

BOARD OF DIRECTORS	REGISTRAR & SHARE TRANSFER AGENT
<p>Mr. Rajat Prasad : MD &amp; Chairman  Ms. Priyanka Singh : Women Director  Mr. Aditya Chandra : Independent Director  Mr. Gautam Saha : Independent Director</p>	<p>M/s Link Intime India Pvt. Ltd  Noble Heights, 1<sup>st</sup> floor,  Plot No NH-2, C-1 Block, LSC,  Near Savitri Market, Janakpuri,  New Delhi - 110058  Ph: 011-41410592-3-4  Fax: 41410591  Email id: <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a>  Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a></p>

COMPANY SECRETARY	CHIEF FINANCIAL OFFICER
<p>Ms. Farha Naaz</p>	<p>Mr. Vijay Mohan Malik</p>

REGISTERED OFFICE	BANKERS
<p>412-422, 4<sup>th</sup> Floor, Indraprakash Building  21, Barakhamba Road, New Delhi-110001  CIN: L74899DL1986PLC023530  Ph. No: 011-23354802  Email Id: <a href="mailto:pamdr@rrfcl.com">pamdr@rrfcl.com</a>, <a href="mailto:cs@rrfcl.com">cs@rrfcl.com</a>  Website: <a href="http://www.rrfcl.com">www.rrfcl.com</a>, <a href="http://www.rrfinance.com">www.rrfinance.com</a></p>	<ul style="list-style-type: none"> <li>• Axis Bank : Statement House, 148, Barakambha, Road, Delhi-110001</li> <li>• HDFC Bank: G-3-4 Suryakiran Building, 19 Kasturba Gandhi Marg, Delhi-110001</li> </ul>

STATUTORY AUDITOR	SECRETARIAL AUDITOR
<p>M/s G.C. Agarwal &amp; Associates  240 Ghalib Apartments, Parwana Road,  Pitampura, New Delhi- 110034</p>	<p>Sudhir Arya &amp; Associates  Company Secretaries  07, 5th Floor, Amba Tower, DC Chowk, Sector 9,  Rohini Delhi-110085</p>

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: pamdrr@rrfcl.com

Website: www.rrfcl.com

## NOTICE

Notice is hereby given that the **Thirty second Annual General Meeting (AGM)** of the members of **R R Financial Consultants Limited** will be held on the day, **30<sup>th</sup> September 2019, Monday 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 31<sup>st</sup> March, 2019, and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a director in place of Mrs. Priyanka Singh (DIN 05343056), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

3. Re-Appointment of Mr. Rajat Prasad (DIN-00062612) as the Managing Director of the Company and in this regard, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to requisite regulatory approvals, including approval of the Central Government, if required, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rajat Prasad (DIN-00062612), as the Managing Director of the Company for the period from September 30, 2019 to September 30, 2024 (both days included), at the following remuneration, notwithstanding that such remuneration may not exceed the limits prescribed under Section 197 of the Act.”

- a) Basic Salary: ` 200000 per month with an authority to the Board of Directors to determine any merit based revisions from time to time, in the range of `1,00,000 to `7,00,000 per month.
- b) Commission on net profits as per the provisions of the Companies Act, 2013 at the rate to be determined by the Board of Directors from time to time.
- c) Fully furnished accommodation or HRA at the rate of 60% of the salary
- d) Medical reimbursement against submission of bills.
- e) Hospitalization insurance.
- f) Leave travel concession once in a calendar year upto `1,00,000/- per annum
- e) A company maintained car with driver for official and personal use as and when needed. The valuation for personal use shall be as per income tax rules.
- f) One mobile and one telephone at residence for official use which will be available for his personal use also as and when needed. The company shall recover expenditure on personal long distance calls.

- e) Contribution to Provident fund to the extent not taxable under the INCOME TAX ACT, 1961
- f) Gratuity at the rate not exceeding half a month salary for each completed year of service.
- g) Encashment of leave at the end of the tenure.
- h) Reimbursement of entertainment expenses incurred in the ordinary course of business.

**RESOLVED FURTHER THAT** subject to necessary permissions / approvals, the Board of Directors of the Company be and is hereby authorised to fix, vary, reduce or amend the remuneration and other terms of his re-appointment from time to time, as it may deem expedient or necessary during the tenure of his re-appointment or as may be prescribed by the authorities giving such sanction or approval.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, and subject to requisite approvals, including Central Government's approval, if necessary, where in any Financial Year during the currency of tenure of Mr. Rajat Prasad (DIN-00062612) as Managing Director, the Company has no profits or its profits are inadequate, the Company shall not pay to Mr. Rajat Prasad (DIN-00062612), Managing Director, remuneration by way of salary and perquisites approved herein, including any variations, as the minimum remuneration.

**RESOLVED FURTHER THAT** the remuneration committee and/or the Board of Directors of the company may revised the remuneration payable to Mr. Rajat Prasad from time to time at its discretion subject, however to the overall limits laid down under schedule XIII read with other applicable provisions of the companies act, 2013 without further reference to the shareholders".

**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 **24.09.2019 to 30.09.2019** (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](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**).
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 **M/s Link Intime India Private Limited**.
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 **27<sup>th</sup> September, 2019 at 9am** and ends on **29<sup>th</sup> September, 2019 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 **23<sup>rd</sup> September, 2019** may cast their vote electronically. The e-voting module shall be disabled by **M/s Link Intime India Private Limited** for voting thereafter.

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.  
Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.  
  
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

➤ **Other Instructions**

- i) The E-voting period commences on **27<sup>th</sup> September, 2019 at 9.00 a.m.** and ends on **29<sup>th</sup> September, 2019 at 6.00 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **23<sup>rd</sup> September, 2019** may cast their vote electronically. The e-voting module shall be disabled by **29<sup>th</sup> September, 2019 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.rfcl.com](http://www.rfcl.com)) and on the **M/s Link Intime India Private Limited** website <https://instavote.linkintime.co.in> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd Stock Exchange

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

1.

Particulars	Mrs. Priyanka Singh
Date of Birth	23.01.1987
Qualification	B.Com(H), MBA
Date of Joining the Board	05.01.2018

Profile of Director	Non Executive Women Director
Directorship held in other Companies (excluding section 8 Companies)	10
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	54324

2.

Particulars	Mr. Rajat Prasad
Date of Birth	18.02.1965
Qualification	B.Com(H), CA
Date of Joining the Board	18.02.1965
Profile of Director	Managing Director
Directorship held in other Companies (excluding section 8 Companies)	11
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	6458500

#### 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

The Members at the 27th Annual General Meeting held on 31<sup>st</sup> December, 2014 approved the appointment of Mr. Rajat Prasad as Managing Director of the Company with effect from 31<sup>st</sup> December, 2014. Mr. Rajat Prasad will complete his present term on upcoming AGM.



The Board on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Rajat Prasad as a Director, and as Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration:-

- a) Basic Salary: ` 200000 per month with an authority to the Board of Directors to determine any merit based revisions from time to time, in the range of `1,00,000 to `7,00,000 per month.
- b) Commission on net profits as per the provisions of the Companies Act, 2013 at the rate to be determined by the Board of Directors from time to time.
- c) Fully furnished accommodation or HRA at the rate of 60% of the salary
- d) Medical reimbursement against submission of bills.
- e) Hospitalization insurance.
- f) Leave travel concession once in a calendar year upto `100000/- per annum
- e) A company maintained car with driver for official and personal use as and when needed. The valuation for personal use shall be as per income tax rules.
- f) One mobile and one telephone at residence for official use which will be available for his personal use also as and when needed. The company shall recover expenditure on personal long distance calls.
- e) Contribution to Provident fund to the extent not taxable under the INCOME TAX ACT, 1961
- f) Gratuity at the rate not exceeding half a month salary for each completed year of service.
- g) Encashment of leave at the end of the tenure.
- h) Reimbursement of entertainment expenses incurred in the ordinary course of business.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Rajat Prasad as Managing Director has been received by the Company, and consent has been filed by Mr. Rajat Prasad pursuant to Section 152 of the Act. Additional information in respect of Mr. Rajat Prasad, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

Mr. Rajat Prasad and his relatives are interested in these Resolutions. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions. The Board recommends these Resolutions for your approval.

**For and on behalf of the Board**

**Date** : 04<sup>th</sup> September, 2019  
**Place** : New Delhi

**RAJAT PRASAD**  
**MANAGING DIRECTOR**  
**DIN: 00062612**

## VENUE OF AGM

32<sup>nd</sup> Annual General Meeting

Day: Monday

Date: 30<sup>th</sup> September, 2019

Time: 9: 00 A.M

Venue: 290 Gagan Vihar, New Delhi - 110051

