

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

**CIN: L74899DL1986PLC023530, Ph. No: 011-44441111, Email Id:pamdr@rrfcl.com/cs@rrfcl.com  
Website:www.rrfcl.com**

## NOTICE

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Notice is hereby given that the **Thirty Sixth Annual General Meeting (36<sup>th</sup>AGM)** of the members of **RR Financial Consultants Limited** will be held on the Thursday, 28<sup>th</sup> September 2023 at 12:00 P.M.through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

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### 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 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors & Auditors thereon.**

"RESOLVED THAT the Audited Standalone Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint a director in place of Mrs. Priyanka Singh (DIN 05343056), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mrs. Priyanka Singh (DIN 05343056), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Non- Independent Director of the Company."

- 3. To re-appoint M/s G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN: 017851N), as a Statutory Auditors of the Company for the second term of five consecutive years.**

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

"RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the consent of the shareholders of the Company be and is hereby accorded to appoint M/s G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN: 017851N) as the Statutory Auditors of the Company for the second term of five consecutive years i.e. from the F.Y. 2023-24 to F.Y. 2027-28, who shall hold office from the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 41<sup>st</sup> AGM of the Company, at a remuneration as may be decided by the, Board of Directors of the Company in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

**SPECIAL BUSINESS****4. Approval of Name Change of the Company**

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

**“RESOLVED THAT** pursuant to Section 4(4) and 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “R R FINANCIAL CONSULTANTS LIMITED” to “RR FINANCE LIMITED/” or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Delhi and Haryana and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**FURTHER RESOLVED THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is RR FINANCE LIMITED/ or any other name as approved by Registrar of the Companies,

**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**FURTHER RESOLVED THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any name as approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, NCT & Delhi for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company.”

**5. Approval for material related party transaction(s) u/s 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) to be entered by the Company with the respective related parties and for the maximum amounts per annum, as may be decided by the Board and recommended and reviewed by Audit Committee as mentioned herein below;

Sr. No	Nature of transactions as per Section 188 of the Companies Act, 2013	Interested Director	Name of the related party	Details of the counterparty	Maximum Amounts
1.	Any other transaction, Borrowings, Investment	Rajat Prasad	Arix Consultant Pvt. Ltd.	Subsidiary	10 Lac
2.	Any other transaction, Loans and Advances	Rajat Prasad	Priya Darshan Real Estate Pvt. Ltd.	Subsidiary	1 Crore
3.	Any other transaction, Borrowings		Rajat Prasad	Subsidiary	2.5 Crore
4.	Any other transaction, Borrowings	Rajat Prasad	RR Information And Investment Research Pvt. Ltd.	Subsidiary	15 Lacs
5.	Any other transaction, Borrowings(Square up during the period ),	Rajat Prasad	RR Insurance Brokers Private Limited	Subsidiary	2.50 Crore
6.	Any other transaction, Borrowings, Commission given, Bank Guarantee	Rajat Prasad	RR Investors Capital Services Private Limited	Subsidiary	B- 3.5 Crore
					C- 2.5 Crore
					G- 10 Crore
7.	Any other transaction, Borrowings, Bank Guarantee	Rajat Prasad	RR Equity Brokers Private Limited	Subsidiary	B- 25 Lac
					G- 6 Crore
8.	Any other transaction, Borrowings	Rajat Prasad	RR Investors Security Trading Pvt. Ltd.	Subsidiary	2.5 Crore
9.	Loan	Rajat Prasad	RR Fine Art Enterprises Pvt. Ltd.	Subsidiary	10 Lac
10.	Loan	Rajat Prasad	Shivom Infra Estates Pvt. Ltd.	Subsidiary	10 Lac
11.	Loan	Rajat Prasad	RR Infra Estate Pvt. Ltd.	Subsidiary	20 Crore
12.	Investment	Rajat Prasad	RR Fincap Private Limited	Subsidiary	-

**“RESOLVED FURTHER THAT** the board of directors of the Company and/or a committee thereof or the Compliance Officer of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and to enter into, sign, execute, renew, modify and amend such agreements, documents and writings and to make such filings, and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, in the best interest of the Company.”

**6. Approval for increasing borrowing limits of the Board of Directors of the Company u/s 180 of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed **INR. 100,00,00,000/- (India Rupees One Hundred**

Crore Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

**7. Approval for creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing u/s 180 of the Companies Act, 2013.**

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

"**RESOLVED THAT** pursuant to Section 180 of the Companies Act, 2013 and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of the financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "**Lending Agencies**")/Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crore Only)** together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Facility Agreements/Debtenture Trust Deeds to be entered into by the Company in respect of the said borrowings."

"**RESOLVED FURTHER** that the Board of Directors of the Company or Committee thereof be and is hereby authorised to finalise with the Lending Agencies/Trustees the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above Resolution."

**8. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013**

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

"**RESOLVED THAT**, in supersession of all the earlier resolutions passed, pursuant to the provisions of section 186 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, as amended from time to time and subject to Memorandum and Articles of Association of the company and further subject to such other consents and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to:

- (a) make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and

- (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under section 186 of the Act up to an aggregate sum of **INR. 100,00,00,000/- (Indian Rupees One Hundred Core only)**, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board **may exceed 60 percent** of its paid-up share capital, free reserves and securities premium account or **100 percent** of its free reserves and securities premium account, whichever is more.

**FURTHER RESOLVED that** the consent of the members be and is hereby accorded to the Board to invest in the **subsidiary companies**, associate companies, related parties, make loans to them; provide guarantees/security (**including counter guarantees to each other**) on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

**FURTHER RESOLVED that** the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loans, securities, guarantees as they deem fit and in the best interest of the company and take all such steps as may be necessary in that regard.

**FURTHER RESOLVED that** the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

**For and on behalf of the Board**

Sd/  
**Rajat Prasad**  
Managing Director

Date: 04.09.2023  
Place: New Delhi

## ANNEXURE TO NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING

Explanatory Statement: As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4,5,6,7 & 8 of the accompanying Notice.

### ITEM NO. 4 APPROVAL OF NAME CHANGE OF THE COMPANY:

The Board of Directors of the Company in its meeting held on 9th February 2023 decided to change the name of the Company from “R R FINANCIAL CONSULTANTS LIMITED to RR FINANCE LIMITED //any other name as approved by ROC on recommendation of Board of Directors”] as the Board considered the same as an auspicious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

Further there is no work of consultancy in the company so these names are deemed to be fit. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders approval.

### ITEM NO.5: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) U/S 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), the Company is required to obtain consent of the Board of Directors and to take prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from 01st April, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous

transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of Special Resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2023-24:

Nature of transactions as per Section 188 of the Companies Act, 2013	Interested Director	Name of the related party	Details of the counterparty	Maximum Amounts
Any other transaction, Borrowings, Investment	Rajat Prasad	Arix Consultant Pvt. Ltd.	Subsidiary	10 Lac
Any other transaction, Loans and Advances	Rajat Prasad	Priya Darshan Real Estate Pvt. Ltd.	Subsidiary	1 Crore
Any other transaction, Borrowings		Rajat Prasad	Subsidiary	2.5 Crore
Any other transaction, Borrowings	Rajat Prasad	RR Information And Investment Research Pvt. Ltd.	Subsidiary	15 Lacs
Any other transaction, Borrowings(Square up during the period ),	Rajat Prasad	RR Insurance Brokers Private Limited	Subsidiary	2.50 Crore
Any other transaction, Borrowings, Commission given, Bank Guarantee	Rajat Prasad	RR Investors Capital Services Private Limited	Subsidiary	B- 3.5 Crore
				C- 2.5 Crore
				G- 10 Crore
Any other transaction, Borrowings, Bank Guarantee	Rajat Prasad	RR Equity Brokers Private Limited	Subsidiary	B- 25 Lac
				G- 6 Crore
Any other transaction, Borrowings	Rajat Prasad	RR Investors Security Trading Pvt. Ltd.	Subsidiary	2.5 Crore
Loan	Rajat Prasad	RR Fine Art Enterprises Pvt. Ltd.	Subsidiary	10 Lac
Loan	Rajat Prasad	Shivom Infra Estates Pvt. Ltd.	Subsidiary	10 Lac
Sale of fixed assets	Rajat Prasad	RR Infra Estate Pvt. Ltd.	Subsidiary	17.5 Crore
Investment	Rajat Prasad	RR Fincap Private Limited	Subsidiary	-

#### ITEM NO. 6: APPROVAL FOR INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY U/S 180 OF THE COMPANIES ACT, 2013:

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demandor within six months from the date of the loan such as short-term, cash credit arrangements, the

discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed **100,00,00,000/- (Rupees One Hundred Crore Only)** from banks, financial institution(s), foreign lender, body corporate entity (ies), authority(ies) in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 6 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

**ITEM NO. 7: APPROVAL FOR CREATION BY THE BOARD OF DIRECTORS OF THE COMPANY OF SUCH MORTGAGES, CHARGES AND HYPOTHECATIONS IN ADDITION TO THE EXISTING U/S 180 OF THE COMPANIES ACT, 2013.**

As per the provisions of Section 180 of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of the financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies")/Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not **exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only)** together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 of the Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 7 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

**ITEM NO. 8: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

As per sub-section (2) & (3) of section 186 of the Companies Act, 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to-

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, the Board of Directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item no 8.



The said approval is sought keeping in mind the fund requirements of company's subsidiaries / sister concerns in the group companies to meet urgent needs from time to time to yield and grow in business segment.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

#### NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020, and General Circular No. 21/2021 dated December 14, 2021 respectively, and general circular No. 02/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 36<sup>th</sup> AGM of the Company will be held through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

In compliance with applicable provisions of the companies Act, 2013 (the Act) read with aforesaid MCA Circular the 36<sup>th</sup> Annual General Meeting of the company being conducted through Video Conferencing (VC) (herein after called as “E-AGM”).

2. Company has engaged M/s Link Intime (India) Pvt. Limited (LIPL) for providing facility for voting through remote e-Voting, VC/OAVM Facility for convening the 36<sup>th</sup> AGM and e-Voting during the AGM.
3. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
4. In line with the MCA Circulars and SEBI Circular, the Notice of the 36<sup>th</sup> AGM and Annual Report 2022-23 will be available on the website of the Company at [www.rrfcl.com](http://www.rrfcl.com) under Investors section, on the website of BSE at [www.bseindia.com](http://www.bseindia.com). The Notice of the 36<sup>th</sup> AGM will also be available on the website of LIPL at <https://instavote.linkintime.co.in>
5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 36<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 36<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 36<sup>th</sup> AGM.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an

agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

7. The members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.
8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. Members may join the 36th AGM through VC/OAVM Facility by following the procedure as mentioned in this Notice; Members can join the E-AGM 15 minutes before and after the schedule time of commencement of the meeting.
10. Members may note that the VC/OAVM Facility, provided by LIIPL, allows participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 36th AGM without any restriction on account of first-come-first-served principle.
11. Attendance of the Members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In case of joint holders, the member whose name appears as the First holder in the order of the name as per register of Members of the Company will be entitled to vote during the AGM.
13. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 (Declaration to opt-out) or SH-14 (Change in Nominee) as the case may be. The said forms can be downloaded from the Company's website [http://www.rrfcl.com/Investor\\_Relations.aspx#](http://www.rrfcl.com/Investor_Relations.aspx#). Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. ('RTA') in case the shares are held in physical form.
14. 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.
15. To support the "Green Initiative" and as per SEBI vide circular no. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's RTA - Link Intimed India Pvt. Ltd., for any assistance in this regard.

16. The Register of Members and the Share Transfer books shall remain closed from **22.09.2023 to 28.09.2023** (both days Inclusive).
17. Members desiring any information as regards accounts or any matter to be placed at the Annual General Meeting (AGM) 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 through email to [cs@rrfcl.com](mailto:cs@rrfcl.com).
18. A Member receive an email from **M/s Link Intime India Private Limited** (for members whose Email IDs are registered with the Company's Registrar and Transfer Agent i.e. **M/s Link Intime India Private Limited**).
19. The requisite Registers as required under the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@rrfcl.com](mailto:cs@rrfcl.com).
20. **Process and manner for attending the Annual General Meeting through InstaMeet:**
  1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
    - ▶ Select the "Company" and 'Event Date' and register with your following details: -
      - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
        - Shareholders/ members holding shares in **CDSL Demat account** shall provide 16 Digit Beneficiary ID
        - Shareholders/ members holding shares in **NSDL Demat account** shall provide 8 Character DP ID followed by 8 Digit Client ID
        - Shareholders/ members holding shares in **physical form** shall provide Folio Number registered with the Company
      - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not Updated their PAN with the Depository Participant (DP)/ Company shall use the Sequence number provided to you, if applicable.
      - C. **Mobile No.:** Enter your mobile number.
      - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
    - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeetwebsite.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id [cs@rrfcl.com](mailto:cs@rrfcl.com) created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/against’.
5. After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

LinkIntime India Private Limited

## 21. VOTING THROUGH ELECTRONIC MEANS:

1. 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 **M/s Link Intime India Private Limited**.
2. 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 **25<sup>th</sup> September, 2023 at 9:00 AM** and ends on **27<sup>th</sup> September, 2023 at 5:00 PM** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21<sup>st</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by **M/s Link Intime India Private Limited** for voting thereafter.

### Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e.

LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
  
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
 

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

**A. User ID:**

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

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not

updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

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

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

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

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

Click "confirm" (Your password is now generated).

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

#### Cast your vote electronically:

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

#### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at :

securities in demat mode with NSDL	022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

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

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
  - o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.
- *In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.*
  - *Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.*
  - *The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

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

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

### InstaVote Support Desk Link Intime India Private Limited

#### ➤ Other Instructions

- i) The E-voting period commences on **25<sup>th</sup> September 2023 at 9:00 a.m.** and ends on **27<sup>th</sup> September, 2023 at 5:00 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **21<sup>st</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by **27<sup>th</sup> September, 2023 at 5:00 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 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.
- v) 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.
- vi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (**[www.rrfcl.com](http://www.rrfcl.com)**) and on the **M/s Link Intime India Private Limited** website **<https://instavote.linkintime.co.in>** 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 APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015:

1.

Particulars	Mrs. Priyanka Singh
Date of Birth	23.01.1987
Qualification	B.Com(H), MBA
Date of Joining the Board	05.01.2018
Profile of Director	Non Executive Women Director
Directorship held in other Companies (excluding section 8 Companies)	11
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	58273

For and on behalf of the Board

Sd/  
Rajat Prasad  
Managing Director

Date: 04.09.2023  
Place: New Delhi