



**RR Financial  
Consultants Limited**

Regd. Office : 412-422, Indraprakash Building  
21, Barakhamba Road,  
New Delhi-110001  
Tel. : 01144441111  
CIN No. : L74899DL1986PLC023530  
Email Id : pamcrr@rrfc.com  
Website : www.rrfinance.com  
www.rrfc.com

To,

Date: 30.05.2024

The Manager,  
Listing Department  
**BSE Limited,**  
25<sup>th</sup> Floor, P J Tower  
Dalal Street,  
Mumbai - 400001

**Scrip Code: 511626**

**Subject: Submission of Annual Secretarial Compliance Report for the Financial  
Year 2023-2024**

Dear Sir/ Madam,

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Secretarial Compliance Report of **R R Financial Consultants Limited** issued by M/s. **Sudhir Arya & Associates**, Practising Company Secretaries for the financial year ended March 31, 2024.

We request the Exchange to take the same on your records.

Yours Faithfully  
**For RR Financial Consultants Limited**

**Rajat Prasad**  
**Managing Director**  
**DIN: 00062612**

**Encl: as above**



**Secretarial Compliance Report  
of  
R R Financial Consultants Limited  
for the year ended 31<sup>st</sup> March, 2024**

I, **SUDHIR KUMAR ARYA**, the Proprietor of **M/s. Sudhir Arya & Associates**, Company Secretaries having office at 301, 3<sup>rd</sup> Floor, Sagar Plaza- II, DDA Commercial Complex, Pitampura, New Delhi- 110034 India have examined:

(a) all the documents and records made available to us and explanation provided by **R R Financial Consultants Limited** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification for the year ended **31<sup>st</sup> March, 2024** ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

*The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined include:-*

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018'; **Not Applicable**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**



(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;


(h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(i) Other Regulations as applicable on the Company and circulars/ guidelines issued thereunder;

**Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference no. 20230316-14 and NSE Circular Ref No: NSE/CML/ 2023/21 both dated 16 March 2023 and Master Circular dated April 29, 2024 from NSE and April 30, 2024 from BSE.**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not applicable
2.	<u>Adoption and timely updation of the Policies:</u>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Not applicable
3.	<u>Maintenance and disclosures on Website:</u>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	Not applicable
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not applicable
5.	<u>To examine details related to Subsidiaries of listed entities:</u>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Not applicable



6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Not applicable
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Not applicable
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	Not applicable
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Not applicable
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6)SEBI (Prohibition of Insider Trading) Regulations,2015</p>	Yes	Not applicable
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder</p>	No	As mentioned in the observations under table (a) appended below.
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p> 	Yes	There are no such instances during the period under review. However M/s G.C. Agarwal & Associates re-appointed as a statutory Auditor of the Company for the Second term of Five Consecutive years.

13.	<p><u>Additional Non-compliances, if any:</u></p> <p>Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	As per the provisions of Regulation 30 and Schedule III of SEBI (LODR) Regulations, 2015 that outcome of Board Meeting to be submitted for financial results, while company submitted it One minute delay due to technical issue on BSE portal.
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**I hereby report that, during the Review Period:**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

Sr. No.	Compliance Requirement(Regulations /circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23(9) of SEBI (LODR) Regulations, 2015 ("Listing Regulations")	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with disclosure of related party transactions on consolidated basis.	Stock Exchange	Fine		Rs. 5,900	Checked and found compliance of the notice.	Assured to the Stock Exchange for proper compliance henceforth and taken on record by the Board.	N.A.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Compliance Requirement (Regulations /circulars/guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine/Penalty Amount, if any on the listed entity	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended till March 31, 2024	Management Response/ Remedial actions, if any taken by the listed entity	Remarks/Comments of the PCS on the actions taken by the listed entity
	Not applicable										

### Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

### For Sudhir Arya & Associates Company Secretaries




**CS. Sudhir Arya, Prop**

**FCS: 7764**

**CoP No: 8391**

**Peer Review no: 2675/2022**

**UDIN: F007764F000489443**

**Place: New Delhi**

**Date: 29/05/2024**