



Registered Office: 412-422, 4TH Floor, Indraprakash Building, 21 Barakhamba Road

New Delhi-110001

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Website: www.rrfcl.com

NOTICE

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

ORDINARY BUSINESS

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

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

SPECIAL BUSINESS

4. **To appoint Mr. Aditya Chandra (DIN No. 02559537) as Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

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

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

5. **To appoint Mr. Gautam Saha (DIN No. 07602791) as Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :**

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



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

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

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

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

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



9. VOTING THROUGH ELECTRONIC MEANS

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

The instructions for e-voting are as follows:

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

User - ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For CDSL : _ 16 digits beneficiary ID, b) For NSDL : _8 Character DP ID followed by 8 Digits Client ID,</p> <p>Members holding shares in Physical Form enter Folio Number registered with the Company</p>
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- (5) Next enter the Image Verification as displayed and Click on Login
- (6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company then your existing password is to be used.
- (7) If you are a first time user follow the steps given below:

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



- (8) After entering these details appropriately, click on “**SUBMIT**” tab.
- (9) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant <**R R FINANCIAL CONSULTANTS LIMITED**> on which you choose to vote.
- 12) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- 15) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- 17) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of Shareholders should be mailed to helpdesk.evoting@cdslindia.com and on approval of the list they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 18) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- 19) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- 20) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained



➤ Other Instructions

- i) The E-voting period commences on **26th September, 2016 at 9.am** and ends on **28th September, 2016 at 6 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **22nd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by **28th September, 2016 at 6 p.m.** for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently, further the members who have casted their vote electronically shall not be allowed to vote again at the AGM.
- ii) The voting rights of the Members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cutoff date, being 1:1
- iii) **Mr. Sudhir Arya Proprietor of M/S Sudhir Arya & Associates**, Company Secretaries in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- v) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi) The results on resolutions shall be declared at or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the request number of votes in favour of the resolutions.
- vii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (**www.rrfcl.com**) and on the CDSL's website (**<https://evoting.cdslindia.com>**) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd Stock Exchange.

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

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

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

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

Item Nos. 4 to 5

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

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

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

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

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

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

Item No. 6

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

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

For and on behalf of the Board

**Rajat Prasad
Managing Director
DIN: 00062612**

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



VENUE OF AGM

29 th Annual General Meeting	Day: Thursday Date: 29 th September, 2016 Time: 9: 30 A.M Venue: 13/24, Village Daulatpur, New Delhi-110043
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