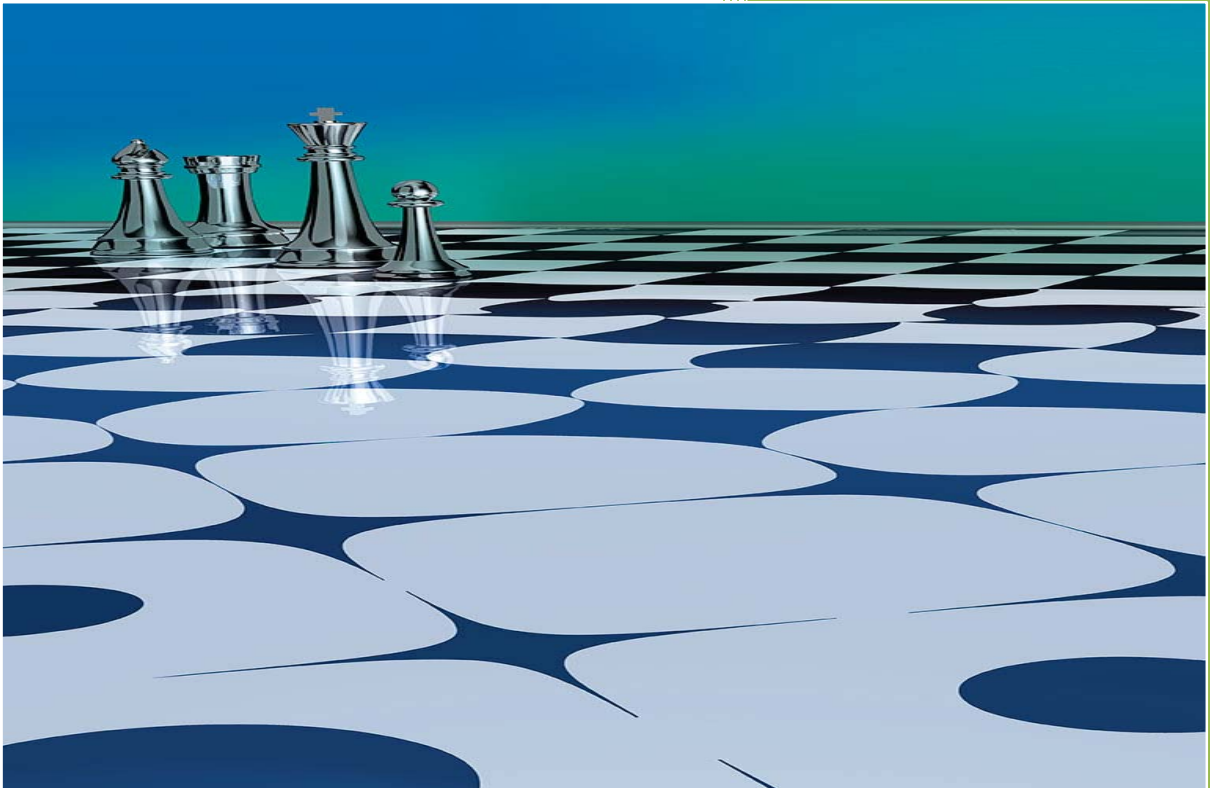


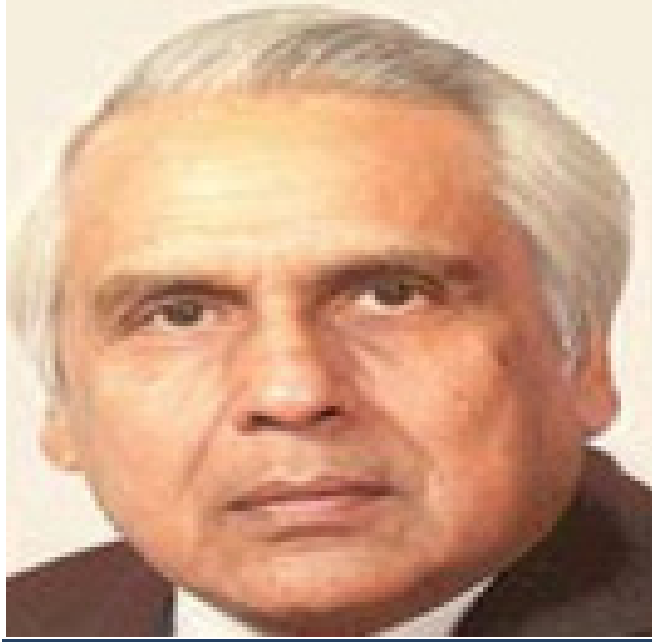


2014-15

28th Annual Report



RR FINANCIAL
CONSULTANTS LIMITED



A TRIBUTE TO OUR CHAIRMAN

(1990-2014)

Shri. Raghunandan Prasad Ji our Chairman passed away on 7th December, 2014. He was the father of Shri. Rohit Prasad & Shri. Rajat Prasad- Founders of the Company.

Mr. Raghunandan Prasad, B.Com, L.LB, FCA, MBA served as a Chairman at RR Financial Consultants Ltd. since June 15, 1990. Mr. Prasad had diversified business experience in Merchant Banking & Financial Services related areas. Prior to that he retired as the Chairman of Indian Airlines.

Mr. Prasad passed away on December 07, 2014. To this gentleman on behalf of our employees, investors, Board and Executive team of the Company wish to convey their sincerest condolences to his family. He will be sadly missed by RR Group.

His vision leadership and guidance have been an inspiration to RR Group.

Table of Contents

Chairman's Speech.....	1
Board of Directors.....	2
Notice to Shareholder.....	5
Director's Report	12
Corporate Governance Report	33
Management's Discussion and Analysis.....	48
Consolidated Accounts.....	58
Standalone Accounts.....	76
Attendance Slip & Proxy Form.....	91



Chairman's Speech.....

DEAR STAKEHOLDERS

I am pleased to present before you 28th Annual Report of "RR Financial Consultants Limited" (RRFC) and would like to thank you for having reposed your confidence in RRFC. RRFC 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**

Board of Directors.....

Mr. Rajat Prasad

(Managing Director & Chairman)

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

(Non Executive Director)

She is MBA and having 20 years varied experience in areas of management, marketing etc

Mr. Mahesh Chandra

(Non-Executive –Independent Director)

He is B. Tech MS (USA) and has 27 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.



ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

Ms. Ritu Prasad- Non Executive Director
Mr. Rajat Prasad- Executive-Chairman & Managing Director
Mr. Mahesh Chandra- Independent Director

COMPANY SECRETARY

Ms. Farha Naaz

STATUTORY AUDITOR

M/s Sandeep Ramesh Gupta & Co.
90/31B, First Floor, Malviya Nagar
New Delhi-110017

SECRETARIAL AUDITOR

Sudhir Arya & Associates
Company Secretaries
507, 5th Floor
Amba Tower, DC Chowk,
Sector 9, Rohini Delhi-110085

REGISTRAR & SHARE TRANSFER AGENT

M/s Linkin Time 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

REGISTERED OFFICE

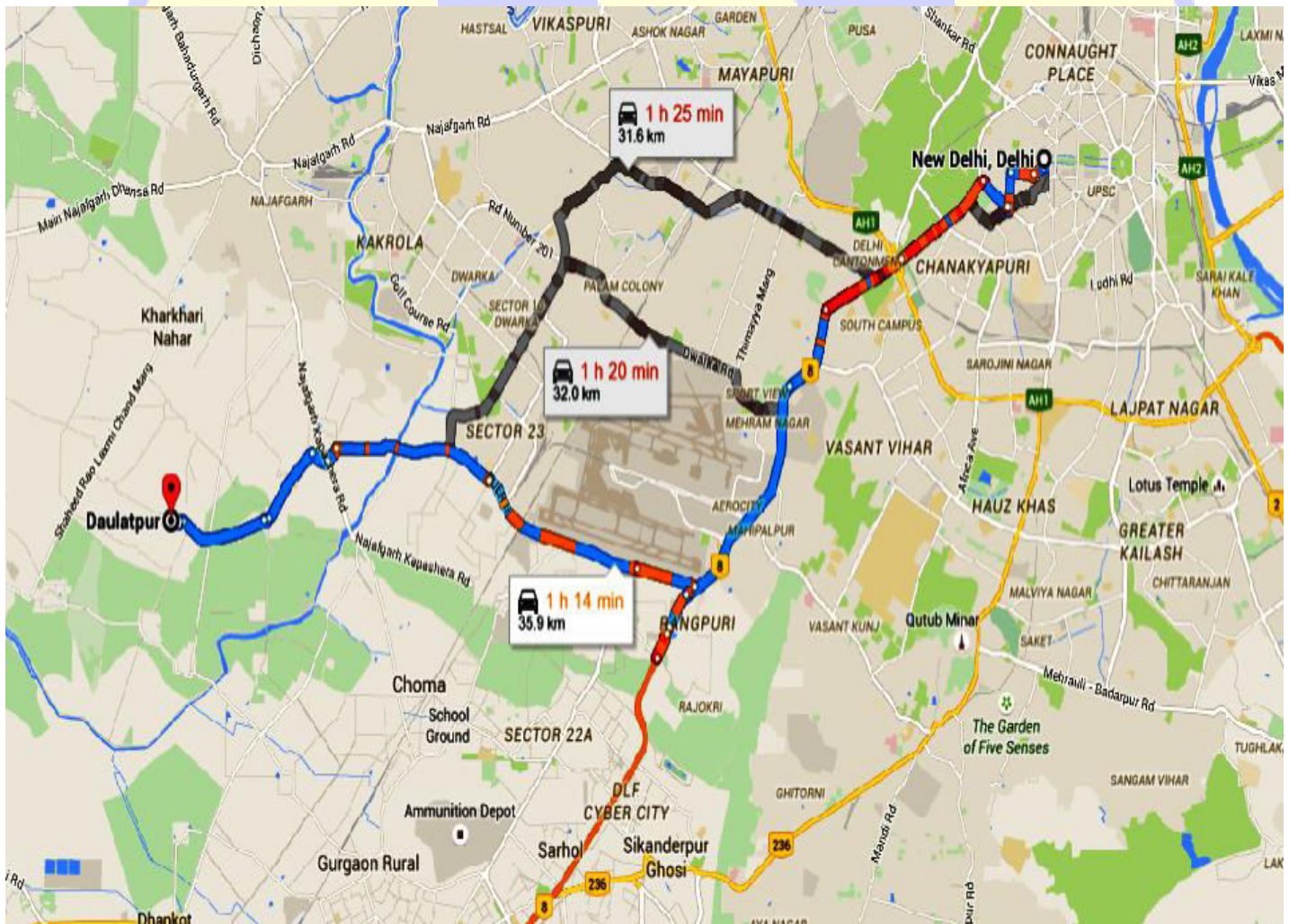
47, M. M. Road, Rani Jhansi Marg,
Jhandewalan, New Delhi - 110055
CIN: L74899DL1986PLC023530
Ph. No: 011-23636363
Email Id: cs@rrfcl.com
Website: www.rrfcl.com

BANKERS

- | | |
|---------------------|-----------------------|
| 1. Axis Bank | 2. HDFC Bank |
| Statement House | G-3-4 Suryakiran |
| 148, Barakamba | Building, 19 Kasturba |
| Road, Delhi-110001 | Gandhi Marg, |
| | Delhi-110001 |

Venue of AGM

<p>28th Annual General Meeting</p>	<p>Day: Thursday</p> <p>Date: December 31st 2015</p> <p>Time: 9: 30 A.M</p> <p>Venue: 13/24, Village Daulatpur, New Delhi-110043</p>
---	---





Reg. off: 47, M. M. Road, Rani Jhansi Marg,
Jhandewalan, New Delhi - 110055

CIN: L74899DL1986PLC023530

Ph. No: 011-23636363

Email Id: cs@rrfcl.com

Website: www.rrfcl.com

NOTICE

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting (AGM)** of the members of **RR Financial Consultants Limited** will be held on **Thursday, the 31st December 2015**, 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 financial statement of the company for the year ended 30th June, 2015, including Audited Balance Sheet as at 30th June, 2015, the statement of Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Chandra (DIN 01170351), 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 twenty-Ninth 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, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. **Approval for entering into related party transactions by the Company:**

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), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below



Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
1.	Rent	None of the Director interested	RR EQUITY BROKERS PVT. LTD	1460400
2.	Rent	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	1197900
3.	Rent	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	624300
4.	Interest	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	2529601
5.	Rent	None of the Director interested	RR INVESTORS CAPITAL SERVICES PVT. LTD.	1460400
6.	Interest	None of the Director interested	RR EQUITY BROKERS PVT. LTD	2529601
7.	Brokerage Services	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	5078813

“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 execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

By Order of the Board of Directors

Rajat Prasad
Managing Director
Din: 00062612

Place : New Delhi
Date : 5th December, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE 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.** Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Members proxies should bring the attendance slip sent herewith duly filled in for attending the Annual General Meeting. Members are requested to bring their copy of Annual Report while attending the Annual General Meeting.
3. A Statement pursuant to sec 102(I) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto
4. The Register of Members and the Share Transfer books shall remain closed from **25.12.2015 to 31.12.2015** (both days Inclusive).
5. Members desiring any information as regards accounts are requested to write to the Company at least 7 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.
6. 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.
7. 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.**

8. VOTING THROUGH ELECTRONIC MEANS:

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 and Clause 35B of the Listing Agreement entered into with the stock exchange, the company is pleased to provide members facility to exercise their right to vote at the 28th AGM by electronic means. The Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically, E Voting is optional.

The instructions for e-voting are as follows:

- (1) The voting period begins on 28th December, 2015 at 9.am and ends on 30th December, 2015 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 27th November, 2015 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	For Members holding shares in Demat Form:- a) For CDSL : _ 16 digits beneficiary ID, b) For NSDL : _8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form enter Folio Number registered with the Company
------------------	---

(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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 **<RR 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

II Other Instructions

- i) The E-voting period commences on 28th December, 2015, 9:00 AM and ends on 30th DECEMBER, 2015 6:00 PM. During this time Members of the Company, holding shares either in physical form or in dematerialized form as on 27th November, 2015 may cast their vote electronically. The e-voting module shall be disabled by 30th December, 2015, 6:00 AM 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 Secretary in Practice has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The scrutinizer shall within a period not exceeding three (3) working days from conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 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 along with the Scrutinizer Report(s) will be available on the website on the Company (www.rrfcl.com) and on CDSL's website (<https://evoting.cdslindia.com>) within two (2) days of passing of the resolutions at the AGM of the Company and communication at the same to the BSE Ltd.

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

ITEM 4

The provisions of Section 188(1) of the Companies Act, 2013 that govern the related party transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the board of directors and in case of the Company having a paid up share capital of Rupees Ten Crore or more by way of a Ordinary resolution:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the board of directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The following table shows the names of the related party along with the transactions to be entered with them for a maximum limit per annum. These related party transactions were approved by the audit committee.

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
1.	Rent	None of the Director interested	RR EQUITY BROKERS PVT. LTD	1460400
2.	Rent	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	1197900
3.	Rent	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	624300
4.	Interest	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	2529601
5.	Rent	None of the Director interested	RR INVESTORS CAPITAL SERVICES PVT. LTD.	1460400
6.	Interest	None of the Director interested	RR EQUITY BROKERS PVT. LTD	2529601
7.	Brokerage Services	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	5078813

By Order of the Board of Directors

**RAJAT PRASAD
MANAGING DIRECTOR
DIN: 00062612**

Place : New Delhi
Date : 5th December, 2015

DIRECTORS' REPORT

THE MEMBERS,

RR FINANCIAL CONSULTANTS LIMITED

Your Directors take pleasure in presenting the Twenty Eighth Annual Report and Audited Statement of Accounts of the Company for the period ended on 30th June, 2015 along with the Audited Accounts, Auditor's Report for the year ending 30th June, 2015.

1) FINANCIAL RESULTS

- (i) The results of your Company's consolidated financial prudence and business excellence for the period ended on 30th June, 2015 are as follows:

PARTICULARS	(in lacs)	
	YEAR ENDED 30.06.2015	YEAR ENDED 30.06.2014
Sales for the year	424703484.00	704348935.00
Other Income	15473980.00	14300264.00
Total Income	440177464.00	718649199
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	(42289626)	(26924562)
Less: Financial expenses	31003615	14630837
Operating profit before Preliminary expenses, Depreciation & Taxation	(73293241)	(41555399)
Less: Depreciation & Preliminary expenses written off	3917410	7408605
Profit before Taxation	(77210651)	(48964004)
Less : Provision for Taxation		
Current Tax	2000000	2000000
Earlier year Tax	3533827	3223824
Deferred Tax	(583939)	(677248)
Profit after Taxation	(80360539)	(53510580)
Add: Charge pursuant to the adoption of revised Schedule II	-	-
Add: Charge on account of transitional provisions under AS 15	-	-
Add: Balance brought forward	-	-
Profit available for appropriation	(80360539)	(53510580)

(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

(In Lacs)		
PARTICULARS	YEAR ENDED 30.06.2015	YEAR ENDED 30.06.2014
Sales for the year	8288782.52	26887434.77
Other Income	1617827.93	54667.00
Total Income	9906610.45	26942101.77
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	(16447693.29)	1749088.45
Less: Financial expenses	11289.00	36414.17
Operating profit before Preliminary expenses, Depreciation & Taxation	(16458982.29)	1712674.28
Less: Depreciation & Preliminary expenses written off	624898.00	1665292.00
Profit before Taxation	(17083880.29)	47382.28
Less : Provision for Taxation		
Current Tax	-	-
Earlier year Tax	996773.74	-
Deferred Tax	-	-
Profit after Taxation	(18080654.03)	47382.28
Add: Charge pursuant to the adoption of revised Schedule II	-	-
Add: Charge on account of transitional provisions under AS 15	-	-
Add: Balance brought forward	-	-
Profit available for appropriation	(18080654.03)	47382.28

2) BUSINESS PERFORMANCE

The Gross Income of the company during the period under review is Rs 9906610.45 as compared to Rs. 26942101.77 in the previous period. The Company registered a loss after Tax and Depreciation amounting Rs.18080654.03 as against profit of Rs.47382.28 in the previous year. The performance of the Company during the period under review has been satisfactory.

3) DIVIDEND

No Dividend was declared in the current Financial Year due to Loss incurred by the Company.

4) SHARE CAPITAL

The issued, subscribed and paid up Equity Share Capital as on 30th June, 2015 was Rs.110607000. During the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise, nor has issued sweat equity. As on 30TH June, 2015, none of the Directors of the Company holds instruments convertible into Equity Shares of the Company.

5) SUBSIDIARY COMPANIES

As on 30.06.2015, RR 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	66.66%
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, 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 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 RR Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies.

6) 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.

7) DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following have been designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Mr. Raghunandan Prasad was the Chairman, Non-Executive Director of the Company from 15.06.1990 to 07.12.2014. The Board of Directors deeply mourns the sudden death of the Chairman, Mr. Raghunandan Prasad on 07th December, 2014 at Delhi. The Company acknowledged his experience, contribution to the business, personal support to his colleagues, and level of respect in which he had within the company. The Board and executive team of the Company wish to convey their sincerest condolences to his family. He will be sadly missed by RR Group.

Mr. Rajat Prasad – Executive Director & Managing Director

Ms. Ritu Prasad - Non Executive Women Director w.e.f. 07th December, 2014

Mr. Mahesh Chandra is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his re - appointment for your approval.

Ms. Deepti Grover - Ceased to be Company secretary w.e.f 30th September, 2015

Ms. Farha Naaz –Appointed as Company secretary w.e.f 19th October, 2015

7.1 BOARD EVALUATION

Pursuant to the provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

7.2 REMUNERATION POLICY

Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for the selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

8. BOARD MEETINGS

During the year Thirteen (13) Board meeting were held, the details of which are given in Corporate Governance Report and maximum gap between the meeting is well within the limits prescribed under Companies act, 2013 and clause 49 of the listing agreement.

9. COMMITTEE OF BOARD

9.1 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.

9.2 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.

9.3 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.

9.4 RISK AND STRATEGY COMMITTEE

During the year no Risk and Strategy 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

10. PLEDGE OF SHARES

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

11. DISCLOSURES UNDER THE COMPANIES ACT, 2013

11.1. Section 134 (3) (i): No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

11.2. Section 43 (a) (ii): The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43 (a) (ii) of the Act read with Rule 4 (4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

11.3. Section 54 (1) (d): The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

11.4. Section 62 (1) (b): The Company has ESOP during the year under review and hence no information as per provisions of Section Section 62 (1) (b) is furnished.

12. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Mahesh Chandra an independent Director on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, he fulfills the conditions specified in section 149 of the Companies Act, 2013 and the Rules made thereunder about their status as IDs of the Company.

13. VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the Listing Agreement is implemented through the Company's Whistle Blower Policy to enable the Directors and employees of the Company to report genuine concerns, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

14. LISTING ON STOCK EXCHANGES

The shares of the company are listed with Bombay Stock Exchange. With the wide and extensive network of Bombay Stock Exchange, the investors have access to online dealings in the company's equity shares across the country. The company is in process of delisting of its equity shares from Delhi, Madras, Kolkata, Kanpur and Ludhiana stock exchanges as there is hardly any trading on these stock exchanges and listing fee payable to these exchanges no more offer commensurate benefits to the company and its investors. Therefore, delisting of the equity from all Stock Exchanges except Bombay Stock Exchange is considered necessary, firstly on the ground that the cost to the company would stand reduced and secondly that the interest of the members located in the regions where the said Stock Exchanges are located would remain unaffected.

15. GREEN INITIATIVES IN CORPORATE GOVERNANCE

In line with the 'Green Initiative', the Company has effected electronic delivery of Notice of AGM and AR 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.

16. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended June 30, 2015, 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 June 30, 2015 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.

17. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions entered during the year were in the Ordinary Course of Business and on Arm's Length basis. Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013, in Form AOC - 2 is applicable and attached in this report.

18. 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.

19. 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.

20. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

23. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure 4”.

24. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

25. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has one Executive Director to whom the Remuneration of Rs. 9,60,000 has been paid during the year. The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year - One
- b) Employed for part of the year - Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company

26. FIXED DEPOSITS

The Company has not accepted any public deposits during FY 2014- 15 within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

27. AUDITORS

27.1 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.

27.2 SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Mr. Sudhir Arya, Practicing Company Secretary** to undertake the Secretarial Audit of the Company. In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board Report as Annexure B, a Secretarial Audit Report given by the Secretarial Auditor. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

28. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

29. CORPORATE GOVERNANCE

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Practicing Company Secretary confirming compliance of Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement with the Indian Stock Exchanges is included in the Annual Report pursuant to clause 49 of the Listing Agreements.

30. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

31. ACKNOWLEDGEMENTS

Your Board of Directors wishes their sincere thanks to Clients, Government Regulators, Stock Exchanges, Statutory Bodies, Bankers, and Agencies, and Business Associates for having extended their continued support.

Your Directors would like to place on record their sincere appreciation of the employees for their continuing support and unparallel efforts in ensuring an excellent all-round operational performance.

Also Your Directors wish to extend their appreciation for the wholehearted, sincere and continuous support & belief extended by the members who have also been a tremendous source of support for the company.

ON BEHALF OF THE BOARD OF DIRECTORS

RITU PRASAD
DIRECTOR
DIN: 02341947

RAJAT PRASAD
MANAGING DIRECTOR
DIN: 00062612

Place : New Delhi
Date : 05.12.2015

Annexure 1 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 period	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 shareholding
RR Equity Brokers Pvt. Ltd.	Yes (31 st March)	INR	100000000	19726491	297351490	177625000	13378000	99373821	1059645	100000	1131768	-	100
RR Investors Retail Services Pvt. Ltd	-	INR	5100000	16644552	147922553	126178001	-	142186517	(5725563)	-	(7294062)	-	100
RR Investors Capital Services Pvt. Ltd.	-	INR	15002000	85391787	163734993	63341206	20100000	152390868	5438881	-	(17959892)	-	100
RR Infra Estates Pvt. Ltd.	-	INR	777700	40089792	261292743	220425251	16192879	-	(15236241)	-	(15236241)	-	100
Arix Consultant Pvt. Ltd.	-	INR	500000	292071	1548077	756006	-	-	(505835)	-	(968981)	-	100
Priyadarshan Real State Pvt. Ltd	Yes (31 st March)	INR	100000	(588854)	24114845	24603699	-	-	(1150)	-	(1150)	-	100
RR Land Estates Pvt. Ltd.	-	INR	100000	(10746)	94760	5506	-	-	(1100)	-	(1100)	-	100
Lakshmi Narayan Infra Estates Pvt. Ltd.	-	INR	100000	(215189)	7545267	7660456	-	-	(7868)	-	(7868)	-	100
RR Fincap Pvt. Ltd.	-	INR	20000000	3774906	24222409	447503	-	1552711	(446789)	-	(471001)	-	100
RR Investor Securities Trading Pvt. Ltd	Yes (31 st March)	INR	500000	19441236	20113741	172505	-	742779	95470	-	93457	-	100
RR Investors Distribution Company Pvt. Ltd	-	INR	100000	-	115000	15000	-	-	-	-	-	-	100
RR IT Solutions Pvt. Ltd.	-	INR	100000	141728	794228	552500	-	(23513)	(80258)	-	(80258)	-	100
RR Information & Investment Research Pvt. Ltd.	Yes (31 st March)	INR	325000	(164225)	2261467	2100692	-	-	(1855)	-	(1855)	-	100
RR Commodity Brokers Pvt. Ltd	Yes (31 st March)	INR	981000	12026332	34107485	21100153	-	11941469	(421670)	-	52338	-	100
RR Insurance Brokers Pvt. Ltd.	Yes (31 st March)	INR	25000000	1783878	62396211	35612333	-	34664955	(18249828)	-	(18095057)	-	-

Annexure 2

ADC-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	1460400
2	RR INVESTOR RETAIL SERVICES PVT. LTD.	RENT	RECURRING	1197900
3	RR INSURANCE BROKERS PVT. LTD.	RENT	RECURRING	624300
4	RR INSURANCE BROKERS PVT. LTD.	INTEREST	RECURRING	2529601
5	RR INVESTORS CAPITAL SERVICES PVT. LTD.	RENT	RECURRING	1460400
6	RR EQUITY BROKERS PVT. LTD	INTEREST	RECURRING	2529601
7	RR INVESTOR RETAIL SERVICES PVT. LTD.	BROKERAGE PAID	RECURRING	5078813

Annexure 3

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors

(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) The efforts made towards technology absorption: NIL
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-NIL
- (iv) The expenditure incurred on Research and Development: NIL

(C) Foreign exchange earnings and Outgo-

The Company's main line of **Research and Development.**

Particulars	2014-2015	2013-2014
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	0	0

ANNEXURE 4

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 30TH June, 2015

(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:

- i) CIN : L74899DL1986PLC023530
- ii) Registration Date : 04/03/1986
- iii) Name of the Company : RR FINANCIAL CONSULTANTS LTD
- iv) Category / Sub-Category of the Company : Company Limited by shares/ Indian Non Government Company
- v) Address of the Registered office and contact details : 47, M.M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi- 110055
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
Link Intime
44, Community Centre, 2nd Floor,
Naraina industrial Area,
Phase I, PVR Naraina,
New Delhi- 110028
Phone No. 011-41410591

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	66.66	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				
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	% CHANGE DURING THE YEAR
A. Promoters									
(I) Indian									
a) Individual/ HUF	6685500	-	6685500	60.44	6685500	-	6685500	60.44	
b) Central Govt	-	-	-	-	-	-	-	-	
c) State Govt (s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	1012200	-	1012200	9.15	1012200	-	1012200	9.15	
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any Other....	-	-	-	-	-	-	-	-	
Sub-total (A) (I):-	7697700	-	7697700	69.59	7697700	-	7697700	69.59	
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)(I)+(A)(2)	7697700	-	7697700	69.59	7697700	-	7697700	69.59	



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.	1106350	545700	1652050	14.94	1121981	545700	1667681	15.07	0.13
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	570434	726200	1296634	11.72	572477	713700	1286177	11.64	0.1
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	201195	120400	321595	0.14	217232	120400	337632	3.05	
C) Others:									
1. Non Resident Indian	901	-	901	0.008	841	-	841	0.007	0.001
2. Clearing Members	890	-	890	0.008	225	-	225	0.002	0.006
3. HUF	90930	-	90930	0.822	70444	-	70444	0.636	0.186
Sub-total (B)(2):-	1970700	1392300	3363000	27.63	1983200	1379800	3363000	30.40	0.423
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9668400	1392300	11060700	100	9680900	1379800	11060700	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	-	6236700	56.39	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		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
	At the beginning of the year	6236700	56.39	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat	-	-	-	-
	At the End of the year	6236700	56.39	-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.		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
	For Each of the Top 10 Shareholders				
1.	Shiva Parvati Mercantile Pvt Ltd	547140	4.94	-	-
2.	Narayan Travels & Tours Limited	427200	3.86	-	-
3.	Azure Commotrade Private Limited	286880	2.59	-	-
4.	Twenty Four Carat Investment Pvt. Ltd.	94600	0.850	-	-
5.	Inndu Wadhwa	82000	0.74	-	-
6.	Sarla Services & Agencies Pvt. Ltd	72602	0.65	-	-
7.	Transglobal Securities Limited	45000	0.40	-	-
8.	N Narasimsan	31800	0.28	-	-
9.	E inveatment India.com Pvt. Ltd.	29000	0.26	-	-
10.	Master Capital Services Ltd.	33600	0.30	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

SI No.		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
	For Each of the Directors and KMP				
	At the beginning of the year	6236700	56.39	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-

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:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		RAJAT PRASAD	960000
1.	Gross salary (a) Salary as per provisions contained in section 17(l) 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) Incometax Act, 1961		-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	-	960000
	Ceiling as per the Act	-	-

B. Remuneration to other directors:

Sl. 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

Sl. 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	-	349546.00	-	-
	(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.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	349546.00	-	-

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 5

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 30th June, 2015

[Pursuant to section 204(I) 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
47, M.M. Road, Rani Jhansi Marg,
New Delhi - 110055

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 30th June, 2015 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 30th June, 2015 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, Delhi, Madras, Kolkata, Kanpur and Ludhiana stock exchanges.

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**Place: Delhi****Date: 30th November, 2015****CS. Sudhir Arya
C.P.No:8391**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

**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

**Place: Delhi
Date: 30th November, 2015**

**CS. Sudhir Arya
C.P.No:8391**

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to attain highest standards of transparency, accountability and business prosperity with the ultimate objective to enhance long-term economic value of the Company, its shareholders. Your Company will continue its efforts towards raising its standards in Corporate Governance and will also review its system and procedures constantly in order to keep pace with the changing economic environment.

Key elements of good corporate governance principles include honesty, trust and integrity, openness, performance orientation, responsibility and accountability, mutual respect, and commitment to the organization.

Your Directors and Management have developed a model of governance that aligns the values of the corporate participants and have ensured timely and adequate evaluation of this model periodically for its effectiveness. Senior Executives have conducted themselves honestly and ethically, especially concerning actual or apparent disclosure in financial reports and Statements.

Corporate Governance is not just a discipline imposed by the regulator, rather a culture that guides the Board, management and employees to function towards best interest of stakeholders. It involves essentially a creative, generative and positive thinking activity that adds value to the various stakeholders that are served as end customers of the Corporate Entity.

2. BOARD OF DIRECTORS

COMPOSITION OF THE BOARD as on 30.06.2015

S. No.	Status of the Director	No. of Director	Percentage of Total Strength
1	Executive	1	33.33
2	Non Executive	1	33.33
3	Non Executive/Independent	1	33.33
	TOTAL	3	100

Category of Directorship, qualifications etc., of Directors as on 30.06.2015:

S. No.	Name of the Director	Designation	Date of Joining	Status of the Director	Academic Qualifications	No. of Shares held in RRFC
1	Mr. Rajat Prasad	Managing Director	13.03.2010	Executive	B.COM(H), ACA	6236700
2.	Ms. Ritu Prasad	Women Director	07.12.2014	Non Executive	MBA	120400
3.	Mr. Mahesh Chandra	Director	17.07.2000	Non Executive/ Independent	B. Tech, MS (USA)	16000

Brief Resume of the Directors to be appointed/re-appointed during the year:

Mr. Mahesh Chandra is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his re - appointment for your approval.

Details of Other Directorships, Chairmanship of Directors on Board and/or Board Committees of other Companies Category of Directorship, qualifications etc., of Directors as on 30.06.2014:

S. No.	Name of the Director	No. of Directorships/ Chairmanship in other Board*	No. of Memberships in Committees of Board of other Companies	No. of Chairmanship in Committees of Board of other Companies**
1.	Mr. Rajat Prasad	8	NIL	NIL
2.	Ms. Ritu Prasad	20	NIL	NIL
3.	Mr. Mahesh Chandra	2	NIL	NIL

* Directorship in Companies incorporated outside India is excluded for this purpose.

** For this purpose Audit Committee, Shareholders/Investors' Grievance Committee and Remuneration Committee is considered.

Attendance of Directors at the Board Meetings and the Last (27th) 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	13	13	YES
Ms. Ritu Prasad	7	7	NO
Mr. Raghunandan Prasad	6	6	NO
Mr. Mahesh Chandra Agarwal	12	12	NO

DETAILS OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2014-2015

Thirteen meetings of the Board of Directors held during the period under review. The Board regularly met to consider amongst other business matters, the quarterly performance of the Company, financial results & activities. Directors attending the meeting actively participated in the deliberations at these meetings.

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

S. No.	Date of Board meeting	No. of Directors attended meeting
1.	28 th July, 2014	3
2.	29 th August, 2014	3
3.	25 th September, 2014	3
4.	29 th September, 2014	2
5.	14 th , November, 2014	3
6.	17 th , November, 2014	2
7.	03 rd December, 2014	3
8.	10 th December, 2014	2
9.	15 th December, 2014	3
10.	14 th February, 2015	2
11.	20 th April, 2015	2
12.	15 th May, 2015	3
13.	15 th June, 2015	3

3. 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 this Committee are very wide and are in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorised to, inter alia, review and monitor the Auditor's independence and performance, effectiveness of audit process, oversight of the Company's financial reporting process and the disclosure of its financial information, review with the management, the quarterly and annual financial statements and auditor's report before submission to the Board for approval, examine the financial statement and the auditors' report, select and establish accounting policies, review Reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters. The Committee is also empowered to, inter alia, review the remuneration payable to the Statutory Auditors and to recommend a change in the Auditors, if felt necessary.

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

During the year 2014-2015, Audit 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

The Audit committee met Four times during the period viz 15.05.2014, 29.08.2014, 14.11.2014, 14.02.2015. 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 (27 TH AGM)
1.	Mr. Ritu Prasad	Chairman	Non-Executive-Director	4	YES
2.	Mr. Mahesh Chandra	Member	Non-Executive & Independent	4	YES
3.	Mr. Rajat Prasad	Member	Executive-Director	4	YES

Out of the three members of the Audit Committee, One of Director is independent. Ms. Ritu Prasad 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 Nomination and Remuneration Committee has been vested with the authority to, inter alia, recommend nominations for Board Membership, develop and recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track record, integrity, establish Director retirement policies and appropriate succession plans and determine overall compensation policies of the Company. The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

b) Composition, Name of the Members and Chairman of the Nomination and Remuneration Committee

During the year 2014-2015, 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

The Nomination and Remuneration Committee met two times during the period. 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 (27 TH AGM)
1.	Mr. Ritu Prasad	Chairman	Non-Executive Director	2	YES
2.	Mr. Mahesh Chandra	Member	Non-Executive & Independent	2	YES
3.	Mr. Rajat Prasad	Member	Executive Director	2	NO

Consequent to cessation due to death as a Director in the Company, Mr. Raghunandan Prasad has ceased to be a Member and the Chairman of the Committee. Ms. Ritu Prasad has been appointed as the Chairman of the Committee.

(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 Constitution, quorum, scope etc. of the Share Transfer/Investor Grievance Committee covers the areas mentioned under Clause 49 of the Listing Agreement besides other terms as may be referred by the Board of Directors of the Company.

(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	Category
1.	Mr. Rajat Prasad	Executive
2.	Mr. Ritu Prasad	Non Executive (Chairman)

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

Farha Naaz
Head- Secretarial Department
47, M.M. Road, Rani Jhansi Marg,
New Delhi-110055
Ph. No.- 011-23636363
Email Id- cs@rrfcl.com

Number of Shareholders compliant received during the year: Nil
No. of pending complaints as on 30th June, 2015- Nil

4. 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
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
25 th AGM	31 st December, 2012	13/24, Village Daulatpur, New Delhi-110 043	9.30AM	3

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

(b) Postal Ballot

No resolution was passed in the last (27th) AGM through Postal Ballot. In the ensuing 28th 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.

5. SUBSIDIARY COMPANIES

RR 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 RR Financial Consultants Limited are unlisted.

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 RR Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies.

6. DISCLOSURE

- a. Related parties & transaction with them as required under Accounting Standard 18 (AS- 18), issued by the Institute of Chartered Accountants of India, are furnished as note 30 of Balance Sheet attached to which is forming part of Balance Sheet & Profit & Loss Account for the period ended 30.06.2015
- b. There is no pecuniary relationship or transaction with Independent/Non executive Director.
- c. None of transactions with any of any of related parties were in conflict with the interest of the Company.
- d. The Company has adopted all items to be included in the Report on Corporate Governance.

7. MEANS OF COMMUNICATION

The Company has regularly published its Quarterly & half yearly financial results generally in the Newspaper i.e. Pioneer / Financial Express **(ENGLISH) & Hari Bhumi/National Duniya(HINDI)**. Complying with the provisions of the Listing Agreement, Norms, Guidelines and Circulars etc. and Information like Quarterly Financial results and other significant developments in the Company has been made available from time to time to the press and had also been submitted to the Stock Exchange to enable them to put them on their websites.

8. CEO/CFO CERTIFICATION

The Managing Director has signed a certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control systems, as required in Clause 49 of the Listing Agreement with the Stock Exchanges that is given separately herewith.

9. SHAREHOLDERS' GENERAL INFORMATION

Annual General Meeting	: 28 th Annual General Meeting
Date	: 31 st December, 2015
Location	: 13/24, VILLAGE DAULATPUR, NEW DELHI-110 043
Time	: 9:30 A.M.

Tentative Financial Calendar for the year 2014-15

Financial year	1 st -July 2014 to 30 th -June 2015
First Quarter results	30 th September, 2014
Half Yearly results	Fourth week of December 2014
Third Quarter results	31 st March 2015
Results for year-end	30 th June, 2015

DATE OF BOOK CLOSURE

The Transfer Books of the company shall remain closed from **24.12.2015 to 31.12.2015** (both days inclusive) for the purpose of Annual General Meeting.

STOCK CODE

ISIN No.	: INE 229D01011
Scrip Code	: 511626 at Bombay Stock Exchange

LISTING ON STOCK EXCHANGES:

The shares of the company are listed at Bombay Stock Exchange and other regional stock Exchanges.

MARKET PRICE DATA

High - Low (based on the closing prices) and number of share traded during each month in the financial year 2014-2015 on the Bombay Stock Exchange Limited.:

	Bombay Stock Exchange Limited		
Month	High (₹)	Low (₹)	Total No. of Share Traded
Jul-14	12.60	9.55	41,048
Aug-14	11.55	8.70	7,805
Sep-14	13.85	9.25	51,126
Oct-14	14.65	10.85	4,259
Nov-14	14.70	13.70	10,814
Dec-14	14.38	12.65	6,095
Jan-15	14.00	11.78	527
Feb-15	11.75	7.00	11,388
Mar-15	10.35	6.22	21,154
Apr-15	12	7.35	12,616
May-15	15.22	10.22	12,333
Jun-15	11.26	6.82	2,820

RR Finance

One year price chart (FY 2014-15)



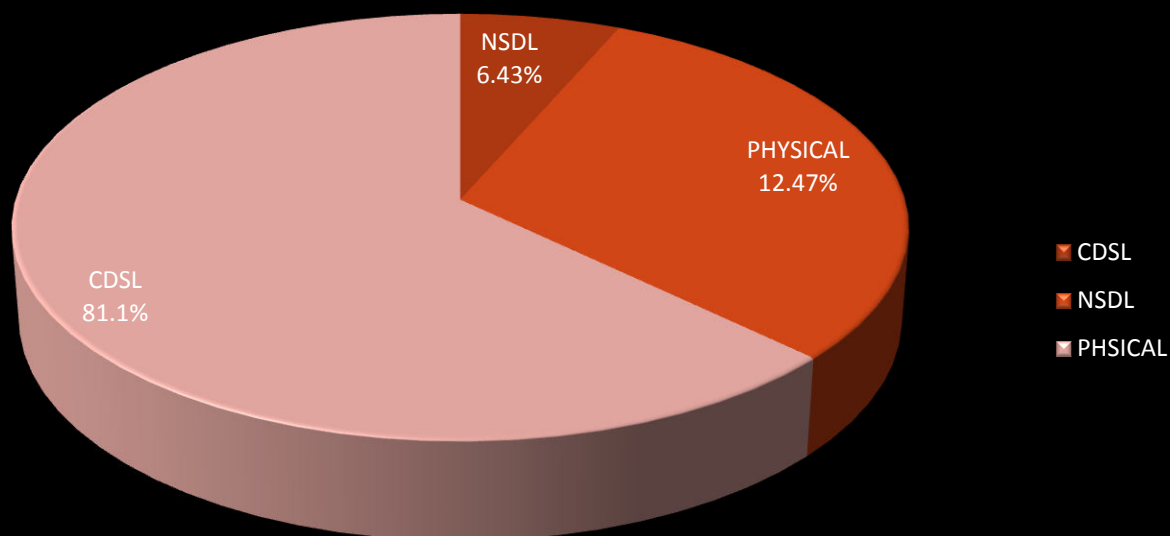
One year price range

Open: Rs 13.70
High: Rs 14.65
Low: 6.15
Close: 7.00



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	100.00

Dematerialisation of shares



Registrar and Transfer Agent

The Company's Shares were not traded on any stock exchanges for last several years However, in Compliance of SEBI requirements; the Company has appointed M/s. **Link Intime India Private Limited** as Registrar to Transfer Agent who can handle share transfer work in physical form and other related activities.

The address of the Registrar and Transfer agent of our company is:

LINK INTIME INDIA PRIVATE LIMITED
(Formerly: IN-TIME SPECTRUM REGISTRY LIMITED)
 44, Community Centre, 2nd Floor, Naraina Industrial Area
 Phase-I, Near PVR Naraina, New Delhi-110028

REGISTERED OFFICE
 47, M. M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi-110055.

CORPORATE OFFICE
 47, M. M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi-110055.

ADDRESS FOR CORRESPONDENCE

	Company	REGISTRAR AND SHARE TRANSFER AGENT
Contact Person:	Company Secretary RR Financial Consultants Limited	
Registered Office: Address:	47, M. M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi-110 055.	Link Intime India Private Limited 44, Community Centre, 2 nd Floor, Phase - I, Near PVR, Naraina Industrial Area, New Delhi - 110028.
Phone:	011-23636362/63	011-41410592/93/94
Fax:	011-23636845	011-41410591

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.


Distribution Schedule as on 30.06.2015

S. No.	Category(Amount)	No. of Shareholders	% to total	Total Shares	Amount	% of Amount
	(From - To)					
1	Upto 2500	3102	77.842	5312860	53128600	4.803
2	2501 to 5000	384	9.636	1508770	15087700	1.364
3	5001 to 10000	269	6.750	2029740	20297400	1.835
4	10001 to 20000	125	3.137	2014320	20143200	1.821
5	20001 to 30000	33	0.828	865260	8652600	0.782
6	30001 to 40000	12	0.301	455120	4551200	0.411
7	40001 to 50000	10	0.251	460940	4609400	0.417
8	50001 to 100000	15	0.376	1057270	10572700	1.956
9	100001 & above	35	0.878	96902720	969027200	87.610
	Total	3985	100.00%	11060700	110607000	100.00%

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 de - mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Investors' Correspondence may be addressed to:

The name and designation of the Compliance Officer is Ms. Farha Naaz, Company Secretary of the company. The shareholders can get in touch with compliance officer on all legal and Secretarial matters relating to the company.

Address for Communication/Registered Office:

M/s R R FINANCIAL CONSULTANTS LIMITED
47, M. M. Road, Rani Jhansi Marg,
Jhandewalan, New Delhi-110055.

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

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.

On Behalf of the Board of Directors

Place : New Delhi
Date : 5.12.2015

Ritu Prasad
Director
Din: 02341947

Rajat Prasad
Managing Director
Din: 00062612

ANNEXURE-I**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGE**

To,
The Members of
RR Financial Consultants Limited,

We have examined the compliance of conditions of Corporate Governance by RR Financial Consultants Limited ("The Company") for the period ended on 30th June 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, 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

(SANDEEP GUPTA)
Partner
Membership No. 90039

Place: New Delhi
Dated: 05th December, 2015

ANNEXURE-II**CERTIFICATION**

I, **Rajat Prasad, Managing Director** hereby certify that:

- a) I have reviewed financial statement and the cash flow statement for the period ended 30.06.2015 and that to the best of my knowledge and belief:
- I. These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There is to the best of my knowledge and belief, no transaction entered into by the company during the period, which is fraudulent, illegal or viola tile of the company's code of conduct.
- c) Further, I accept responsibility to establish and maintain internal controls for financial reporting and Accordingly, I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, wherever applicable:
- I. Deficiencies in the design or operation of the internal controls, if any of which I am aware and the steps have been taken or propose to rectify these deficiencies.
 - II. Significant changes in the internal control over the financial reporting during the period;
 - III. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - IV. Any significant fraud of which I became and involvement therein, if any, of the management or an employee having a significant in the Company's internal control system.

For and On behalf of the Board of Directors

**Rajat Prasad
Managing Director
Din: 00062612**

**Place : New Delhi
Date : 05th December, 2015**



ANNEXURE-III

**DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49
OF THE LISTING AGREEMENT**

To
The Members of R R Financial Consultants Limited

I, Rajat Prasad, Chairman & Managing Director of **R R Financial Consultants Limited** declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 30th June, 2015.

For and On behalf of the Board of Directors

**Rajat Prasad
Managing Director
Din: 00062612**

**Place : New Delhi
Date : 05th December, 2015**

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 Licence 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

The statements made in this report describe the Company's objectives and projections that may be forward looking statements within the meaning of applicable securities laws and regulations. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Company.

CODE OF CONDUCT

The company has laid down a code of conduct for all the Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have confirmed compliance with the said code of conduct for the financial year ended 30th June, 2015. The declaration to this effect signed by Mr. Rajat Prasad, director, forms part of the report.

WHISTLE BLOWER POLICY

R R Financial Consultants Private Limited is firmly committed to conducting its business and relationships with all stakeholders including employees, customers, shareholders and business associates in a manner that is lawful and ethically responsible and at all times, in a way that reflects the Company's values. It will not tolerate attitudes or activities that constitute a breach of law or trust or infringe collective or individual liberties in any way. This approach is described in the Company's Code of Conduct & Ethics. The Whistleblower policy formalizes RR commitment to enabling employees and business associates to make fair and prompt disclosure of circumstances where it is genuinely believed that a part of RR business is engaged in inappropriate practices and that the Code of

Conduct & Ethics is being violated. The policy sets out arrangements that encourage individuals to report concerns about unethical behavior, actual or suspected fraud or violations of the Code of Conduct & Ethics, knowing that in so doing, they are acting in the best interests of all RR stakeholders. This policy also ensures that the whistleblower will be protected from retaliation and reprisal.

Confidentiality

The Company will treat all such disclosures in a sensitive manner and will endeavor to keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual, making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

Protection against retaliation

RR commits to ensure that no retaliatory action, of any sort, will take place against any employee or business associate making disclosure in good faith.

Reporting

The Compliance Officer, the Managing Director, the Chairman of the Audit Committee or the Chairman of the Board will be responsible for reporting any whistle blowing disclosures to the Audit Committee.

STATEMENT SHOWING SHAREHOLDING PATTERN

Name of Company: RR Financial Consultants Limited	
Scrip Code: 511626	Quarter ended: 30.06.2015

Category	Category of Shareholder	Number of Shareholders	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					
(I)	Indian					
(a)	Individuals/ Hindu Undivided Family	5	6685500	6685500	60.44	60.44
(b)	Central Govt./ State Government(s)	0	0	0	0	0
(c)	Bodies Corporate	4	1012200	1012200	9.15	9.15
(d)	Financial Institutions/ Banks	0	0	0	0	0
(e)	Any other (Specify)	0	0	0	0	0
	Sub-Total (A)(I)	9	7697700	7697700	69.59	69.59
(2)	Foreign					
(a)	Individuals (Non-resident Individuals/ Foreign Individuals)	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutional	0	0	0	0	0
(d)	Any Other (Specify)	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(I)+(A)(2)	9	7697700	7697700	69.59	69.59

(B)	Public Shareholding					
(I)	Institutions					
(a)	Mutual Funds/UTI	0	0	0	0	0
(b)	Financial Institutions/Banks	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investor	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any other (Specify)	0	0	0	0	0
	Sub-Total (B) (I)	0	0	0	0	0
(2)	Non-Institutions	73	1667681	1121981	15.077	15.077
(a)	Bodies Corporate					
(b)	Individuals					
	I. Individual Shareholders holding nominal share Capital up to ₹1 Lakh.	3847	1286177	572477	11.62	11.62
	II. Individual Shareholders holding nominal share capital in excess of ₹1 lakhs.	11	337632	217232	3.05	3.05
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)					
	1. Trusts	0	0	0	0.00	0.00
	2. Directors & their Relatives	0	0	0	0.00	0.00
	3. Foreign Nationals	0	0	0	0.00	0.00
	4. Non Resident Indians	7	841	841	0.0076	0.00760
	5. Clearing Members	2	225	225	0.0020	0.00203
	6. Hindu Undivided Families	36	70444	70444	0.6368	0.63689
	Sub-Total (B)(2)	3976	3363000	1983200	30.40	30.40
	Total Public Shareholding (B)=(B)(I)+(B)(2)	3976	3363000	1983200	30.40	30.40
	TOTAL (A)+(B)	3985	11060700	9680900	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	3985	11060700	9680900	100.00	100.00

(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.	Mr. Raghunandan Prasad	264200	2.38
2.	Mr. Rajat Prasad	6236700	56.39
3.	Mrs. Sarla Prasad	184600	1.66
4.	M/s Prasad Holdings Pvt. Ltd.	118050	1.07
5.	M/s Priyadarshini Holdings (P) Ltd.	388050	3.51
6.	M/s R.P Credits (P) Ltd.	118050	1.07
7.	M/s Sabre Trading & Finance (P) Ltd.	388050	3.51
	Total	7697700	69.59

(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 AUDIT REPORT****SANDEEP RAMESH GUPTA & CO.**

(Chartered Accountants)

90/31 B, 1st Floor, Malviya Nagar

New Delhi-110017

INDEPENDENT AUDITOR'S REPORT**To The Board of Directors of RR FINANCIAL CONSULTANTS LIMITED****Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated financial statements of **RR Financial Consultants Limited** ("the Company"), and its subsidiaries (collectively referred to as "the group") which comprises the Consolidated Balance Sheet as at 30th June 2015, Consolidated statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Consolidated Financial Statements

The Holding Company Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirement of the company's Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group with the accounting principles generally accepted in India including the Accounting Standards specified under the 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 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.

Auditor's 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 disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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, but not for the purpose of expressing an opinion whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by 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 30th June, 2015 and their consolidated profit/loss and their consolidated cash flows for the year 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.42 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 Subsidiary Company, as in the opinion of the management no business activity during the year.

Our report is not qualified in respect of above 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. & its one subsidiary, RR Equity Brokers (P) Ltd & its Four subsidiaries and three Subsidiaries of RR Infra Estates (P) Ltd. for the period ended 30th June 2015 whose financial statements together reflect total assets of ₹ 6705.64 Lacs as at 30th June 2015 and total revenue of ₹ 4302.71 Lacs for the period ended. 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 subsidiary Companies and our report in terms of sub-sections (3) and (II) 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 Page 5 of 7 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 the, the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (II) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the Annexure 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, 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.

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.

- d. On the basis of the written representations received from the directors of the Holding Company as on 30th June, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, Incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 30th June, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. 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:
- f. 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.

The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer Note XX to the consolidated financial statements.

- g. The Group, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, which is incorporated in India.

Place: - New Delhi
Date: - 28/08/2015

For: SANDEEP RAMESH GUPTA & CO.
(Chartered Accountants)

(SANDEEP GUPTA)
PARTNER
Membership No. 090039

Annexure to the Independent Auditors' Report on the Consolidated Financial Statements

The Annexure referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" our Independent Auditors' Report to the members of RR Financial Consultants Ltd on its Consolidated Financial statements for the year ended 30TH June 2015.

- i.
 - a. The respective entities have maintained proper records but full particulars, including quantitative details and situation of fixed assets has not been shown in few of the subsidiaries.
 - b. According to information and explanation given to us the fixed assets were physically verified by the management during the financial year and no material discrepancies were noted. In our opinion, the frequency of verification is reasonable.
- ii.
 - a. As explained to us, the inventory of shares / debentures/bonds etc. has been physically verified during the year by the management of the respective entities. In our opinion, the frequency of verification is reasonable.
 - b. In our opinion and the opinion of the other Auditors and according to information and explanation given to us and the other Auditors, the procedures of physical verification of inventories followed by the management of the respective entities are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. In our opinion and the opinion of the other Auditors and according to information and explanation given to us and the other Auditors, the respective entities are maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. During the year the Holding Company and subsidiary Companies incorporated in India has granted loans to the parties (Group companies including subsidiaries) listed in the register maintained under Section 189 of the Act. According to information and explanation given to us, and the other Auditors, there is no stipulation with regard to its repayment and interest thereon & these loans are re-payable on the demand and thus there has been no default on part of the parties to whom the money has been lend.
- iv. In our opinion and according to the information and explanations given to us and the other Auditors, there exists an adequate internal control system commensurate with the size of the respective entities and the nature of their business with regard to purchase of fixed assets and with regard to the sale of services. In our opinion and according to information and explanation given to us and the other Auditors, during the course of our audit and other Auditors, have not observed any continuing failure to correct major weaknesses in internal control system of the company.
- v. In our opinion and according to information and explanation given to us and the other Auditors, the Holding Company and subsidiary Companies incorporated in India have not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. In our opinion and according to information and explanation given to us and the other Auditors, the Central Government has not prescribed the maintenance of cost records under section 148(I) of the Act, for any of the services rendered by the Holding Company and subsidiary Companies incorporated in India.

- vii.
- a. According to the records of the respective entities, the respective entities have 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 some of the subsidiaries company in depositing of Provident Fund, ESI, TDS and Service Tax dues.
 - b. According to the information and explanations given to us and the other Auditors, 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 30th June, 2015 for a period of more than six months from the date they became payable.
 - c. According to the information and explanations given to us there is no disputed amount payable in respect of statutory dues which have not been deposited on account of disputed matters pending before appropriate authorities
 - d. There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made there under.
- viii. In our opinion, the group does not have consolidated accumulated losses at the end of the financial year. Further, Group has incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us and the other Auditors, the respective entities have not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanation given to us and the other Auditors, the terms and conditions on which the Holding Company and one subsidiary company have given guarantees for loans taken by a Subsidiary/associate company from the banks or financial institutions are not prejudicial to the interest of the company.
- xi. In our opinion, and according to the information and explanation given to us and the other Auditors, the respective entities except one subsidiaries companies have not obtained any term loans during the year. Further in our opinion and according to information given to us and the other auditor the term loan have been applied for the purpose for which it was raised by the respective entity.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and the other Auditors, we and the other auditors have neither come across any instance of material fraud or on by the respective entities, have been noticed or reported during the year, nor have we or the other Auditors been informed of any such case by the Management.

**FOR SANDEEP RAMESH GUPTA & Co.
(CHARTERED ACCOUNTANT)**

**SANDEEP GUPTA
Partner
(Membership no -090039)**

**Date : 28th August 2015
Place : New Delhi**



RR FINANCIAL CONSULTANTS LIMITED
CONSOLIDATED BALANCE SHEET AS AT 30th June, 2015

S.No.	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
I	<u>EQUITY AND LIABILITIES</u>			
1	<u>SHAREHOLDERS FUNDS</u>			
	(a) SHARE CAPITAL	2	110694500	110694500
	(b) RESERVES AND SURPLUS	3	340121303	416100455
	(ii) MINORITY INTEREST		33234837	39197898
	Share Capital 50,51,000			
	Reserves and Surplus 2,81,83,838			
	(c) MONEY REC. AGST. SHARE WARRANTS			
	TOTAL(1)		484050640	565992853
2	<u>SHARE APPLICATION MONEY PENDING ALLOTMENT</u>	4	-	-
	TOTAL(2)		-	-
3	<u>NON-CURRENT LIABILITIES</u>			
	(a) LONG TERM BORROWINGS	5	35139337	45893817
	(b) DEFERRED TAX LIABILITIES (NET)	6	1192236	2468720
	(c) LONG-TERM PROVISIONS		-	-
	TOTAL(3)		36331573	48362537
4	<u>CURRENT LIABILITIES</u>			
	(a) SHORT TERM BORROWINGS	7	144609903	48225645
	(b) TRADE PAYABLES	8	58753905	75336093
	(c) OTHER CURRENT LIABILITIES	9	175891174	145152038
	(d) SHORT TERM PROVISIONS	10	282011	82131
	TOTAL(4)		379536993	268795907
	TOTAL(1+2+3+4)		899919206	883151297
II	<u>ASSETS</u>			
1	<u>NON-CURRENT ASSETS</u>			
	(a) FIXED ASSETS			
	(i) TANGIBLE ASSETS	11	283077648	308480373
	(ii) INTANGIBLE ASSETS	11	20628405	22916112
	(iii) CAPITAL WORK-IN-PROGRESS	11	-	-
	(iv) INTANGIBLE ASSETS UNDER DEV.	11	-	-
	(b) NON-CURRENT INVESTMENTS	12	15941879	15941879
	(c) DEFERRED TAX ASSETS (NET)		-	-
	(c) LONG-TERM LOANS AND ADVANCES	13	48127075	67244902
	(d) OTHER NON-CURRENT ASSETS	14	55260	114628
	TOTAL(1)		367830267	414697894
2	<u>CURRENT ASSETS</u>			
	(a) CURRENT INVESTMENTS		-	-
	(b) INVENTORIES	15	10638528	10641690
	(c) TRADE RECEIVABLES	16	153793441	141472883
	(d) CASH AND CASH EQUIVALENTS	17	116315702	91904725.93
	(e) SHORT-TERM LOANS AND ADVANCES	18	250127725	221281487
	(f) OTHER CURRENT ASSETS	19	1213543	3152617
	TOTAL(2)		532088939	468453403
	TOTAL(1+2)		899919206	883151297

Significant Accounting Policies and Notes on Financial Statements (1-42)

As per our report of even date attached

For : Sandeep Ramesh Gupta & Co.

Chartered Accountants
(Membership No.90039)

For and on behalf of the Board

Sandeep Gupta
(Partner)

Rajat Prasad
(Managing Director)

Ritu Prasad
(Director)

Deepti Grover
(Company Secretary)

Place : New Delhi
Date : 28-08-2015



RR FINANCIAL CONSULTANTS LIMITED
CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED
30th June, 2015

S.No	PARTICULARS	NOTE No	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
	REVENUE FROM OPERATIONS			
I	REVENUE FROM OPERATIONS	20	424,703,484	704,348,935
II	OTHER INCOME	21	15,473,980	14,300,264
III	TOTAL REVENUE(I+II)		440,177,464	718,649,199
IV	EXPENSES:			
	CHANGES IN INVENTORIES OF FINISHED GOODS- WORK-IN-PROGRESS AND STOCK -IN-TRADE			
a	EMPLOYEE BENEFITS EXPENSES	22	86,676,694	110,036,326
b	FINANCE COSTS	23	31,003,615	14,630,837
c	DEPRECIATION AND AMORTIZATION EXPENSE	24	3,917,410	7,408,605
d	LOAN PROVISIONS AND WRITE OFFS:	25	-	3,503
e	OTHER EXPENSES	26	329,755,347	585,895,935
	TOTAL EXPENSES		451,353,066	717,975,206
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		(11,175,602)	673,993
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		(11,175,602)	673,993
VIII	EXTRAORDINARY ITEMS (Continuing Provision)		66,035,049	49,637,997
IX	PROFIT BEFORE TAX (VII-VIII)		(77,210,651)	(48,964,004)
X	TAX EXPENSE			
a	CURRENT TAX		200,000	2,000,000
b	EARLIAR YEARS TAX		3,533,827	3,223,824
c	DEFERRED TAX		(583,939)	(677,248)
XI	PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (IX-X)		(80,360,539)	(53,510,580)
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)		(80,360,539)	(53,510,580)
XVI	EARNING PER EQUITY SHARE	27		
a	BASIC		(7.27)	(4.84)
b	DILUTED		(7.27)	(4.84)

Significant Accounting Policies and Notes on Financial Statements

(1-42)

As per our report of even date attached

For : Sandeep Ramesh Gupta & Co.

Chartered Accountants

(Membership No.90039)

For and on behalf of the Board

Sandeep Gupta
(Partner)

Rajat Prasad
(Managing Director)

Ritu Prasad
(Director)

Deepti Grover
(Company Secretary)

Place : New Delhi

Date : 28/08/2015



RR FINANCIAL CONSULTANTS LIMITED
Consolidated Cash Flow Statement for the year ended 30th June, 2015

(Amount in `)

PARTICULARS	30/06/2015	30/06/2014
A Cash flow from operating actives		
Profit before tax	(11,175,602)	673,993
Adjustment for :		
Depreciation / Amortization	3,917,410	7,408,605
Interest and dividend income	(15,473,980)	(14,300,264)
Interest expense	31,003,615	14,630,837
Unrealised foreign exchange (gain) / loss	-	-
(Profit)/loss on sale of Fixed assets	14,459,178	4,911,400
Profit on sale of investment	-	-
Operating profit before working capital changes	22,730,621	13,324,571
Adjustment for :		
(Increase) / decrease in Other Current Assets	1,939,074	(615,591)
(Increase) / decrease in inventories	3,162	(529,367)
(Increase) / decrease in sundry debtors	(12,320,558)	(9,526,251)
(Increase) / decrease in loans and advances	(27,559,964)	(12,449,520)
Increase / (decrease) in trade payables and other liabilities	110,741,086	(7,132,268)
Cash generated from operation	95,533,421	(16,928,426)
Current taxes paid (Net of refund)	(14,078,117)	13,354,876
Cash Flow before Extra ordinary items	109,611,538	(30,283,302)
Extra-ordinary items / Adj.due to new Subsidiaries Co.	(66,035,049)	(49,637,997)
Net cash from operating activities (A)	43,576,489	(79,921,299)
B Cash flow from investing activities		
Purchase of Fixed Assets	(4,600)	(196,056)
Sale of Fixed Assets	7,123,200	4,950,000
Preliminary Expenses Paid	-	(7,324,916)
(Increase) / decrease in current investments	-	-
Profit on Sale of investment	-	-
Loans / deposits with subsidiaries	-	-
Share Application Money Paid to subsidiaries Co.	-	-
Interest and dividend received	15,473,980	14,300,264
Net cash used in investing activities (B)	22,592,580	11,729,292
C Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Repayment of long term borrowings	-	-
Proceeds from long term borrowings	(10,754,480)	44,975,986
Repayment from short term borrowings	-	-
Interest paid	(31,003,615)	(14,630,837)
Dividend paid	-	-
Corporate dividend tax	-	-
Net cash used in financing activities (C)	(41,758,095)	30,345,149
Net Increase in cash and cash equivalents (A+B+C)	24,410,974	(37,846,858)
Cash and cash equivalents at the beginning of the year	91,904,725	129,751,583
Cash and cash equivalents at the end of the year	116,315,699	91,904,725

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.

As per our report of even date attached

For : Sandeep Ramesh Gupta & Co.

Chartered Accountants
(Membership No.90039)

For and on behalf of the Board

Sandeep Gupta
(Partner)

Rajat Prasad
(Managing Director)

Ritu Prasad
(Director)

Deepti Grover
(Company Secretary)

Place : New Delhi
Date : 28/08/2015

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30th June, 2014

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 its following subsidiaries as at 30th June 2015.

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	66.66%
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 balance. 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 Good will 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)	120,000,000	120,000,000
EQUITY SHARES OF ` 10/- EACH		

(ii) ISSUED, SUBSCRIBED & PAID UP

SHARES AT THE BEGINNING OF THE ACCOUNTING PERIOD 1,10,60,700 (Previous Year 1,10,60,700) EQUITY SHARES OF ` 10/- EACH	110,607,000	110,607,000
---	-------------	-------------

Add : ADDITIONS DURING THE YEAR

Add : Share Forfeited	87,500	87,500
-----------------------	--------	--------

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

	110,694,500	110,694,500
--	--------------------	--------------------

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)				
	2014-15	2013-14	2012-13	2011-12	2010-11
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	55,30,350
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*	42,726,877	42,726,877
ADDITIONS DURING THE YEAR	-	-
AT THE END OF THE ACCOUNTING PERIOD	42,726,877	42,726,877

b SECURITIES PREMIUM ACCOUNT

AT THE BEGINNING OF THE ACCOUNTING PERIOD**	65,805,000	65,805,000
ADDITIONS DURING THE YEAR	-	-
Less: BONUS SHARES ISSUED	-	-
AT THE END OF THE ACCOUNTING PERIOD	65,805,000	65,805,000

c SURPLUS

AT THE BEGINNING OF THE ACCOUNTING PERIOD*	306,579,245	355,629,879
ADDITIONS DURING THE YEAR	(80,360,538)	(53,510,580)
(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
Less : ALLOCATIONS AND APPROPRIATIONS	-	-
MINORITY INTEREST	(5,963,061)	(9,600,972)
PROPOSED DIVIDEND	-	-
INTERIM DIVIDEND	-	-
TAX ON DIVIDEND	-	-
BONUS SHARES ISSUED BY SUBSIDIARY	-	5,000,000
TRANSFER TO STATUTORY RESERVE	-	141,028
EFFECT OF DEPRICIATION ON TRANSITION AS PER THE PROVISION OF SCHEDULE II OF THE COMPANIES ACT ,2013 (REFER NOTE NO 36)	1,581,677	-

AT THE END OF THE ACCOUNTING PERIOD	230,600,091	306,579,243
-------------------------------------	-------------	-------------

d STATUTORY RESERVE FUND

AT THE BEGINNING OF THE ACCOUNTING PERIOD	989,335	848,307
ADDITIONS DURING THE YEAR	-	141,028
AT THE END OF THE ACCOUNTING PERIOD	989,335	989,335
GRAND TOTAL	340,121,303	416,100,455

* 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

-	-
-	-

5 LONG TERM BORROWINGS
a SECURED

(a.) BONDS / DEBENTURES	-	-
(b.) TERM / LOANS	-	-
TATA Capital Ltd.*	-	-
TATA Capital Financial Services Ltd.**	35,139,337	45,893,817
(c.) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
(d.) OTHER LOANS AND ADVANCE	-	-
	35,139,337	45,893,817

*Secured Against Hypothecation of car.

**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

b UNSECURED

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

GRAND TOTAL	35,139,337	45,893,817
-------------	------------	------------

6 DEFERRED TAX LIABILITIES (NET)

DEFERRED TAX LIABILITIES	1,192,236	2,468,720
	1,192,236	2,468,720

7	<u>CURRENT LIABILITIES</u>		
	<u>SHORT-TERM BORROWINGS:</u>		
a	<u>SECURED</u>		
	(i) LOANS REPAYABLE ON DEMAND		
	HDFC Bank Ltd.*	10,000,000	10,000,000
	Corporation bank**	40,203,521	30,147,535
	State Bank of India***	35,838,356	-
	DCB Bank****	50,491,026	-
	(ii) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
	(ii) OTHER LOANS AND ADVANCE	-	-
		136,532,903	40,147,535
b	<u>UNSECURED</u>		
	(i) LOANS REPAYABLE ON DEMAND		
	(ii) LOANS AND ADVANCE FROM RELATED PARTIES	-	-
	(ii) OTHER LOANS AND ADVANCE *****	8,077,000	8,078,110
		8,077,000	8,078,110
	GRAND TOTAL	144,609,903	48,225,645
	* 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 ` 79,92,000/-		
8	<u>TRADE PAYABLES</u>		
	SUNDRY CREDITORS *	58,753,905	75,336,093
	ADVANCE FROM PARTIES-INTEREST FREE	-	-
		58,753,905	75,336,093
	* 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	<u>OTHER CURRENT LIABILITIES</u>		
a	INTEREST ACCRUED AND DUE ON BORROWINGS	-	-
b	DEPOSIT FROM PARTIES-INTEREST FREE	10,023,240	10,379,895
c	CURRENT YEAR,S TAXES PAYABLE	2,076,964	10,043,405
d	TEMPORARY OVERDRAWN BANK BALALCE AS PER BOOKS	121,457,571	63,562,907
e	OTHER LIABILITIES PAYABLE *	42,333,399	61,165,831
		175,891,174	145,152,038

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

10 SHORT-TERM PROVISIONS

(a) PROVISIONS FOR EMPLOYEE BENEFITS

(b) LIABILITIES OF EXPENSES FOR EXPENSES PROVISION

282,011

82,131

282,011

82,131

11 FIXED ASSETS

Description	Gross Block				Depreciation				Net Block	
	As at 01/07/2014	Additions	Deductions * Adjustments	As at 30/06/2015	As at 01/07/2014	For the Year	Deductions * Adjustments	Up to 30/06/2015	As at 30/06/2015	As at 30/06/2014
TANGIBLE ASSETS :										
Land	51300	-	-	51300	7189	1269	(90208)	98666	(47366)	51300
Plant & Machinery	17605007	-	-	17605007	16850711	86999	-	16937710	667297	-
Vehicle	17488998	-	-	17488998	12343468	1264157	-	13607625	3881373	5145530
Furniture & Fixture	17737433	-	177100	17560333	15488525	442494	33207	15897812	1662521	2248908
Office Premises	311527830	-	21940000	289587830	18108429	(26422)	357622	17724385	271863445	293412212
Office Equipments	7096722	-	(172,500)	7269222	2023285	598776	(33207)	2655268	4613954	5839857
Computers	13992800	4600	12264	13985136	12198109	472103	(878500)	13548712	436424	1782566
Total (A)	385500090	4600	21956864	363547826	77019716	2839376	(611086)	80470178	283077648	308480373
INTANGIBLE ASSETS :										
Software	17484147	-	9109036	8375111	14184512	1018667	7839996	7363183	1011928	5896388
Goodwill**	19616477	-	-	19616477	-	-	-	-	19616477	24616477
Total (B)	37100624	-	9109036	27991588	14184512	1018667	7839996	7363183	20628405	30512865
Total (A+B)	422600714	4600	31065900	391539414	91204228	3858043	7228910	87833361	303706053	353400008
Previous Year	437504659	196056	15100000	422600715	84104652	7338178	238600	91204230	331396485	353400008
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.

* Represent the written down value of fixed assets (net of residual value), which have no balance useful life in accordance with Schedule II to the Companies Act, 2013 as on 1st April 2014.

** 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

	<u>No. of Shares</u>		
Joy Print Hotel	15200	1,520,000	1,520,000
Joy Print Plastic Dealers	15200	1,520,000	1,520,000
		3,040,000	3,040,000
<u>Other Investments</u>		12,901,879	12,901,879
		15,941,879	15,941,879

13 LONG TERM LOANS AND ADVANCES:

SECURITY DEPOSITS TO RELATED PARTIES

-

-

SECURITY DEPOSIT AND ADVANCES TO OTHERS *

48,127,075

67,244,902

(Unsecured Considered Good Unless Otherwise Stated)

48,127,075

67,244,902

* 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

114,628

185,055

ADD. : ADDITION DURING THE YEAR

-

-

LESS: WRITTEN OFF DURING THE YEAR

59,368

70,427

55,260

114,628

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)

10,638,528

10,641,690

b Others

-

-

10,638,528

10,641,690

16
TRADE RECEIVABLES*:
(Unsecured Considered Good Unless Otherwise Stated)

a	DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS <i>(From the Date they are Due)</i>	96,712,427	77,074,173
b	OTHER DEBTS	57,081,014	64,398,710
		153,793,441	141,472,883

* 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 therefore 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	32,937,000	47,437,000
	IN CURRENT ACCOUNTS(inclusive of cheques in hand)	77,503,425	37,801,407
b	CHEQUES,DRAFTS ON HAND	-	-
b	CASH IN HAND	5,875,277	6,666,319
		116,315,702	91,904,726

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) *	172,065,691	125,387,901
c	RECIEVABLE FROM REVENUE AUTHORITIES	68,238,621	78,667,520
d	CURRENT YEARS TAXES RECOVERABLE <i>(Net of Liability)</i>	9,823,413	17,226,067
e	SHARE APPLICATION MONEY TO SUBSIDIARY CO.	-	-
		250,127,725	221,281,487

* Advance to Parties Others includes Loan to Parties Rs. 2,29,05,960/- (Previous year Rs. 2,53,80,457/-) in one of NBFC Company.

19
OTHER CURRENT ASSETS:

	PREPAID EXPENSES	1,121,941	1,554,342
	INTEREST RECEIVABLE	91,602	1,598,275
		1,213,543	3,152,617

20
REVENUE FROM OPERATIONS

a	BROKERAGE, CONSULTANCY & AUILLIARY SERVICES	401,282,266	694,779,667
b	SALE OF SHARES / DEBENTURES / SECURITIES TRADING (Net)*	17,277,592	3,299,760
c	OTHER OPERATING REVENUES	6,143,626	6,269,508
		424,703,484	704,348,935

* 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	<u>OTHER INCOME:</u>		
	INTEREST INCOME	13,411,386	12,846,776
	DIVIDEND INCOME	1,040,891	4,040
	NET GAIN/LOSS ON SALE OF FIXED ASSET / INVESTMENT	-	-
	OTHER NON-OPERATING INCOME	1,021,703	1,449,448
		15,473,980	14,300,264
22	<u>EMPLOYEE BENEFITS EXPENSE</u>		
	SALARY AND WAGES	68,238,656	94,129,085
	MARKETING STAFF SALARY & INCENTIVES	-	-
	DIRECTOR,S REMUNERATIONS	7,198,456	6,924,666
	CONTRIBUTION TO PROVIDENT FUND AND ESIC	5,940,576	1,297,325
	ARREAR PROVIDENT FUND AND ESIC	-	198,796
	OTHER EXPENSES	53,250	-
	WORKERS AND STAFF WELFARE	2,364,078	3,238,886
	BONUS	2,881,678	4,247,568
		86,676,694	110,036,326
23	<u>FINANCIAL COSTS:</u>		
	INTEREST TO BANK	21,060,026	10,051,456
	INTEREST TO PARTIES/DISTRIBUTORS (NET)	3,334,880	-
	INTEREST TO LOAN OTHER THEN BANKS	2,007,140	2,636,308
	INTEREST TO BANK ON VEHICLE LOAN	-	19,369
	INTERST ON TDS & OTHER TAXES	3,167,004	982,990
	OTHER BORROWING COSTS	1,434,565	940,714
	APPLICABLE NET GAIN/LOSS ON FOREIGN CURRENCY TRANSACTION	-	-
		31,003,615	14,630,837
24	<u>DEPRECIATION AND AMORTZATION EXPENSE:</u>		
	DEPRECIATION	3,858,042	7,338,178
	PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	59,368	70,427
		3,917,410	7,408,605
25	<u>LOAN PROVISIONS AND WRITE OFFS:</u>		
	GENERAL PROVISION FOR STANDARD ASSETS	-	3,503
		-	3,503

26

OTHER EXPENSES:

ADVERTISEMENT EXPS.	334,127	216,696
BANK CHARGES	545,817	66,458
CONFERENCE EXPENSES	-	194,961
DEMAT EXPENSES	725,342	156,974
BUSINESS PROMOTION EXP.	499,315	460,809
DR./CR. W/O	(5,837)	(163)
ELECTICITY EXPENSES	5,539,803	5,948,090
FESTIVAL CELEBERATION EXPENSES	142,316	200,176
FEES & TAXES	824,917	1,796,678
GENERAL EXPENSES	4,892,819	10,522,098
INSURANCE	371,511	386,532
LEGAL EXPENSES	2,155,614	1,312,552
LOSS ON SALE OF PROPERTIES	14,459,178	4,911,400
NEWS PAPER & PERIODICALS	24,018	8,555
PAYMENT TO THE AUDITORS	100,175	91,325
PENALTIES	2,553,069	34,857
POSTAGE & COURIER EXP.	1,716,611	3,318,151
PRINTING & STATIONERY	1,782,810	3,251,017
PROFESSIONAL CHARGES	960,000	1,765,000
RENT PAID	8,660,503	10,631,431
REPAIR & MAINTENANCE	6,622,160	7,183,982
SECURITY GUARD EXPENSES	583,676	843,629
SUB-BROKERAGE / COMMISSION & INCENTIVES ETC.	260,122,707	511,761,448
SUBSCRIPTION/MEMBERSHIP FEES	782,591	790,934
TRANSACTION CHARGES - PIAD	2,530,075	1,932,551
TELEPHONE EXP.	5,048,601	5,852,444
TRAVELLING & CONVEYANCE EXPENSES	5,471,700	7,446,958
VEHICLE RUNNING AND MAINTENANCE EXPENSES	314,825	1,754,049
V-SET & LEASELING CHARGES	1,996,904	2,562,314
WAREHOUSING CHARGES	-	494,028
TOTAL	329,755,347	585,895,935

27

EARNINGS PER SHARE (EPS)

i Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (`)	(80,360,539)	(53,510,580)
ii Weighted Average number of equity shares used as denominator for calculating EPS	11,060,700	11,060,700
iii Basic and Diluted Earnings per share (`)	(7.27)	(4.84)
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.N o.	Name of the Related Party	Relationship
1	Shri Raghunandan Prasad	Key Managerial Personnel
2	Shri Rajat Prasad	Key Managerial Personnel
3	Mrs. P.S.Prasad	Key Managerial Personnel
4	Mrs. Minu Tondon	Key Managerial Personnel
5	Shri Monojit Bose	Key Managerial Personnel
6	Shri Manish Agarwal	Key Managerial Personnel
7	Shri Anurag Awasthi	Key Managerial Personnel
8	Shri Sumit Kumar Sharma	Key Managerial Personnel
9	Shri Tapas Shankar Das Gupta	Key Managerial Personnel
10	Shri Tapas Kumar Biswas	Key Managerial Personnel
11	Shri Jeetesh Kumar	Key Managerial Personnel
12	Shri Sandeep Kumar Dhall	Key Managerial Personnel

b Transactions during the year with related parties.

Remuneration	Key Managerial Personnel	₹ 71,98,456
Amount Due from us as	Key Managerial Personnel	₹ 79,92,000
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	2014-15	2013-14
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 R R 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 2015 have been prepared for the year ended on 30th June 2015 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 segments 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	2043 Lacs
(b) Bank guarantees outstanding*	
Against Loan	1300 Lacs
Against Margin of stock Exchange	900 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 During the year, pursuant to the provisions of Schedule II to the companies Act, 2013 with effect from 1st April 2014, the Company has revised the estimated useful life of the Assets as mentioned in Note no 1(d) (ii & iii). Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying Value of assets (net of residual value), where the remaining useful life of the asset was determined to be Nil as on 1st April, 2014 and has been adjusted to the opening retained earnings. For the other assets the carrying amount as on 1st April 2014 will be amortized over the remaining useful life of assets. As a result:-

a An amount of Rs. 15,81,677/- has been recognized to the opening retained earnings as on 1st April, 2014.

b Depreciation expense for the year ended 30th June is lower by Rs 3,40,948/-

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

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

39 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.

40 Extraordinary items for the current year is Rs.1,63,97,052, includes amount paid for claim and damages.

41 No provision has been made for amount of Rs 3 Crore Paid against claim by a Investor as same is recoverable from issuer company.

42 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.

As per our report of even date attached

**For : Sandeep Ramesh Gupta &
Co.**
*Chartered Accountants
(Membership No.90039)*
For and on behalf of the Board
Sandeep Gupta
(Partner)

Rajat Prasad <i>(Managing Director)</i>	Ritu Prasad <i>(Director)</i>	Deepti Grover <i>(Company Secretary)</i>
---	---	--

**Place : New Delhi
Date : 28/08/2015**

**SANDEEP RAMESH GUPTA & CO.**

(Chartered Accountants)

90/31 B, 1st Floor, Malviya Nagar

New Delhi-110017

INDEPENDENT AUDITORS' REPORTTO THE MEMBERS OF **RR FINANCIAL CONSULTANTS LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **RR FINANCIAL CONSULTANTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 30th June, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 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 there under.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 30th June, 2015, and its profit/loss and its cash flows for the year ended on that date.

Emphasis of Matter

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

- a. Note 39 to the financial statement with respect to non provision for amounting to Rs 3 Crore Paid against claim by a Investor as same is recoverable from issuer company.

My opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (II) 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 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 further 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 appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid 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 June 30, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
 - f. 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

New Delhi
28th August 2015

SANDEEP GUPTA
PARTNER
Membership No. 90039

Annexure 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 30 June 2015, we report that:

- xiii. c. The Company has maintained proper records of Fixed Assets but full particulars, including quantitative details and situation of fixed assets has not been shown. 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.
- xiv. e. As explained to us, the inventory of shares / debentures has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
f. In our opinion and according to information and explanation given to us, the procedures of physical verification of inventories of Shares / Debentures followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
g. In our opinion and according to information and explanation given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- xv. 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. According to information and explanation given to us, there is no stipulation with regard to its repayment and interest & these loans are re-payable on the demand and thus there has been no default on part of the parties to whom the money has been lent.
- xvi. In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to the sale of services. In my opinion and according to information and explanation given to us, during the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.
- xvii. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- xviii. The Central Government has not prescribed the maintenance of cost records under section 148(I) of the Act, for any of the services rendered by the Company.
- xix. d. According to the records of the Company, 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.
e. 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 31 June 2015 for a period of more than six months from the date they became payable.
f. According to the information and explanations given to me there is no disputed amount payable in respect of statutory dues which have not been deposited on account of disputed matters pending before appropriate authorities.

- h. There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made there under.
- xx. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth further, the company has not incurred any cash losses in the financial year covered by our audit but has incurred in the immediately preceding financial year.
- xxi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xxii. In our opinion, and according to the information and explanation given to us, the terms and conditions on which the Company has given guarantees for loans taken by a Subsidiary from banks or financial institutions are not prejudicial to the interest of the company.
- xxiii. The Company has not obtained any term loans during the year.
- xxiv. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

FOR SANDEEP RAMESH GUPTA & Co.
CHARTERED ACCOUNTANTS

New Delhi
28th August 2015

SANDEEP GUPTA
PARTNER
Membership No. 90039



M/S. RR FINANCIAL CONSULTANTS LIMITED
BALANCE SHEET AS AT 30-Jun-2015

(Amount in ₹)

S.No.	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
I	<u>EQUITY AND LIABILITIES</u>			
1	<u>SHAREHOLDERS FUNDS</u>			
	(a) SHARE CAPITAL	2	110694500	110694500
	(b) RESERVES AND SURPLUS	3	278480564.5	296561218.5
	TOTAL(i)		389175064.5	407255718.5
2	<u>SHARE APPLICATION MONEY PENDING ALLOTMENT</u>	4	-	-
3	<u>NON-CURRENT LIABILITIES</u>			
	(a) LONG TERM BORROWINGS	5	63742390	73280590
	(b) DEFERRED TAX LIABILITIES (NET)	6	-	-
	(c) LONG-TERM PROVISIONS	7	-	-
	TOTAL(ii)		63742390	73280590
4	<u>CURRENT LIABILITIES</u>			
	(a) SHORT TERM BORROWINGS	8	8534779	44988700
	(b) TRADE PAYABLES	9	26648	26648
	(c) OTHER CURRENT LIABILITIES	10	85993416.71	25224076.38
	(d) SHORT TERM PROVISIONS	11	0	0
	TOTAL(iii)		94554843.71	70239424.38
	TOTAL(i+ii+iii)		547472298.2	550775732.9
II	<u>ASSETS</u>			
1	<u>NON-CURRENT ASSETS</u>			
	(a) FIXED ASSETS	12		
	(i) TANGIBLE ASSETS		5954913	6579811
	(b) NON-CURRENT INVESTMENTS	13	250794477	250794477
	(c) DEFERRED TAX ASSETS (NET)	14	-	-
	(d) LONG-TERM LOANS AND ADVANCES	15	213133412.1	217865412.1
	(e) OTHER NON-CURRENT ASSETS	16	-	-
	TOTAL(i)		469882802.1	475239700.1
2	<u>CURRENT ASSETS</u>			
	(a) CURRENT INVESTMENTS	17	-	-
	(b) INVENTORIES	18	9801211	9804903
	(c) TRADE RECEIVABLES	19	1222812	2864981
	(d) CASH AND CASH EQUIVALENTS	20	1047822.92	1252638.22
	(e) SHORT-TERM LOANS AND ADVANCES	21	65517650.19	61613510.59
	(f) OTHER CURRENT ASSETS	22	-	-
	TOTAL(ii)		77589496.11	75536032.81
	TOTAL(i+ii)		547472298.2	550775732.9

Significant Accounting Policies and
Notes on Financial Statements

(1-42)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

Ritu Prasad
(Director)

Rajat Prasad
(Managing Director)

Deepti Grover
(Company Secretary)

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
(Membership No.90039)

PLACE: New Delhi
DATED: 28/Aug/2015

Sandeep Gupta
(Partner)



M/S. RR FINANCIAL CONSULTANTS LIMITED
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED
30-Jun-2015

S.No	PARTICULARS	NOTE No	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
I	REVENUE FROM OPERATIONS	23	8288782.52	26887434.77
II	REVENUE FROM OPERATIONS	24	1617827.93	54667
III	TOTAL REVENUE(I+II)		9906610.45	26942101.77
IV	EXPENSES:			
a	EMPLOYEE BENEFITS EXPENSES	25	960000	1156000
b	FINANCE COSTS	26	11289	36414.17
c	DEPRECIATION AND AMORTIZATION EXPENSE	27	624898	1665292
d	OTHER EXPENSES	28	8997251.74	24037013.32
	TOTAL EXPENSES		10593438.74	26894719.49
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		(686828.29)	47382.28
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		(686828.29)	47382.28
VIII	EXTRAORDINARY ITEMS		16397052	-
IX	PROFIT BEFORE TAX (VII-VIII)		(17083880.29)	47382.28
X	TAX EXPENSE			
a	CURRENT TAX		-	-
b	EARLIAR YEARS TAX		996773.74	-
c	DEFERRED TAX		-	-
XI	PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (IX-X)		(18080654.03)	47382.28
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)		(18080654.03)	47382.28
XVI	EARNING PER EQUITY SHARE			
a	BASIC	29	-1.635	0.004
b	DILUTED		-1.635	0.004

 Significant Accounting Policies and
Notes on Financial Statements

(1-42)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

 Ritu Prasad
(Director)

 Rajat Prasad
(Managing Director)

 Deepti Grover
(Company Secretary)

 For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
(Membership No.90039)

 PLACE: New Delhi
 DATED: 28/Aug/2015

 Sandeep Gupta
(Partner)



RR FINANCIAL CONSULTANTS LIMITED
Cash Flow Statement for the year ended 30th June, 2015

(Amount in `)

PARTICULARS		30/06/2015	30/06/2014
A	Cash flow from operating actives		
	Profit before tax	(686828)	47382
	Adjustment for :		
	Depreciation / Amortization	624898	1665292
	Interest and dividend income	(1604787)	(53290)
	Interest expense	11289	36414
	Unrealised foreign exchange (gain) / loss	-	-
	(Profit)/loss on sale of Fixed assets	-	-
	Profit on sale of investment	-	-
	Operating profit before working capital changes	(1655428)	1695798
	Adjustment for :		
	(Increase) / decrease in Other Current Assets	-	-
	(Increase) / decrease in inventories	3692	13518
	(Increase) / decrease in sundry debtors	1642169	(1201020)
	(Increase) / decrease in loans and advances	(3005425)	(20449460)
	Increase / (decrease) in trade payables and other liabilities	60769340	(18190481)
	Cash generated from operation	57754348	(38131645)
	Current taxes paid (Net of refund)	(2836512)	1661037
	Cash Flow before Extra ordinary items	60590860	(39792682)
	Extra-ordinary items / Adj.due to new Subsidiaries Co.	(16397052)	
	Net cash from operating activities (A)	44193808	(39792682)
B	Cash flow from investing activities		
	Purchase of Fixed Assets	-	-
	Sale of Fixed Assets	-	-
	Preliminary Expenses Paid	-	-
	(Increase) / decrease in current investments	-	-
	Profit on Sale of investment	-	-
	Loans / deposits with subsidiaries	-	(25565000)
	Share Application Money Paid to subsidiaries Co.	-	-
	Interest and dividend received	1604787	53290
	Net cash used in investing activities (B)	1604787	(25511710)
C	Cash flow from financing activities		
	Proceeds from issue of share capital	-	-
	Repayment of long term borrowings	-	-
	Proceeds from long term borrowings	(9538200)	24373193
	Repayment from short term borrowings	(36453921)	41588702
	Interest paid	(11289)	(36414)
	Dividend paid	-	-
	Corporate dividend tax	-	-
	Net cash used in financing activities (C)	(46003410)	65925481
	Net Increase in cash and cash equivalents (A+B+C)	(204815)	621089
	Cash and cash equivalents at the beginning of the year	1252638	631549
	Cash and cash equivalents at the end of the year	1047823	1252638

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.

As per our report of even date attached

For and on behalf of the Board

For :Sandeep Ramesh Gupta & Co.

Chartered Accountants
(Membership No.90039)

Sandeep Gupta
(Partner)

Rajat Prasad
(Managing Director)

Ritu Prasad
(Director)

Deepti Grover
(Company Secretary)

Place : New Delhi

Date : 28/08/2015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30th June, 2014

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, 1956 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, 1956.

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.
- ii) Intangible assets are amortised over their respective individual estimated useful lives 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 been 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 scrip with its market price. Market price of each scrip 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 year end rate, the resultant gain or loss will be recognized in the statement of profit and loss account.
- ii) 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 earning per share and diluted earning 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, 1956
(i) AUTHORISED:

12,000,000 (LAST YEAR 12,000,000)

EQUITY SHARES OF Rs.10/-EACH

120,000,000.00

120,000,000.00

(ii) ISSUED, SUBSCRIBED & PAID UP

SHARE AT THE BEGINNING OF THE ACCOUNTING PERIOD

110,607,000.00

110,607,000.00

1,10,60,700/- (Previous Year 1,10,60,700/-) EQUITY SHARE OF ` 10/-

ADD: ADDITION DURING THE YEAR

-

-

ADD: FORFIETED SHARE

87,500.00

87,500.00

15600 Share (Previous year 15600 share)

110,694,500.00

110,694,500.00

b DISCLOSURE PURSUANT TO NOTE No.6(A) (d) OF PART I OF SCHEDULE VI TO THE COMPANIES ACT, 1956

PARTICULARS	EQUITY SHARES		PREFERENCE SHARES	
	Number		Number	
Shares Outstanding at the Beginning of the year	11060700	110,607,000.00		
Shares Issued during the Year				
Shares bought back during the year				
Shares Outstanding at the End of the year	11060700	110,607,000.00		

c DISCLOSURE PURSUANT TO NOTE No.6(A) (g) OF PART I OF SCHEDULE VI TO THE COMPANIES ACT, 1956 (more than 5%)

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

d DISCLOSURE PURSUANT TO NOTE No.6(A) (i) OF PART I OF SCHEDULE VI TO THE COMPANIES ACT, 1956

PARTICULARS	Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
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	5530350
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	42,726,876.77	42,726,876.77
ADDITIONS DURING THE YEAR	-	-
AT THE END OF THE ACCOUNTING PERIOD	42,726,876.77	42,726,876.77

b SECURITIES PREMIUM ACCOUNT

AT THE BEGINNING OF THE ACCOUNTING PERIOD	24,142,500.00	24,142,500.00
ADDITIONS DURING THE YEAR	-	-
Less:- BONUS SHARES ISSUED	-	-
AT THE END OF THE ACCOUNTING PERIOD	24,142,500.00	24,142,500.00

c SURPLUS

AT THE BEGINNING OF THE ACCOUNTING PERIOD	229,691,841.72	229,644,459.44
ADDITIONS DURING THE YEAR (BALANCE IN STATEMENT OF PROFIT & LOSS A/C)	(18,080,654.03)	47,382.28
Less : ALLOCATIONS AND APPROPRIATIONS		
INTERIM DIVIDEND	-	-
TAX ON DIVIDEND	-	-
AT THE END OF THE ACCOUNTING PERIOD	211,611,187.69	229,691,841.72
GRAND TOTAL	278,480,564.46	296,561,218.49

4 SHARE APPLICATION MONEY PENDING ALLOTMENT

SHARE APPLICATION MONEY	-	-
	-	-



5 LONG TERM BORROWINGS

a SECURED

(a.) BONDS / DEBENTURES	-	-
(b.) TERM / LOANS		
HDFC Bank Ltd.	-	-
Tata Capital Ltd.	-	-
(c.) LOANS AND ADVANCE / OTHER DUES FROM RELATED PARTIES	-	-
(d.) OTHER LOANS AND ADVANCE (Secured against hypothecation of car)	-	-

b UNSECURED

(a.) BONDS / DEBENTURES	-	-
(b.) TERM / LOANS		
(c.) LOANS AND ADVANCE / OTHER DUES FROM RELATED PARTIES	63,742,390.00	73,280,590.00
(d.) OTHER LOANS AND ADVANCE	-	-
	63,742,390.00	73,280,590.00
GRAND TOTAL	63,742,390.00	73,280,590.00

6 DEFERRED TAX LIABILITIES (NET)

DEFERRED TAX LIABILITIES	-	-
	-	-

7 LONG-TERM PROVISIONS:

(a) PROVISIONS FOR EMPLOYEE BENEFITS	-	-
(b) OTHERS	-	-
	-	-

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	-	-

b UNSECURED

(a.) LOANS REPAYABLE ON DEMAND	-	-
(b.) LOANS AND ADVANCE / OTHER DUES FROM RELATED PARTIES	8,534,779.00	44,988,700.00
(c.) OTHER LOANS AND ADVANCE	-	-
	8,534,779.00	44,988,700.00
GRAND TOTAL	8,534,779.00	44,988,700.00

9 TRADE PAYABLES

SUNDRY CREDITORS

26,648.00

26,648.00

26,648.00

26,648.00

10 OTHER CURRENT LIABILITIES

a INTEREST ACCRUED AND DUE ON BORROWINGS

-

-

b CURRENT YEAR,S TAXES PAYABLE

46,613.00

851,338.00

c TEMPORARY OVERDRAWN BANK BALANCE AS PER BOOKS

79,184,690.87

18,415,544.21

d OTHER LIABILITIES PAYABLE

6,762,112.84

5,957,194.17

85,993,416.71

25,224,076.38

11 SHORT-TERM PROVISIONS

a PROVISIONS FOR EMPLOYEE BENEFITS

-

-

b LIABILITIES OF EXPENSES FOR EXPENSES PROVISION

-

-

-

-

12 FIXED ASSETS

Description	Gross Block				Depreciation				Net Block	
	As at 01/07/2014	Additions	Deductions + Adjustments	As at 30/06/2015	As at 01/07/2014	For the Year	Deductions + Adjustments	Up to 30/06/2015	As at 30/06/2015	As at 30/06/2014
TANGIBLE ASSETS :										
Land	51300	-	-	51300	-	-	-	-	51300	51300
Plant & Machinery	16607219	-	-	16607219	16607219	-	-	16607219	-	-
Vehicle	13970196	-	-	13970196	10686976	651320	-	11338296	2631900	3283220
Furniture & Fixture	14485093	-	-	14485093	14485093	-	-	14485093	-	-
Office Premises	3533251	-	-	3533251	287960	(26422)	-	261538	3271713	3245291
Total (A)	48647059	-	-	48647059	42067248	624898	-	42692146	5954913	6579811
INTANGIBLE ASSETS :										
Software	-	-	-	-	-	-	-	-	-	-
Goodwill**	-	-	-	-	-	-	-	-	-	-
Total (B)	-	-	-	-	-	-	-	-	-	-
Total (A+B)	48647059	-	-	48647059	42067248	624898	-	42692146	5954913	6579811
Previous Year	48647059	-	-	48647059	40401956	1665292	-	42067248	6579811	-
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-
Intangible Assets under-Development	-	-	-	-	-	-	-	-	-	-



13	NON CURRENT INVESTMENT: (Value at cost)				
	INVESTMENTS IN EQUITY SHARES (QUOTED)	No. of Shares	Amount	No. of Shares	Amount
	INVESTMENTS IN SUBSIDIARY EQUITY SHARES (Unquote) Fully Paidup	No. of Shares	Amount	No. of Shares	Amount
	RR INFRA ESATE PVT. LTD.	77,770	48834173	77,770	48834173
	RR INVESTORS CAPITAL SERVICES PVT. LTD. [F.V. Rs. 10]	1,000,000	10,000,000	1,000,000	10000000
	RR BROKERAGE ASSURANCE SER. PVT. LTD. [F.V. Rs. 10]	2,500,000	56,700,000	2,500,000	56700000
	ARIX CONSULTANT PVT. LTD. [F.V. Rs. 10]	50,000	500,000	50,000	500000
	RR EQUITY BROKERS PVT. LTD.	100,000,000	114,760,304	100,000,000	114760304
	RR FINCAP PVT. LTD. [F.V. Rs. 1]	20,000,000	20,000,000	20,000,000	20000000
	GRAND TOTAL		250,794,47		250,794,477
	Aggregate Amount of Quoted Investments	-	-	-	-
	Market Value of Quoted Investments	-	-	-	-
	Aggregate Amount of Unquoted Investments	250,794,477		250,794,477	
14	DEFERRED TAX ASSETS (NET):				
	TDS & ADVANCE TAX		-		-
			-		-
15	LONG TERM LOANS AND ADVANCES:				
	LOAN AND ADVANCE / OTHER DUES TO RELATED PARTIES		210,024,599.06		214,256,599.06
	SECURITY DEPOSITS TO RELATED PARTIES		-		-
	SECURITY DEPOSITS TO OTHERS (Unsecured Considered Good Unless Otherwise Stated)		3,108,813.00		3,608,813.00
			213,133,412.06		217,865,412.06
16	OTHER NON-CURRENT ASSETS				
	MISC . EXPENDITURE (To the Extent Not Written Off or Adjusted)		-		-
	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)

(As Taken Valued & Certified by the Management)

a STOCK IN TRADE (In Respect of Shares / Bonds Acquired for Trading)

* Please Refer sub-note 18(a) for details

b OTHERS;

9,801,211.00

9,804,903.00

-

9,801,211.00

-

9,804,903.00

*Stock in Trade (In respect of Shares / Bonds Acquired for Trading)

Name of Scrips	As at 30.06.2015		As at 30.06.2014	
	No. of Shares /Debenture	Amount Rs	No. of Shares /Debenture	Amount Rs
QUOTED SHARE				
A. P. Rayon Ltd	450	8865	450	8865
Elder Health Care	500	18500	500	18500
Gujarat Inject Ltd.	150	232	150	232
Essar Securities	400	12900	400	15400
K.C. Textiles	100	1325	100	1325
Modi Mirrless Black Stone Ltd (New Name:- Man Diesel & Turbo India Ltd)	5000	5250	5000	5250
Motorol India Ltd	1000	2100	1000	2100
Motorol India Ltd(bonus)	1000	0	1000	0
Namaste Export Ltd	100	260	100	260
Namaste Export Ltd	300	780	300	780
Pal Peugeot	123300	73980	123300	73980
Parasram Puria Syn.	100000	95000	100000	95000
Pasupati Spinning & Weaving Mill	30	195	30	195
PCS data General Ltd;	450	4500	450	4500
Pitte Cement	10000	40000	10000	40000
Rajashtan Brewaries	4200	24150	4200	24150
Rajashtan Brewaries	300	1725	300	1725
Rajashtan Brewaries	600	3450	600	3450
Rajashtan Brewaries	5100	29325	5100	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	380	7030
Sarla Credit & Securities Ltd	5300	53000	5300	53000
Sarla Credit & Securities Ltd	2800	38360	2800	38360
Sarla Credit & Securities Ltd	3300	45210	3300	45210
Sarla Credit & Securities Ltd	145000	1986500	145000	1986500
Sarla Credit & Securities Ltd	156400	2123070	156400	2123070
TANFAC Industries Ltd	100	1470	100	826
Winsome Yams Ltd	1800	2178	1800	4014
Rathi Alloys Steel Ltd.	100	1700	100	1700
Total of Quoted Shares		2429825		2433517
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		9801211		9804903

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	1,222,812.00	2,864,981.00
	<u>1,222,812.00</u>	<u>2,864,981.00</u>

20 CASH & CASH EQUIVALENTS :
(a) BALANCE WITH BANKS

IN FIXED DEPOSITS

IN CURRENT ACCOUNTS

347,822.92 252,638.22

(b) CHEQUES, DRAFTS ON HAND

- -

(c) CASH ON HAND

700,000.00 1,000,000.00

1,047,822.92 1,252,638.22
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

21,097,080.00 13,319,100.00

(2) RECEIVABLE FROM REVENUE AUTHORITIES

8,636,692.49 9,902,996.37

(3) CURRENT YEARS TAXES RECOVERABLE (NET OF LIABILITY)

28,217.70 2,595,199.22

(3) SHARE APPLICATION MONEY TO SUBSIDIARY COMPANYS

- -

(5) OTHERS

35,755,660.00 35,796,215.00

65,517,650.19 61,613,510.59
22 OTHER CURRENT ASSETS:

PREPAID EXPENSES

- -

- -
23 REVENUE FROM OPERATIONS
Investment Income

INCOME FROM SECURITIES TRADING (NET)

(3,692.00) (13,518.00)

BROKERAGE, CONSULTANCY & AUILLIARY SERVICES

8,292,474.52 26,900,952.77

OTHER OPERATING REVENUES

- -

NET REVENUE FROM OPERATIONS

8,288,782.52 26,887,434.77

Note (i):- Income from securities trading net of (after reducing value of purchase Rs.0/- and value of opening stock Rs.98,04,903/- from value of sale Rs.0/- and value closing stock Rs.98,01,211/- in previous year Income from securities trading net of (after reducing value of purchase Rs.0/- and value of opening stock Rs.98,18,6421/- from value of sale Rs.0/- and value closing stock Rs.98,04,903/-



24 OTHER INCOME:

INTEREST INCOME	563,896.00	49,250.00
DIVIDEND INCOME	1,040,890.93	4,040.00
NET GAIN/LOSS ON SALE OF FIXED ASSETS	-	-
OTHER NO-OPERATING INCOME	13,041.00	1,377.00
	<u>1,617,827.93</u>	<u>54,667.00</u>

25 EMPLOYEE BENEFITS EXPENSE

SALARY AND WAGES	-	1,156,000.00
DIRECTOR,S REMUNERATIONS	960,000.00	-
CONTRIBUTION TO PROVIDENT FUND & ESI	-	-
ARREAR PROVIDENT FUND & ESI	-	-
OTHER EXPENSES	-	-
WORKERS AND STAFF WELFARE	-	-
BONUS	-	-
	<u>960,000.00</u>	<u>1,156,000.00</u>

26 FINANCIAL COSTS:

INTEREST EXPENSES	-	-
INTEREST TO BANK	-	-
INTEREST TO PARTIES/DISTRIBUTORS (NET)	-	-
INTEREST TO BANK ON VEHICLE LOAN	-	19,369.17
INTERST ON TDS & OTHER TAXES	11,289.00	17,045.00
OTHER BORROWING COSTS	-	-
	<u>11,289.00</u>	<u>36,414.17</u>

27 DEPRECIATION AND AMORTZATION EXPNSE:

DEPRECIATION	624,898.00	1,665,292.00
PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	-	-
	<u>624,898.00</u>	<u>1,665,292.00</u>

28 OTHER EXPENSES:

ADVERTISEMENT EXPS.	217,243.00	50,286.00
BANK CHARGES	13,911.80	38,279.54
ELECTICITY WATER & SANITARY EXP.	168,292.00	100,268.00
FEE AND PENALTIES	-	590,549.00
GENERAL EXPENSES	459,887.60	333,641.25
INSURANCE	132,231.00	103,671.00
LEGAL EXPENSES	254,481.00	177,690.00
PAYMENT TO THE AUDITORS	50,000.00	40,000.00
POSTAGE & COURIER EXP.	45,172.65	113,627.00
PROFESSIONAL CHARGES	960,000.00	1,040,000.00
RENT PAID	449,633.52	389,077.00
REPAIR & MAINTENANCE EXP.	99,073.00	84,485.00
SUB BROKERAGE / COMMISSION & INCENTIVES ETC.	5,078,812.58	19,486,514.53
SUBSCRIPTION/MEMBERSHIP FEES	258,543.75	234,984.00
TELEPHONE EXP.	787,928.64	957,641.00
TOUR AND TRAVELING EXPENSES	-	57,000.00
VEHICLE RUNNING EXP.	22,041.20	239,300.00
GRAND TOTAL	8,997,251.74	24,037,013.32

29 EARNINGS PER SHARES

a Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (`)	(18,080,654.03)	47,382.28
b Weighted Average number of Equity Shares used as denominator for calculating EPS	11,060,700.00	11,060,700.00
c Basic and Diluted Earnings per Share (`)	(1.635)	0.00
d Face Value per Equity Share (`)	10.00	10.00

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	RAGHUNANDAN PRASAD	DIRECTOR
3	RITU PRASAD	DIRECTOR

b Transaction during the year with related parties

S.No.	Nature of Transaction	(` in Lakhs)				
		30th June, 2015		30th June, 2014		30th June, 2015
		Subsidiary Co.	Associate Co.	Subsidiary Co.	Associate Co.	Key Management
1	Sale of Bonds	-	-	-	-	-
2	Purchase of Bonds	-	-	-	-	-
3	Sale of Services / Allocation of Exp.	72.73	-	10.81	-	-
4	Purchase Services / Allocation of Exp.	76.08	-	203.87	-	-
5	Sale of Propriety	-	-	-	-	-
6	Investment	2,507.94	-	2,507.94	-	-
7	Amount Due from us as at	642.85	-	1,102.77	-	79.92
8	Amount Due to us as at	2,311.22	-	2,275.76	-	-
9	Director Remuneration	-	-	-	-	9.60

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.	2043 Lac
(b) Bank guarantees outstanding against Loan for subsidiary Co.	1300 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:

(Amount in `)

Particulars	2014-15	2013-14
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
Income in foreign currency
Other information

Nil
Nil
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 During the year, pursuant to the provisions of Schedule II to the companies Act, 2013 with effect from 1st April 2014, the Company has revised the estimated useful life of the Assets as mentioned in Note no 1(d) (ii & iii). **As a result:- Depreciation expense for the year ended is lower by Rs. 7,33,400/-**

37 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.

38 Extraordinary items for the current year is ` 1,63,97,052, includes amount paid for claim and damages.

39 No provision has been made for amount of Rs 3 Crore Paid against claim by a Investor as same is recoverable from issuer company.

40 Parties accounts whether is debit or credit are subject to reconciliation and confirmation.

41 Bank balances whether in debit or credit are subject to confirmation and reconciliation.

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Rajat Prasad
(Managing Director)

Ritu Prasad
(Director)

Deepti Grover
(Company Secretary)

AUDITOR'S REPORT

As per our Audit Report u/s44ab of Income Tax Act of Even Date Attached

For: Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
(Membership No.90039)

PLACE: New Delhi
DATED: 28/Aug/2015

SANDEEP GUPTA
(Partner)

RR FINANCIAL CONSULTANTS LIMITED
Regd. Office: 47, M.M. Road, Rani Jhansi Marg, Jhandewalan,
New Delhi – 110055
E-voting sequence no. 151207002

ATTENDENCE SLIP ANNUAL GENERAL MEETING

To be handed over at the entrance of the meeting venue.

Name of the attending member (In block letters)

Mr./Mrs./Miss _____
Name of the proxy (in block letters to be filled in by Proxy attending instead of the member) _____

No. of shares held: _____ Ledger Folio No. _____

DP Id No.* _____ Client Id.* _____

I hereby record my presence at the Twenty Eighth Annual General Meeting on Thursday, the 31st day of December, 2015, at 9.30 A.M at 13/24, village Daulatpur, New Delhi- 110043.

(Member's Signature)

(Proxy's Signature.)

Note: 1. Shareholders / proxies are requested to bring the attendance slip with them.
2. Additional/Duplicates attendance slips will not be issued the meeting hall.
*Applicable for investors holding share in electronics form.

FOR ATTENTION OF THE SHAREHOLDER

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, shareholders may please read carefully & note the User ID, password & the relating detailed instructions for e-voting given in annual report of the 28th Annual General Meeting of the Company before casting your vote through e-voting.

The E-Voting facility will be available during the following e-voting period.

COMMENCEMENT OF E-VOTING	END OF E-VOTING
28 TH DECEMBER, 2015: 9:00 AM	30 TH DECEMBER, 2015 : 6:00 PM

RR FINANCIAL CONSULTANTS LIMITED
Regd. Office: 47, M.M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi – 110055
(CIN NO: L74899DL1986PLC023530)

PROXY FORM
(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014)

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

I/We being the member(s) of _____ shares of RR Financial Consultants Limited hereby appoint:

- (1) Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him;
- (2) Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him;
- (3) Name: _____
Address: _____
E-mail 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 28th Annual General Meeting of the Company, to be held on Thursday, December 31st, 2015 at 9:30 AM at the 13/24, village, Daulatpur, New Delhi – 110043 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTION	OPTIONAL*	
ORDINARY BUSINESS:		FOR	AGAINST
1.	Adoption of Audited Financial Statements for the year ended June 30, 2015.		
2.	To Re-Appoint Mr. Mahesh Chandra as rotational Director.		
3.	Appointment of M/s Sandeep Ramesh Gupta & Co., Chartered Accountants as Auditors of the company to hold office from the conclusion of this meeting to the conclusion of the next meeting and to fix their remuneration.		
SPECIAL BUSINESS:			
4.	Approval for entering into Related party transaction.		

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2015

Signature of shareholder _____

Signature of Proxy holder _____

Affix Rs 1
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 28th Annual General Meeting.
5. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.



TM

BOOK POST
UNDER CERTIFICATE OF POSTING

To, _____

If undelivered, please return to
RR FINANCIAL CONSULTANTS LIMITED
Regd. Office : 47, M.M. Road, Rani Jhansi Marg,
Jhandewalan, New Delhi - 110055.