIVABLES*:

(Unsecured Considered Good Unless Otherwise Stated)

DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS

a	(From the Date they are Due)	108878205	96712427
b	OTHER DEBTS	65107978	57081014
		173986183	153793441

* In respect of two subsidiary companies involved in security / commodity trading, Balance of Parties Account shown net (i.e. net of Debit & Credit) as in the opinion of management it is difficult to differential Parties as nature of account differs from day to day. and there for it has not bifurcated debtors for more than six months and whole amount has been shown in less than six month.

17 CASH & CASH EQUIVALENTS :

a	BALANCE WITH BANKS :		
	MARGIN MONEY	-	-
	SECURITY AGAINST BORROWINGS	-	-
	BANK DEPOSITED WITH LESS THAN 12 MONTHS MATURITY	8300881	32937000
	IN CURRENT ACCOUNTS(inclusive of cheques in hand)	129371337	77503425
b	CHEQUES,DRAFTS ON HAND	-	-
b	CASH IN HAND	4372858	5875277
		142045076	116315702

18 SHORT TERM LOANS & ADVANCES:

(Unsecured Considered Good Unless Otherwise Stated)

ADVANCES RECOVERABLE IN CASH OR IN KIND FOR THE VALUE TO BE RECEIVED

a	ADVANCE TO RELATED PARTIES	-	-
b	ADVANCE TO PARTIES (Others) *	134110922	172065691
c	RECIEVABLE FROM REVENUE AUTHORITIES	36878210	68238621
d	CURRENT YEARS TAXES RECOVERABLE (Net of Liability)	9419573	9823413
e	SHARE APPLICATION MONEY TO SUBSIDIARY CO.	-	-
		180408705	250127725

* Advance to Parties Others includes Loan to Parties ₹ 2,29,20,138 (Previous year ₹ 2,29,05,960/-) in one of NBFC Company.

19 OTHER CURRENT ASSETS:

	PREPAID EXPENSES	108158	1121941
	INTEREST RECEIVABLE	377096	91602
		485254	1213543

20 REVENUE FROM OPERATIONS

a	BROKERAGE, CONSULTANCY & AUILLIARY SERVICES	167973288	401282266
b	SALE OF SHARES / DEBENTURES / SECURITIES TRADING (Net)*	5612199	17277592
C	OTHER OPERATING REVENUES	2943364	6143626
		176528851	424703484

** Income from securities trading net of (after reducing value of purchase ₹2557.71 Lacs and value of opening stock ₹106.39 Lacs from value of sale ₹2622.46 Lacs value closing stock ₹97.76 Lacs

Previous year Income from securities trading net of (after reducing value of purchase ₹8601.42 Lacs and value of opening stock ₹106.42 Lacs from value of sale ₹8774.22 Lacs value closing stock ₹106.39 Lacs.

21 OTHER INCOME:

	INTEREST INCOME	7371202	13411386
	DIVIDEND INCOME	124144	1040891
	NET GAIN/LOSS ON SALE OF FIXED ASSET / INVESTMENT	-	-
	OTHER NON-OPERATING INCOME	291866	1021703
		7787212	15473980



22	<u>EMPLOYEE BENEFITS EXPENSE</u>		
	SALARY AND WAGES	36563969	68238656
	MARKETING STAFF SALARY & INCENTIVES	-	-
	DIRECTOR,S REMUNERATIONS	3081008	7198456
	CONTRIBUTION TO PROVIDENT FUND AND ESIC	1781380	5940576
	ARREAR PROVIDENT FUND AND ESIC	-	-
	OTHER EXPENSES	94296	53250
	WORKERS AND STAFF WELFARE	1154309	2364078
	BONUS	-	2881678
		42674962	86676694
23	<u>FINANCIAL COSTS:</u>		
	INTEREST TO BANK	10997605	21060026
	INTEREST TO PARTIES/DISTRIBUTORS	3874865	3334880
	INTEREST TO LOAN OTHER THEN BANKS	1526594	2007140
	INTERST ON TDS & OTHER TAXES	305933	3167004
	OTHER BORROWING COSTS	1304090	1434565
		18009087	31003615
24	<u>DEPRECIATION AND AMORTIATION EXPENSE:</u>		
	DEPRECIATION	2495959	3858042
	PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	18750	59368
		2514709	3917410
25	<u>LOAN PROVISIONS AND WRITE OFFS:</u>		
	GENERAL PROVISION FOR STANDARD ASSETS	-	-
		-	-
26	<u>OTHER EXPENSES:</u>		
	ADVERTISEMENT EXPS.	330403	334127
	BANK CHARGES	41444	545817
	DEMAT EXPENSES	268466	725342
	BUSINESS PROMOTION EXP.	232188	499315
	DR./CR. W/O	4083	(5837)
	ELECTICITY EXPENSES	3176262	5539803
	FESTIVAL CELEBERATION EXPENSES	80997	142316
	FEES & TAXES	583121	824917
	GENERAL EXPENSES	2469988	4892819
	INSURANCE	238281	371511
	LEGAL EXPENSES	914139	2155614
	LOSS ON SALE OF PROPERTIES	10106835	14459178
	NEWS PAPER & PERIODICALS	35677	24018
	PAYMENT TO THE AUDITORS	107525	100175
	PENALTIES	285173	2553069
	POSTAGE & COURIER EXP.	1018994	1716611
	PRINTING & STATIONERY	772467	1782810
	PROFESSIONAL CHARGES	720000	960000
	RENT PAID	4865869	8660503
	REPAIR & MAINTENANCE	2947058	6622160
	SECURITY GUARD EXPENSES	334328	583676
	SUB-BROKERAGE / COMMISSION & INCENTIVES ETC.	84714410	260122707
	SUBSCRIPTION/MEMBERSHIP FEES	552436	782591
	TRANSACTION CHARGES - PIAD	410526	2530075
	TELEPHONE EXP.	2805330	5048601
	TRAVELLING & CONVEYANCE EXPENSES	2200064	5471700
	VEHICLE RUNNING AND MAINTENANCE EXPENSES	178016	314825
	V-SET & LEASELING CHARGES	801023	1996904
	BAD DEBT WRITTEN OFF	2498800	-
	TOTAL	123693904	329755347

27 EARNINGS PER SHARE (EPS)

i	Net Profit/(Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	(9439288)	(80360539)
ii	Weighted Average number of equity shares used as denominator for calculating EPS	11060700	11060700
iii	Basic and Diluted Earnings per share (₹)	(0.85)	(7.27)
iv	Face Value per equity share (₹)	10	10

28 RELATED PARTY DISCLOSURE

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

a List of Related Parties. (as identified and certified by the Management)

S. No.	Name of the Related Party	Relationship
1	Shri Rajat Prasad	Key Managerial Personnel
2	Mrs. P.S.Prasad	Key Managerial Personnel
3	Mrs. Minu Tondon	Key Managerial Personnel
4	Shri Anurag Awasthi	Key Managerial Personnel
5	Shri Tapas Shankar Das Gupta	Key Managerial Personnel
6	Shri Jeetesh Kumar	Key Managerial Personnel
7	Shri Pawan Gupta	Key Managerial Personnel
8	Shri Rajesh Sharma	Key Managerial Personnel
9	Shri Manish Agrawal	Key Managerial Personnel
10	Shri Prince Setia	Key Managerial Personnel
11	Shri Rajiv Kumar Saxena	Key Managerial Personnel
12	Ms. Farha Naaz	Key Managerial Personnel
13	Shri Vijay Malik	Key Managerial Personnel

b Transactions during the year with related parties.

Remuneration	Key Managerial Personnel	₹ 30,81,008
Amount Due from us as	Key Managerial Personnel	₹ 3,18,14,413
Amount Due to us as	Associate Company	₹ 4,99,673

29 Previous year's figures has been regrouped and rearranged wherever considered necessary so as to make them comparable with those of the current year.

30 Micro, Small and Medium Enterprises Development Act, 2006 On the basis of information and record available with the Management, the following disclosure pursuant to the above Act are made for the amount due to the Micro and small Enterprises, who have registered with the competent authorities :

Particulars	2015-16	2014-15
The principal amount and the interest due thereon remaining unpaid to any Micro / Small Supplier	Nil	Nil
The interest by the buyer as above, along with the amount of payment made beyond the appointed date during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (Which has been paid but beyond the appointed day during the year) but without adding the interest.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting years.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small / Micro Enterprises.	Nil	Nil

31 The accounts of Two Subsidiaries of RR Financial Consultants Ltd, Two Subsidiaries of RR Equity Brokers Private Limited, One Subsidiary of RR Investors Capital Services private limited and One subsidiary of RR Infra Estate Private Ltd., whose financial year closes on 31st March 2016 for financial year closes on 31st March 2016 for 12 month have been prepared for the period of 9 month ended on 31st March 2016 for the purpose of consolidation.

32 As per the management all fees are received from financial services and capital markets. Therefore, in accordance with Accounting Standard 17 issued by The Institute of Chartered Accountants of India (AS17) on segment reporting, financial services is the only reportable business segment and cannot be segregated. In the circumstances segment information required by AS 17, cannot be furnished.

33 The management has not provided / account for deferred tax liability / assets in holding company, in accordance with the Accounting Standards 22 issued by The Institute of Chartered Accountants of India (AS22) on 'Accounting for Taxes on Income' as the same is not expected to be realized in the foreseeable future.

34 **Foreign Currency Transactions**

Expenditure incurred in Foreign Currency	Nil
Income in Foreign Currency	Nil
Other Receipts	Nil

35 **Contingent Liabilities and Commitments.**

(to be extent not provided for)

(i) Contingent Liabilities shall be classified as :

(a) Claims against the company not acknowledged as debts	647.79 Lacs
(b) Bank guarantees outstanding*	
Against Loan	1300 Lacs
Against Margin of stock Exchange	58 Lacs
(c) Other money for which the company is contingently liable	NIL

(ii) Commitments shall be classified as :

(a) Estimated amount of contracts remaining to be executed on capital amount and not provided for	NIL
(b) Uncalled liability on shares and other investments partly paid	NIL
(c) Other commitments (specify nature)	NIL

36 All Parties Accounts and bank accounts are subject to confirmation.

37 Pursuant to section 2(41) of the companies act, 2013 requires company to have its financial year ending on 31st march Accordingly, the company has adopted the change from the current financial year and the figures for the current financial year of the company is for nine months period i.e. from 1st July, 2015 to 31st march, 2016, whereas the figures for the previous year are for 12 month. Hence the figures for the current financial year are not comparable to those of the previous year.

38 In the opinion of the Board of Directors, all assets other than fixed assets have a value on realization in the ordinary course of Business at least equal to the amount at which they are stated unless specified otherwise.

39 Balance with Bank in deposit accounts include deposit of 5000000/- (previous year ₹ 5000000/- under lien with IRDA)

40 In one of the subsidiary which is NBFC Management has classified all Advances/Loans given as standard Assets as in its opinion and as per stipulations of contract all advances/Loans including Interest are payable on demand.

41 Previous year figures are regrouped and rearrange wherever necessary so as to make them comparable with those of the current year.

42 Extraordinary items for the current year is ₹8,99,371, includes amount paid for Service Tax Paid for Previous Years

43 No provision has been made for amount of ₹ 3 Crore Paid against claim by an Investor as same is recoverable from issuer company.

44 No provision has been for Sundry debtors more than 6 month (as shown In note no 16) which includes revenues provided on estimated basis in the earlier years as mentioned in Accounting Policy of the financial statements as steps is being taken by the management to reconcile and recover the amount.

AUDITOR'S REPORT

Signed in Terms of Our Separate Report of Even Date.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

RAJAT PRASAD
(Managing Director)
DIN:- 00062612

RITU PRASAD
(Director)
DIN:- 02341947

FARHA NAAZ
(Company Secretary)

VIJAY MALIK
(CFO)

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
(Firm Regn. No. 011984N)

Sandeep Gupta
(Partner)

Membership No. 090039

Place : New Delhi
Date : 30th May, 2016

STANDALONE INDEPENDENT AUDITORS' REPORT

SANDEEP RAMESH GUPTA & CO.

(Chartered Accountants)

90/31 B, 1st Floor, Malviya Nagar

New Delhi-110017

TO THE MEMBERS OF R R FINANCIAL CONSULTANTS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **R R FINANCIAL CONSULTANTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the period then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred as the "order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information & explanations given to us, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from Our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year in consideration.

**For Sandeep Ramesh Gupta & Co.
Chartered Accountants
Firm Regn No.011984N**

**Sandeep Gupta
Partner
Membership No.90039**

**Place: New Delhi
Date: 30th May 2016**

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Our Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2016, we report that:

- i.
 - a. The Company has maintained proper records of Fixed Assets but full particulars including quantitative details and situation of fixed assets has not been shown.
 - b. According to information and explanation given to us the fixed assets were physically verified during the period and no material discrepancies were noted. In our opinion, the frequency of verification is reasonable.
 - c. According to the information and explanation given to us and on the basis of the examination of records of the company, the title deeds of immovable properties are held in the name of the company.
- ii. As explained to us physical verification of inventory of shares /debentures has been conducted at reasonable intervals by the management and discrepancies noticed on such physical verification between physical stocks and books records were not material considering the operations of the company and the same have been properly dealt with in the book of account.
- iii. During the year the Company has granted loans to the parties (Group companies including subsidiaries listed in the register maintained under Section 189 of the Act. The terms & condition on which the loan has been granted were not prima facie prejudicial to the interest of the company. According to information and explanation given to us, there is no stipulation with regard to its repayment and interest. The said loan is repayable on demand.
- iv. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the companies Act, 2013, with respect to loans and investment made.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act, and the rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii.
 - a. According to the records of the Company and the information and explanation given to us, the Company has been generally regular in depositing its undisputed statutory dues such as Provident Fund, Employees' State Insurance, Income Tax, Service Tax and any other material statutory dues whichever is applicable to the Company with the appropriate authorities during the year. However there are some delays in depositing of TDS and Service Tax dues.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
 - c. According to the information and explanation given to us, no statutory due is outstanding on account of dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, The company does not have any loans or borrowings from the financial institution or bank or debenture holders as at the balance sheet date.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Further, the company does not have any term loans as at the balance sheet date.

- x) Based upon the audit procedures performed and to the best of our knowledge and belief and according to the explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided form managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, clause (xii) of paragraph 3 of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private allotment of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 is not applicable to the company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.



**For Sandeep Ramesh Gupta & Co.
Chartered Accountants
Firm Regn No.011984N**

**Sandeep Gupta
Partner
Membership No.90039**

**Place: New Delhi
Date: 30th May 2016**

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of RR FINANCIAL CONSULTANTS LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

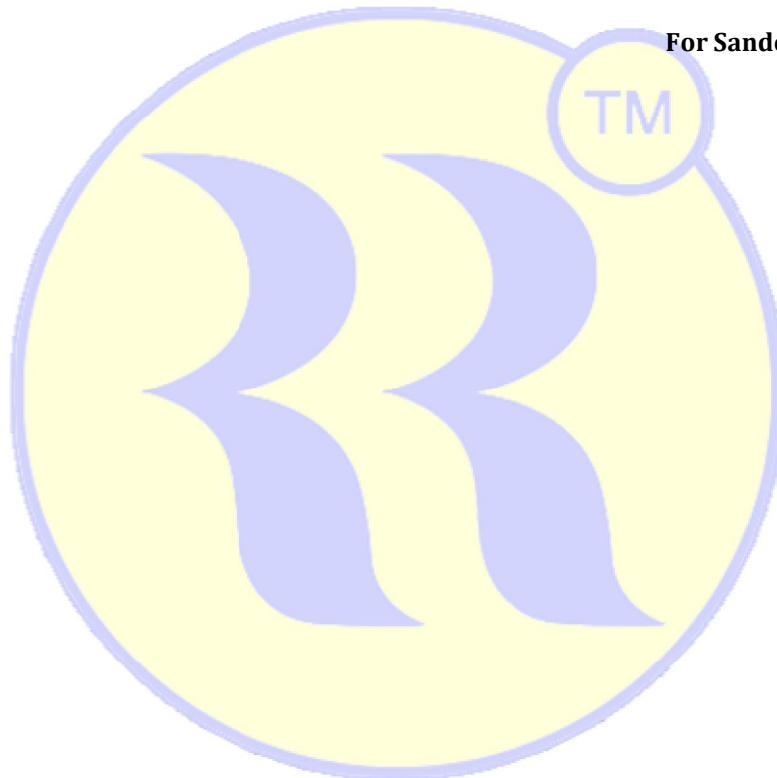
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In Our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place: New Delhi
Date: 30th May 2016**



**For Sandeep Ramesh Gupta & Co.
Chartered Accountants
Firm Regn No.011984N**

**Sandeep Gupta
Partner
Membership No.90039**

M/S. RR FINANCIAL CONSULTANTS LIMITED
BALANCE SHEET AS AT 31st March, 2016

S. No.	PARTICULARS	NOTE NO.	FIGURES AS AT 31 st MARCH 2016	FIGURES AS AT 30 th JUNE 2015
I	<u>EQUITY AND LIABILITIES</u>			
1	<u>SHAREHOLDERS FUNDS</u>			
	(a) SHARE CAPITAL	2	110694500	110694500
	(b) RESERVES AND SURPLUS	3	279883631	278480564
	TOTAL(i)		390578131	389175064
2	<u>SHARE APPLICATION MONEY PENDING ALLOTMENT</u>	4	-	-
3	<u>NON-CURRENT LIABILITIES</u>			
	(a) LONG TERM BORROWINGS	5	33604890	63742390
	(b) DEFERRED TAX LIABILITIES (NET)	6	-	-
	(c) LONG-TERM PROVISIONS	7	-	-
	TOTAL(ii)		33604890	63742390
4	<u>CURRENT LIABILITIES</u>			
	(a) SHORT TERM BORROWINGS	8	31814413	8534779
	(b) TRADE PAYABLES	9	26648	26648
	(c) OTHER CURRENT LIABILITIES	10	47670358.70	85993417
	(d) SHORT TERM PROVISIONS	11	-	-
	TOTAL(iii)		79511419	94554844
	TOTAL(i+ii+iii)		503694440	547472298

II	<u>ASSETS</u>			
1	<u>NON-CURRENT ASSETS</u>			
	(a) FIXED ASSETS	12		
	(i) TANGIBLE ASSETS		5672049	5954913
	(b) NON-CURRENT INVESTMENTS	13	261539477	250794477
	(c) DEFERRED TAX ASSETS (NET)	14	-	-
	(d) LONG-TERM LOANS AND ADVANCES	15	159982605	213133412
	(e) OTHER NON-CURRENT ASSETS	16	-	-
	TOTAL(i)		427194131	469882802
2	<u>CURRENT ASSETS</u>			
	(a) CURRENT INVESTMENTS	17	-	-
	(b) INVENTORIES	18	9775902	9801211
	(c) TRADE RECEIVABLES	19	611315	1222812
	(d) CASH AND CASH EQUIVALENTS	20	477156	1047823
	(e) SHORT-TERM LOANS AND ADVANCES	21	65635936	65517650
	(f) OTHER CURRENT ASSETS	22	-	-
	TOTAL(ii)		76500309	77589496
	TOTAL(i+ii)		503694440	547472298

Significant Accounting Policies and Notes Forming Part of the Financial Statements (1-41)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

RAJAT PRASAD (Managing Director) DIN:- 00062612
RITU PRASAD (Director) DIN:- 02341947
FARHA NAAZ (Company Secretary)
VIJAY MALIK (CFO)

PLACE: New Delhi
DATED: 30th May, 2016

AUDITOR'S REPORT
Signed in Terms of Our Separate Report of Even Date.

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
Firm Regn No.011984N

Sandeep Gupta
(Partner)
(Membership No.90039)

M/S. RR FINANCIAL CONSULTANTS LIMITED
PROFIT & LOSS STATEMENT FOR THE PERIOD
01st July, 2015 to 31st March, 2016

S. No	PARTICULARS	NOTE No	FIGURES FOR THE 9 MONTH ENDED ON 31 st MARCH, 2016	FIGURES FOR THE YEAR ENDED ON 30 th JUNE, 2015
	REVENUE FROM OPERATIONS			
I	REVENUE FROM OPERATIONS	23	9659966	8288783
II	OTHER INCOME	24	725862	1617828
III	TOTAL REVENUE(I+II)		10385828	9906611
IV	EXPENSES:			
a	EMPLOYEE BENEFITS EXPENSES	25	1620000	960000
b	FINANCE COSTS	26	240	11289
c	DEPRECIATION AND AMORTIZATION EXPENSE	27	509099	624898
d	OTHER EXPENSES	28	6073309	8997252
	TOTAL EXPENSES		8202648	10593439
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		2183180	(686828)
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		2183180	(686828)
VIII	EXTRAORDINARY ITEMS		-	16397052
IX	PROFIT BEFORE TAX (VII-VIII)		2183180	(17083880)
X	TAX EXPENSE			
a	CURRENT TAX		700000	-
b	EARLIAR YEARS TAX		80114	996774
c	DEFERRED TAX		-	-
XI	PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (IX-X)		1403066	(18080654)
XII	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS		-	-
XIII	TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
XIV	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII-XIII)		-	-
XV	PROFIT (LOSS) FOR THE PERIOD (XI+XIV)		1403066	(18080654)
XVI	EARNING PER EQUITY SHARE			
a	BASIC	29	0.13	(1.63)
b	DILUTED		0.13	(1.63)

Significant Accounting Policies and Notes Forming Part of the Financial Statements

(1-41)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

RAJAT PRASAD (Managing Director)
DIN:- 00062612

RITU PRASAD (Director)
DIN:- 02341947

FARHA NAAZ (Company Secretary)

VIJAY MALIK (CFO)

Place: New Delhi
Date: 30th May, 2016

AUDITOR'S REPORT
Signed in Terms of Our Separate Report of Even Date.

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
Firm Regn No.011984N

Sandeep Gupta
(Partner)
(Membership No.90039)



RR FINANCIAL CONSULTANTS LIMITED
Cash Flow Statement for the year ended 31st March, 2016

PARTICULARS	31 st March, 2016	30 th June, 2015
A Cash flow from operating actives		
Profit before tax	2183180	(686828)
Adjustment for :		
Depreciation / Amortization	509099	624898
Interest and dividend income	(720324)	(1604787)
Interest expense	240	11289
Unrealised foreign exchange (gain) / loss	-	-
(Profit)/loss on sale of Fixed assets	-	-
Profit on sale of investment	-	-
Operating profit before working capital changes	1972195	(1655428)
Adjustment for :		
(Increase) / decrease in Other Current Assets	-	-
(Increase) / decrease in inventories	25309	3692
(Increase) / decrease in sundry debtors	611497	1642169
(Increase) / decrease in loans and advances	48684883	(3005425)
Increase / (decrease) in trade payables and other liabilities	(38323058)	60769340
Cash generated from operation	12970826	57754348
Current taxes paid (Net of refund)	(3567525)	(2836512)
Cash Flow before Extra ordinary items	16538350	60590860
Extra-ordinary items / Adj .due to new Subsidiaries Co.	-	(16397052)
Net cash from operating activities (A)	16538350	44193808
B Cash flow from investing activities		
Purchase of Fixed Assets	(226235)	-
Sale of Fixed Assets	-	-
Preliminary Expenses Paid	-	-
(Increase) / decrease in current investments	(10745000)	-
Profit on Sale of investment	-	-
Loans / deposits with subsidiaries	-	-
Share Application Money Paid to subsidiaries Co.	-	-
Interest and dividend received	720324	1604787
Net cash used in investing activities (B)	(10250911)	1604787
C Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Repayment of long term borrowings	-	-
Proceeds from long term borrowings	(30137500)	(9538200)
Repayment from short term borrowings	23279634	(36453921)
Interest paid	(240)	(11289)
Dividend paid	-	-
Corporate dividend tax	-	-
Net cash used in financing activities (C)	(6858106)	(46003410)
Net Increase in cash and cash equivalents (A+B+C)	(570666)	(204815)
Cash and cash equivalents at the beginning of the year	1047823	1252638
Cash and cash equivalents at the end of the year	477156	1047823

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants of India.
- Previous year's figures regrouped / recasted where ever necessary.

For and on behalf of Board of Directors

As per our report of even date attached
For : Sandeep Ramesh Gupta & Co.
Chartered Accountants
Firm Regn No.011984N

RAJAT PRASAD **RITU PRASAD** **FARHA NAAZ** **VIJAY MALIK**
(Managing Director) (Director) (Company Secretary) (CFO)
DIN:- 00062612 DIN:- 02341947

Sandeep Gupta
(Partner)

Place : New Delhi
Date : 30th May, 2016

(Membership No.90039)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**1 SIGNIFICANT ACCOUNTING POLICIES:****a Basis of Preparation of Financial Statements**

The accounts have been prepared on a going concern basis under the historical cost convention, according to the accrual system of accounting in accordance with the generally accepted accounting principles, provisions of Companies Act 2013 and Accounting Standards notified u/s 133 of the companies Act 2013, read with rule 7 of the companies (Accounts) rules, 2014 till the standards of accounting or any addendum thereto are prescribed by central government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 2013 shall continue to apply, materially comply with the mandatory accounting statements and standards issued by the Institute of Chartered Accountants of India and the relevant presentational requirements of the Companies Act, 2013.

b Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the result are known / materialised.

c Revenue Recognition

Income is being accounted for on accrual basis

d Fixed Assets and Depreciation

- i) Fixed Assets are stated at cost, including freight, installation, duties and taxes, finance charges and other incidental expenses incurred during construction or installation to bring the assets to their state of intended use.
- ii) Depreciation on Tangible Assets is provided on the Straight Line Method by considering the revised useful life of the assets in the manner prescribed under schedule II to the Companies Act, 2013.
- iii) Intangible assets are amortized over their respective individual estimated useful life's on straight line method.

e Impairment of Assets

Impairment loss is provided; if any, to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amount of assets to the extent that it does not exceed the carrying amounts that would be determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.

f Valuation of Investment

Investments are valued at acquisition cost Provision is made for diminution in the value of investment which is perceived to be of permanent nature.

g Valuation of Stock

Stocks of quoted shares / debentures and other securities are valued at cost or market price whichever is less, by comparing each script with its market price. Market price of each script is determined on the basis of the closing price of the scrip prevailing at the principal stock exchange where the same is traded. Stock of Unquoted shares & debentures are valued at cost.

h Method of Accounting

Mercantile method of accounting is employed.

i Taxation

- i) Provision for Income Tax for the current period is made if applicable on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.
- ii) Deferred Tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.
- j) Gratuity is being provided on cash basis.



k Foreign Currency Transaction

- i) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of transaction.
- ii) Monetary items denominated in foreign currencies at the year-end are translated at the yearend rate, the resultant gain or loss will be recognized in the statement of profit and loss account.
- iii) Any gain or loss arising on account of exchange difference on settlement of transaction is recognized in the statement of profit and loss account.

l Provision and contingencies

The company creates a provision when there exists a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources, when there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

m Research and Development

Revenue expenditure on research and development is charged as an expense in the year in which it is incurred under respective heads of accounts. Expenditure which results in the creation of capital assets is capitalised and depreciation is provided on such assets as applicable.

n Earnings per share

The Basic earnings per share and diluted earnings per share have been computed in accordance with Accounting Standard (AS-20) on, "Earnings Per Share" and is also shown in the Statement of Profit and Loss.

2

SHARE CAPITAL:

DISCLOSURE PURSUANT TO NOTE No.6(A) (a, b & c) OF PART I OF SCHEDULE VI TO THE COMPANIES ACT, 2013

(i) AUTHORISED:

12,000,000 (LAST YEAR 12,000,000)
EQUITY SHARES OF ₹10/-EACH

12000000

12000000

(ii) ISSUED, SUBSCRIBED & PAID UP

SHARE AT THE BEGINNING OF THE ACCOUNTING PERIOD
1,10,60,700/- (Previous Year 1,10,60,700/-) EQUITY SHARE OF
₹ 10/-

110607000

110607000

ADD: ADDITION DURING THE YEAR

-

-

ADD: FORFIETED SHARE

87500

87500

15600 Share (Previous yaer 15600 share)

110694500

110694500

b DISCLOSURE PURSUANT TO NOTE No.6(A) (d) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013

PARTICULARS	EQUITY SHARES		PREFERENCE SHARES	
	Number	₹	Number	₹
Shares Outstanding at the Beginning of the year	11060700	110607000		
Shares Issued during the Year				
Shares bought back during the year				
Shares Outstanding at the End of the year	11060700	110607000		

c DISCLOSURE PURSUANT TO NOTE No.6(A) (g) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013 (more than 5%)

PARTICULARS	CURRENT REPORTING YEAR		PREVIOUS REPORTING YEAR	
	No. of Share held	% of Holding	No. of Share held	% of Holding
RAJAT PRASAD	6301400	56.97	6236700	56.39



d DISCLOSURE PURSUANT TO NOTE No.6(A) (i) OF PART I OF SCHEDULE III TO THE COMPANIES ACT, 2013

PARTICULARS	Year (Aggregate No. of Shares)				
	2015-16	2014-15	2013-14	2012-13	2011-12
Equity Shares:					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil
Preference Shares:					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil

3 RESERVE & SURPLUS:

a GENERAL RESERVE

AT THE BEGINNING OF THE ACCOUNTING PERIOD	42726877	42726877
ADDITIONS DURING THE YEAR	-	-
AT THE END OF THE ACCOUNTING PERIOD	42726877	42726877

b SECURITIES PREMIUM ACCOUNT

AT THE BEGINNING OF THE ACCOUNTING PERIOD	24142500	24142500
ADDITIONS DURING THE YEAR	-	-
Less:- BONUS SHARES ISSUED	-	-
AT THE END OF THE ACCOUNTING PERIOD	24142500	24142500

c SURPLUS

AT THE BEGINNING OF THE ACCOUNTING PERIOD	211611188	229691842
ADDITIONS DURING THE YEAR (BALANCE IN STATEMENT OF PROFIT & LOSS A/C)	1403066	(18080654)
Less : ALLOCATIONS AND APPROPRIATIONS		
INTERIM DIVIDEND	-	-
TAX ON DIVIDEND	-	-
AT THE END OF THE ACCOUNTING PERIOD	213014254	211611188
GRAND TOTAL	279883631	278480564

SHARE APPLICATION MONEY PENDING

4 ALLOTMENT

SHARE APPLICATION MONEY	-	-
	-	-

5 LONG TERM BORROWINGS

a SECURED

(a.) BONDS / DEBENTURES	-	-
(b.) TERM / LOANS	-	-
(c.) LOANS AND ADVANCE/OTHER DUES FROM RELATED PARTIES	-	-
(d.) OTHER LOANS AND ADVANCE	-	-
	-	-

b UNSECURED

(a.) BONDS / DEBENTURES	-	-
(b.) TERM / LOANS	-	-
(c.) LOANS AND ADVANCE/OTHER DUES FROM RELATED PARTIES	33604890	63742390
(d.) OTHER LOANS AND ADVANCE	-	-
	33604890	63742390
GRAND TOTAL	33604890	63742390

6	DEFERRED TAX LIABILITIES (NET)		
	DEFERRED TAX LIABILITIES	-	-
		-	-
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
7	LONG-TERM PROVISIONS:		
	(a) PROVISIONS FOR EMPLOYEE BENEFITS	-	-
	(b) OTHERS	-	-
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
8	CURRENT LIABILITIES		
	SHORT-TERM BORROWINGS:		
	a SECURED		
	(a.) LOANS REPAYABLE ON DEMAND	-	-
	(b.) LOANS AND ADVANCE / OTHER DUES FROM RELATED PARTIES	-	-
	(c.) OTHER LOANS AND ADVANCE	-	-
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
	b UNSECURED		
	(a.) LOANS REPAYABLE ON DEMAND	-	-
	(b.) LOANS AND ADVANCE / OTHER DUES FROM RELATED PARTIES	31814413	8534779
	(c.) OTHER LOANS AND ADVANCE	-	-
		<u> </u>	<u> </u>
		31814413	8534779
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
	GRAND TOTAL	31814413	8534779
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
9	TRADE PAYABLES		
	SUNDRY CREDITORS	26648	26648
		<u> </u>	<u> </u>
		26648	26648
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
10	OTHER CURRENT LIABILITIES		
	INTEREST ACCRUED AND DUE ON		
	a BORROWINGS	-	-
	b CURRENT YEAR,S TAXES PAYABLE	33445	46613
	c TEMPORARY OVERDRAWN BANK BALANCE AS PER BOOKS	40904902	79184691
	d OTHER LIABILITIES PAYABLE	6732012	6762113
		<u> </u>	<u> </u>
		47670359	85993417
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
11	SHORT-TERM PROVISIONS		
	a PROVISIONS FOR EMPLOYEE BENEFITS	-	-
	b LIABILITIES OF EXPENSES FOR EXPENSES PROVISION	-	-
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>

12 FIXED ASSETS

Description	Gross Block				Depreciation				Net Block	
	As at 01/07/2015	Additions	Deductions * Adjustments	As at 31/03/2016	As at 01/07/2015	For the Year	Deductions * Adjustments	Up to 31/03/2016	As at 31/03/2016	As at 30/06/2015
TANGIBLE ASSETS :										
Land	51300	-	-	51300	-	-	-	-	51300	51300
Office Equipments	-	226235	-	226235	-	20578	-	20578	205657	-
Vehicle	13970196	-	-	13970196	11338296	444722	-	11783018	2187178	2631900
Furniture & Fixture	14485093	-	-	14485093	14485093	-	-	14485093	-	-
Office Premises	3533251	-	-	3533251	261538	43799	-	305337	3227914	3271713
Total (A)	32039840	226235	-	32266075	26084927	509099	-	26594026	5672049	5954913
INTANGIBLE ASSETS :										
Software	-	-	-	-	-	-	-	-	-	-
Goodwill**	-	-	-	-	-	-	-	-	-	-
Total (B)	-	-	-	-	-	-	-	-	-	-
Total (A+B)	32039840	226235	-	32266075	26084927	509099	-	26594026	5672049	5954913
Previous Year	48647059	-	-	48647059	42067248	624898	-	42692146	5954913	-
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-
Intangible Assets under-Development	-	-	-	-	-	-	-	-	-	-

13 NON CURRENT INVESTMENT: (Value at cost)

<u>INVESTMENTS IN EQUITY SHARES (QUOTED)</u>	<u>No. of Shares</u>	<u>Amount</u>	<u>No. of Shares</u>	<u>Amount</u>
	-	-	-	-
<u>INVESTMENTS IN SUBSIDIARY EQUITY SHARES (Unquote) Fully Paid-up</u>	<u>No. of Shares</u>	<u>Amount</u>	<u>No. of Shares</u>	<u>Amount</u>
RR INFRA ESATE PVT. LTD.	77,770	48834173	77,770	48834173
RR INVESTORS CAPITAL SERVICES PVT LTD [F.V. ₹10]	1,125,000	20745000	1,000,000	10000000
RR INSURANCE BROKERS PVT. LTD. [F.V. ₹10]	2,500,000	56700000	2,500,000	56700000
ARIX CONSULTANT PVT. LTD. [F.V. ₹10]	50,000	500000	50,000	500000
RR EQUITY BROKERS PVT. LTD.	100,000,000	114760304	100,000,000	114760304
RR FINCAP PVT. LTD. [F.V. ₹1]	20,000,000	20000000	20,000,000	20000000
GRAND TOTAL		261539477		250794477
Aggregate Amount of Quoted Investments	-	-	-	-
Market Value of Quoted Investments	-	-	-	-
Aggregate Amount of Unquoted Investments	261,539,477		250,794,477	

14 DEFERRED TAX ASSETS (NET):

TDS & ADVANCE TAX	0	0
	<u>0</u>	<u>0</u>

15 LONG TERM LOANS AND ADVANCES:

LOAN AND ADVANCE / OTHER DUES TO RELATED PARTIES	156348792	210024599
SECURITY DEPOSITS TO RELATED PARTIES	-	-
SECURITY DEPOSITS TO OTHERS	3633813	3108813
(Unsecured Considered Good Unless Otherwise Stated)	<u>159982605</u>	<u>213133412</u>

16	OTHER NON-CURRENT ASSETS		
	MISC . EXPENDITURE		
	<i>(To the Extent Not Written Off or Adjusted)</i>		
	PRELIMINARY & PRE OPERATIVE EXPENSES		
	OPENING BALANCE/ADDITION	-	-
	LESS: WRITTEN OFF DURING THE YEAR	-	-
		-	-
		-	-
17	CURRENT ASSETS		
	CURRENT INVESTMENTS	-	-
		-	-
		-	-
18	INVENTORIES: (Valued at Lower of Cost or Market Price)		
	<i>(As Taken Valued & Certified by the Management)</i>		
a	STOCK IN TRADE (In Respect of Shares / Bonds Acquired for Trading)	9775902	9801211
	<i>* Please Refer sub-note 18(a) for details</i>		
b	OTHERS;	-	-
		9775902	9801211
		9775902	9801211

Stock in Trade (In Respect of Shares / Bonds Acquired for Trading) Sub-Note 18 (a)

Name of Scripts	As at 31 st March, 2016		As at 30 th June, 2015	
	No. of Shares / Debenture	Amount ₹	No. of Shares / Debenture	Amount ₹
QUOTED SHARE				
A P RAYON LTD	450	8865	450	8865
ELDER HEALTH CARE	500	6010	500	18500
GUJARAT INJECT LTD.	150	232	150	232
ESSAR SECURITIES LTD.	400	10520	400	12900
K.C. TEXTILES	100	1325	100	1325
MODI MIRRORLESS BLACK STONE LTD (NEW NAME:- MAN DIESEL & TURBO INDIA LTD)	0	0	5000	5250
MOTOROL INDIA LTD	1000	2100	1000	2100
MOTOROL INDIA LTD(BONUS)	1000	0	1000	0
NAMASTE EXPORT LTD	100	1040	100	1040
PAL PEUGEOT	123300	73980	123300	73980
PARASRAM PURIA SYNTHETICS LTD.	100000	95000	100000	95000
PASUPATI SPINNING & WEAVING MILL LTD.	30	656	30	195
PCS DATA GENERAL LTD;	450	4500	450	4500
PITTE CEMENT	10000	40000	10000	40000
RAJASHTAN BREWARIES	4200	29325	4200	29325
RINKI PETRO	4000	1000	4000	1000
SANGHI POLYESTERS LTD.	100	165	100	165
ISGEC HEAVY ENGINEERING LTD (FORMALLY SARASWATI INDUSTRIAL SYNDICATE LTD)	0	0	380	7030
SARLA CREDIT & SECURITIES LTD	5300	2123070	5300	2123070
TANFAC INDUSTRIES LTD	100	1950	100	1470
WINSOME YARNS LTD	1800	3078	1800	2178
RATHI ALLOYS STEEL LTD.	100	1700	100	1700
A P RAYON LTD		2404516		2429825
UNQUOTED SHARE				
DISCO ELECTRONICS	500	2250	500	2250
ESANDA FINANCE & LEASING LTD	18000	270000	18000	270000
NARAYAN TRAVELS & TOURS LTD	350000	3500000	350000	3500000
NARAYAN TRAVELS & TOURS LTD(RRSSBL)	200000	2000000	200000	2000000
SPARTEK GOODS (P) LTD	3000	1500000	3000	1500000
TOTAL OF UNQUOTED SHARES		7272250		7272250
UNQUOTED DEBENTURE				
PASUPATI SPINNING & WEAVING MILLS	3230	80750	3230	80750
TOTAL OF UNQUOTED DEBENTURES		80750		80750
QUOTED DEBENTURE / SECURITIES				
DCM SHRI RAM CONSOLIDATE (NCD)	33	2211	33	2211
HERDILA UNIMERS LTD. (NCD)	10	625	10	625
ICICI LTD.	14	5600	14	5600
NIWAS SPINNING (FCD)	4975	9950	4975	9950
TOTAL OF QUOTED DEBENTURES		18386		18386
TOTAL STOCK		9775902		9801211

19	TRADE RECEIVABLES: (Unsecured Considered Good Unless Otherwise Stated)		
	(1) DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTH (From the Date they are Due)	-	-
	(2) OTHER DEBTS	611315	1222812
		<u>611315</u>	<u>1222812</u>
20	CASH & CASH EQUIVALENTS :		
	(a) BALANCE WITH BANKS		
	IN FIXED DEPOSITS		
	IN CURRENT ACCOUNTS	417156	347823
	(b) CHEQUES,DRAFTS ON HAND	-	-
	(c) CASH ON HAND	60000	700000
		<u>477156</u>	<u>1047823</u>
21	SHORT TERM LOANS & ADVANCES: (Unsecured Considered Good Unless Otherwise Stated)		
	ADVANCES RECOVERABLE IN CASH OR- IN KIND FOR THE VALUE TO BE RECEIVED		
	(1) LOAN AND ADVANCE / OTHER DUES TO RELATED PARTIES	29833024	21097080
	(2) RECIEVABLE FROM REVENUE AUTHORITIES	3584198	8636692
	(3) CURRENT YEARS TAXES RECOVERABLE(NET OF LIABILITY)	733074	28218
	(3) SHARE APPICATION MONEY TO SUBSIDIARY COMPANYS	-	-
	(5) OTHERS	31485640	35755660
		<u>65635936</u>	<u>65517650</u>
22	OTHER CURRENT ASSETS:		
	PREPAID EXPENSES	-	-
		<u>-</u>	<u>-</u>
23	REVENUE FROM OPERATIONS		
	Investment Income		
	* INCOME FROM SECURITIES TRADING (NET)	2655756	(3692)
	BROKERAGE, CONSULTANCY & AUILLIARY SERVICES	7004211	8292475
	OTHER OPERATING REVENUES	-	-
	NET REVENUE FROM OPERATIONS	<u>9659967</u>	<u>8288783</u>
	* Income from securities trading net of (after reducing value of purchase ₹0/- and value of opening stock ₹98,01,211/- from value of sale ₹26,81,064.59/- and value closing stock ₹97,75,902/- in previous year Income from securities trading net of (after reducing value of purchase ₹0/- and value of opening stock ₹98,04,903/- from value of sale ₹0/- and value closing stock ₹98,01,211/-		
24	OTHER INCOME:		
	INTEREST INCOME	596181	563896
	DIVIDEND INCOME	124144	1040891
	NET GAIN/LOSS ON SALE OF FIXED ASSESTS	-	-
	OTHER NO-OPERATING INCOME	5537	13041
		<u>725862</u>	<u>1617828</u>
25	EMPLOYEE BENEFITS EXPENSE		
	SALARY AND WAGES	900000	-
	DIRECTOR,S REMUNERATIONS	720000	960000
	CONTRIBUTION TO PROVIDENT FUND & ESI	-	-
	ARREAR PROVIDENT FUND & ESI	-	-
	OTHER EXPENSES	-	-
	WORKERS AND STAFF WELFARE	-	-
	BONUS	-	-
		<u>1620000</u>	<u>960000</u>

26	<u>FINANCIAL COSTS:</u>		
	INTEREST EXPENSES	-	-
	INTEREST TO BANK	-	-
	INTEREST TO PARTIES/DISTRIBUTORS (NET)	-	-
	INTEREST TO BANK ON VEHICLE LOAN	-	-
	INTERST ON TDS & OTHER TAXES	240	11289
	OTHER BORROWING COSTS	-	-
		240	11289
		240	11289
27	<u>DEPRECIATION AND AMORTZATION EXPNSE:</u>		
	DEPRECIATION	509099	624898
	PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	-	-
		509099	624898
		509099	624898
28	<u>OTHER EXPENSES:</u>		
	ADVERTISEMENT EXPS./BUSINESS PROMOTION EXP.	324903	217243
	BANK CHARGES	20741	13912
	ELECTICITY WATER & SANITARY EXP.	118943	168292
	GENERAL EXPENSES	646997	459888
	INSURANCE	139144	132231
	LEGAL EXPENSES	92952	254481
	PAYMENT TO THE AUDITORS	50000	50000
	POSTAGE & COURIER EXP.	25071	45173
	PROFESSIONAL CHARGES	720000	960000
	RENT & MAINTNANCE	1719000	449633
	REPAIR & MAINTENANCE EXP.	384742	99073
	SUB BROKERAGE / COMMISSION & INCENTIVES ETC.	1125360	5078812
	SUBSCRIPTION/MEMBERSHIP FEES	166450	258544
	TELEPHONE EXP.	486756	787929
	VEHICLE RUNNING EXP.	52249	22041
	GRAND TOTAL	6073309	8997252
		6073309	8997252
29	<u>EARNINGS PER SHARES</u>		
a	Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	1403066	(18080654)
b	Weighted Average number of Equity Shares used as denominator for calculating EPS	11060700	11060700
c	Basic and Diluted Earnings per Share (₹)	0.13	(1.63)
d	Face Value per Equity Share (₹)	10	10

30 RELATED PARTY DISCLOSURE

As per Accounting Standard 18, the disclosures of transactions with the related parties given below:

a List of Related Parties (as identified and certified by the Management)
Parties where control exists

S. No.	Name of the Related Parties	
1	Arix Consultants Pvt. Ltd.	Subsidiary
2	RR Equity Brokers Pvt. Ltd.	Subsidiary
3	RR Fincap Pvt. Ltd.	Subsidiary
4	RR Infra Estates Pvt. Ltd.	Subsidiary
5	RR Insurance Broker Pvt. Ltd.	Subsidiary
6	RR Investors Capital Services Pvt. Ltd.	Subsidiary
7	Lakshmi Narayan Infra Estates Pvt. Ltd .	Associates
8	Priya Darshan Real Estate Pvt. Ltd.	Associates
9	RR Commodity Broker Pvt. Ltd.	Associates
10	RR Information & Investment Research Pvt. Ltd.	Associates
11	RR Investor Distribution Company Pvt. Ltd.	Associates
12	RR Investor Securities Trading Pvt. Ltd.	Associates
13	RR Investors Retail Services Pvt. Ltd.	Associates
14	RR IT Solution Pvt. Ltd.	Associates
15	RR Land Estate Pvt. Ltd.	Associates

S. No.	Key Management Personal	
1	RAJAT PRASAD	MANAGING DIRECTOR
2	MANISH AGARWAL	DIRECTOR
3	RITU PRASAD	DIRECTOR

b **Transaction during the year with related parties**

S. No.	Nature of Transaction	(₹ in Lakhs)				
		31 st March, 2016		30 th June, 2015		31 st March, 2016 Key Management
		Subsidiary Co.	Associate Co.	Subsidiary Co.	Associate Co.	
1	Sale of Bonds	-	-	-	-	-
2	Purchase of Bonds	-	-	-	-	-
3	Sale of Services / Allocation of Exp.	15.00	-	72.73	-	-
4	Purchase Services / Allocation of Exp.	5.80	-	76.08	-	-
5	Sale of Propriety	-	-	-	-	-
6	Investment	2,615.39	-	2,507.94	-	-
7	Amount Due from us as at	336.05	-	642.85	-	318.14
8	Amount Due to us as at	1,861.82	-	2,311.22	-	-
9	Director Remuneration	-	-	-	-	7.20

31 **Contingent Liabilities and Commitments**

(to be extent not provided for)

(i) Contingent liabilities shall be classified as:

(a) Claims against the company not acknowledged as debts; Claim by the clients against issuer company having Govt. Guarantee for recovery of Bonds amount in which RR Financial has been made a party.	569.90 Lac
(b) Bank guarantees outstanding against Loan for subsidiary Co.	29 Lac
(c) Bank guarantees outstanding against Stock Exchange for subsidiary Co.	900 Lac
(d) Other money for which the company is contingently liable	Nil

(ii) Commitments shall be classified as:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	Nil
(b) Uncalled liability on shares and other investments partly paid;	Nil
(c) Other commitments (specify nature)	Nil

32 **Segment Reporting**

As per the management all fees are received from financial services and capital market. Therefore in accordance with accounting standard 17 on segment reporting, financial services is the only reportable business segment and cannot be segregated. In the circumstances segment information required by AS 17 of the Institute of Chartered Accountants of India, cannot be furnished.

33 **Micro, Small and Medium Enterprises Development Act, 2006**

On the basis of information and record available with the Management, the following disclosure pursuant to the above Act are made for the amounts due to the Micro and Small Enterprises, who have registered with the competent authorities:

Particulars	(Amount in ₹)	
	2015-16	2014-15
The principal amount and the interest due thereon remaining unpaid to any Micro / Small Supplier	Nil	Nil
The interest by the buyer as above, along with the amount of payment made beyond the appointed date during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small / Micro Enterprises	Nil	Nil

34 **Foreign Currency Transaction**

Expenditure incurred in Foreign Currency	Nil
Income in foreign currency	Nil
Other information	Nil

- 35 **DEFERRED TAX**
The management has not provided / accounted for deferred tax liability / assets in terms of accounting standard (A.S. – 22) on 'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India as the same is not expected to be realized in the foreseeable future.
- 36 In the opinion of the Board of Directors, all assets other than fixed assets have a value on realization in the ordinary course of Business at least equal to the amount at which they are stated unless specified otherwise.
- 37 No provision has been made for amount of ₹ 3 Crore Paid against claim by an Investor as same is recoverable from issuer company.
- 38 Parties accounts whether are debit or credit are subject to reconciliation and confirmation.
- 39 Bank balances whether in debit or credit are subject to confirmation and reconciliation.
- 40 Previous year figures are regrouped and rearrange wherever necessary so as to make them comparable with those of the current year.
- 41 Pursuant to section 2(41) of the companies act, 2013 requires company to have its financial year ending on 31st march Accordingly, the company has adopted the change from the current financial year and the figures for the current financial year of the company is for nine months period i.e. from 1st July, 2015 to 31st march, 2016, whereas the figures for the previous year are for 12 month. Hence the figures for the current financial year are not comparable to those of the previous year.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

RAJAT PRASAD (Managing Director) DIN:- 00062612
RITU PRASAD (Director) DIN:- 02341947
FARHA NAAZ (Company Secretary)

VIJAY MALIK (CFO)

PLACE: New Delhi
DATED: 30th May, 2016

AUDITOR'S REPORT
Signed in Terms of Our Separate Report of Even Date.

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
Firm Regn No.011984N

SANDEEP GUPTA
(Partner)
Membership No. 090039

Financial Statistics

BALANCE SHEET	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
Share Capital	55391000	55391000	55391000	55391000	110694500	110694500	110694500	110694500	110694500	110694500
Reserve & Surplus	202242747	255677158	273454204	317049276	282933942	303213048	296513836	296561218	278480565	279883631
Deferred tax	-	-	-	-	-	-	-	-	-	-
Borrowings	193070	2266411	2829488	7392086	5104757	61013556	52307395	118269290	72277169	65419302
Current, Non-current liability & provisions	61875371	54951859	96735819	55698995	77117595	8049233	43441205	25250726	86020064	47697007
TOTAL SOURCES OF FUNDS	319702188	368286428	428410511	435531357	475850794	482970337	502956936	550775734	547472298	503694440
Net tangible and intangible Assets	92882553	65670848	47183678	34558405	13172999	14374638	200545515	224445223	219088325	165654654
Investments	115788972	195052277	234122019	213294277	225794477	225794477	250794477	250794478	250794477	261539477
Stock in Trade	13374393	13356547	13022557	12952522	9836602	9816608	9818421	9804903	9801211	9775902
Cash and bank balances	2246013	3037081	2967348	449429	581697	506570	631549	1252638	1047823	477156
Other current assets	95287687	91047105	131050035	174252695	226465019	232478044	41166974	64478492	66740462	66247251
Miss. Expenditure	122570	122570	64874	24029	-	-	-	-	-	-
TOTAL APPLICATION OF FUNDS	319702188	368286428	428410511	435531357	475850794	482970337	502956936	550775734	547472298	503694440
PROFIT & LOSS ACCOUNT	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
Revenue from operations	47756553	96553547	95325183	87499348	110564132	40523693	21935890	26942102	9906610	10385828
Expenses	36975377	33531651	47757333	37534978	57522891	16992683	24323872	25193013	9957251	7693309
Interest	-	-	-	-	-	385891	377459	36414	11289	240
Depreciation/Amortisation	3758643	3717989	2038216	2869299	2636962	2866013	2430722	1665292	624898	509099
Operating Profit/(loss)	7022533	59303907	45529634	47095071	50404279	20279106	(5196163)	47383	(686828)	2183180
Less: Exceptional Item	4742166	-	-	-	22033952	-	-	-	16397052	-
Profit Before taxes	2654922	59303907	45529634	47095071	28370327	20279106	1503048	47382	(17083880)	2183180
Taxes	1256054	2388691	13666762	3500000	800000	-	-	-	996774	780114
Profit After Taxes	1398868	56915216	31862871	43595071	27570327	20279106	(6699212)	47382	(18080653)	1403066
Equity Dividend (%)	-	-	10	10	-	-	-	-	-	-
Equity Dividend (₹)	-	-	1	1	-	-	-	-	-	-



R R Financial Consultants Limited

**Registered Office: 412-422, 4TH Floor, Indraprakash Building, 21 Barakhamba Road
New Delhi-110001**

CIN: L74899DL1986PLC023530, Ph. No: 011-23354802, Email Id: pamdrr@rrfcl.com

Website: www.rrfcl.com

PROXY FORM

Name of the member(s) :
Registered Address :
E-mail Id :
Folio No./ DP ID-Client ID No. :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1) Name :Address :

Email Id :Signature :or failing him;

1) Name :Address :

Email Id :Signature :or failing him;

2) Name :Address :

Email Id :Signature :or failing him;

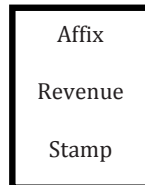
as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **Twenty Ninth Annual General Meeting** of the Company, to be held on Thursday the 29th September, 2016 at 9.00 a.m. at 13/24 Village Daulatpur, New Delhi - 110043 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2.	To appoint a director in place of Ms. Ritu Prasad (DIN: 02341947), who retires from office by rotation and being eligible, offers himself for re- appointment.
3.	To re-appoint M/s Sandeep Ramesh Gupta & Co. (Firm Regn.011984N) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.
Special Business	
4.	To appoint Mr. Aditya Chandra (DIN No. 05178174) as Independent Director
5.	To appoint Mr. Gautam Saha (DIN No. 07602791) as Independent Director
5.	To pass resolution on service of documents under Section 20 of the Companies Act, 2013 and other applicable provisions, if any

Signed this.....day of.....2016

Signature of Shareholder :

Signature of Proxy holder :



NOTE :

1. This form of Proxy, in order to be effective, should be deposited duly completed at the Registered Office of the Company, at 412-422, 4th Floor, Indraprakash Building, 21 Barakhamba Road, New Delhi - 110001 not less than Forty-Eight (48) Hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Ninth Annual General Meeting.



R R Financial Consultants Limited

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Website: www.rrfcl.com

ATTENDANCE SLIP

(Particulars to be completed by Member/Proxy)

Name of Member :

(In Block Letters).

Folio Number/DP. Id*/CLIENT Id*:

No. of Shares held :

Name of Proxy, if attending for Member :

(in Block Letters)

I hereby record my presence at the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Company on 29th September, 2016 at 9.30 a.m. at 13/24 Village Daulatpur, New Delhi – 110043.

.....

Member's/Proxy's Signature**

To be signed at the time of handing over the slip.

**Applicable if shares are held in electronic form

MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE MEETING. NO COPY OF THE REPORT WILL BE DISTRIBUTED AT THE MEETING.

If undelivered, please return to:



R R Financial Consultants Limited

CIN: L74899DL1986PLC023530

Registered Office: 412-422, 4TH Floor,

Indraprakash Building, 21 Barakhamba Road

New Delhi-110001

Ph. No: 011-23354802, Email Id: pamdr@rrfcl.com