

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

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

Website: www.rrfcl.com



NOTICE

Notice is hereby given that the **Thirty first Annual General Meeting (AGM)** of the members of **R R Financial Consultants Limited** will be held on the day, **28th September 2018, Friday at 9:00 A.M at 290 Gagan Vihar, New Delhi - 110051**, 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, 2018, and the Reports of the Board of Directors & Auditors thereon.
2. To appoint **M/s G.C. Agarwal & Associates**, Chartered Accountants (having registration no. FRN 017851N), for the term of five year as Auditors from the conclusion of this Annual General Meeting till the conclusion of Thirty sixth Annual General Meeting.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, **M/s G.C. Agarwal & Associates**, Chartered Accountants, Delhi (ICAI Registration No. FRN 017851N), to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Thirty sixth AGM to be held in the year 2023 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Ritu Prasad (DIN: 02341947), a Director liable to retire by rotation, who does not offer herself for re-appointment, be not reappointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”
4. To consider and, if thought fit, to give your assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution for Regularisation of Additional Director, Mrs. Priyanka Singh (Din: 05343056)

“RESOLVED THAT pursuant to the provisions of Section 149,152, 160 and all other applicable provisions, if any, of the Companies Act,2013(“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, if any, Mrs. Priyanka Singh (Din: 05343056), who was appointed as an Additional Director by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 w.e.f 05th January, 2018 proposing her candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company.

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

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 & 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item No. 3 of the Notice, are also annexed.
2. **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.
3. 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.
4. 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.
5. The Register of Members and the Share Transfer books shall remain closed from **22.09.2018 to 28.09.2018** (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:

1. In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **Central Depository Services Limited (CDSL)**.
2. 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.
3. 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 **25th September, 2018 at 9AM** and ends on **27th September, 2018 at 6PM** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21st September, 2018** 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	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 (170829005) 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 **25th September, 2018 at 9.00 a.m.** and ends on **27th September, 2018 at 6.00 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **21st September, 2018** may cast their vote electronically. The e-voting module shall be disabled by **27th September, 2018 at 6.00 p.m.** for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently, further the members who have casted their vote electronically shall not be allowed to vote again at the AGM.

- ii) The voting rights of the Members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cutoff date, being 1:1
- iii) **Mr. Sudhir Arya Proprietor of M/S Sudhir Arya & Associates**, Company Secretaries in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iv) The 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 along with 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 APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015:

Particulars	Mrs. Priyanka Singh
Date of Birth	23.01.1987
Qualification	B.Com(H), MBA
Date of Joining the Board	05.01.2018
Profile of Director	Non Executive Women Director
Directorship held in other Companies (excluding section 8 Companies)	09
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	54324

ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING

Explanatory Statement:

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice.

Item No. 3

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mrs. Ritu Prasad, Director retires by rotation at the ensuing Annual General Meeting. Mrs. Ritu Prasad has not shown her willingness to continue her position.

Mrs. Ritu Prasad, has been on the Board of the Company since 07.12.2014. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mrs. Ritu Prasad during her tenure as a Director on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled-up.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mrs. Ritu Prasad.

Item No. 4

In accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Priyanka Singh (Din: 05343056) , w.e.f 05 January 2018.

Pursuant to Section 161 of the Companies Act, 2013 the above directors hold office up to the date this Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing above candidatures for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of above director on the Board is desirable and would be beneficial to the company and hence recommend resolutions No. 4 for adoption.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested. The Board recommends resolutions under Item No. 4 to be passed as ordinary resolution.

For and on behalf of the Board

Date : 04th September, 2018
Place : New Delhi

RAJAT PRASAD
MANAGING DIRECTOR
DIN: 0006261

VENUE OF AGM

31st Annual General Meeting	Day: Friday
	Date: 28th September, 2018
	Time: 9: 00 A.M
	Venue: 290 Gagan Vihar, New Delhi - 110051

