

**Registered Office: 412-422, 4<sup>TH</sup> Floor, Indraprakash Building, 21 Barakhamba Road  
New Delhi-110001**  
**CIN: L74899DL1986PLC023530, Ph. No: 011-23354802, Email Id: pamdr@rrfcl.com**  
**Website: www.rrfcl.com**

**NOTICE**

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **R R Financial Consultants Limited** will be held on the day, **19<sup>th</sup> May 2018, Saturday** at **9:30 A.M** at **290 Gagan Vihar, New Delhi - 110051**, to transact the following businesses:

**SPECIAL BUSINESS:**

**1. 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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s G.C. Agarwal & Associates**, Chartered Accountants, Delhi (ICAI Registration No. FRN 017851N), who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Manoj Garg & Associates**, Chartered Accountants.

FURTHER RESOLVED THAT **M/s G.C. Agarwal & Associates**, Chartered Accountants, Delhi (ICAI Registration No. FRN 017851N) be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit upto upcoming AGM on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**By order of the Board of  
For R R Financial Consultants Limited**

**Rajat Prasad  
Managing Director  
Din: 00062612**

**Date: 24.04.2018  
Place: New Delhi**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A member entitled to attend and vote at the Extra Ordinary 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 Notice will not be distributed at the venue of the Extra Ordinary General Meeting. Members are requested to bring their attendance slip along with their copy of Notice 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. Proxies should bring their copy of the Notice 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](mailto: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:**

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 Extra Ordinary General Meeting (EGM) 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 EGM (“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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.

**The instructions for e-voting are as follows:**

- (1) The voting period begins on **16<sup>th</sup> May, 2018 at 9.00 A.M** and ends on **18<sup>th</sup> May, 2018 at 6.00 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 **12<sup>th</sup> May, 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](http://www.evotingindia.com).

(3) Click on shareholders

(4) Now Enter the login credentials as follows:

<b>User - ID</b>	<b>For Members holding shares in Demat Form:-</b>  <b>a) For CDSL :_ 16 digits beneficiary ID,</b> <b>b) For NSDL : _8 Character DP ID followed by 8 Digits Client ID,</b>  <b>Members holding shares in Physical Form enter Folio Number registered with the Company</b>
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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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>• <b>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.</b></li> </ul>
<b>DOB</b>	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
<b>BANK DETAILS</b>	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"> <li>• 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</li> </ul>

(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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 item of the Notice. 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 **16<sup>th</sup> May, 2018 at 9.00 a.m.** and ends on **18<sup>th</sup> May, 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 **12<sup>th</sup> May, 2018** may cast their vote electronically. The e-voting module shall be disabled by **18<sup>th</sup> May, 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 EGM.
- 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 EGM, 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 EGM 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 EGM, 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 EGM of the Company and the resolution will be deemed to be passed on the EGM 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](http://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

**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 No. 1 of the accompanying Notice.

**Item No. 1**

**M/s Manoj Garg & Associates**, Chartered Accountants (Firm Registration No. 009684N) Delhi, have tendered their resignation from the position of Statutory Auditors due to merger with other accounting firm therefore he has expressed inability to act as Statutory Auditor of R R Financial Consultants Limited resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended that **M/s G.C. Agarwal & Associates**, Chartered Accountants, Delhi (ICAI Registration No. FRN 017851N), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Manoj Garg & Associates**, Chartered Accountants.

**M/s G.C. Agarwal & Associates**, Chartered Accountants, Delhi (ICAI Registration No. FRN 017851N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By order of the Board of  
For **R R Financial Consultants Limited**

Rajat Prasad  
Managing Director  
Din: 00062612

Date: 24.04.2018  
Place: New Delhi

**VENUE OF EGM**

<p>Extra Ordinary General Meeting</p>	<p>Day: Saturday                  Date: 19<sup>th</sup> May, 2018                  Time: 9: 30 A.M                  Venue: 290 Gagan Vihar, New Delhi - 110051</p>
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