



Secretarial compliance report of R R FINANCIAL CONSULTANTS LIMITED for the year ended 31st March, 2022

We Sudhir Arya & Associates have examined:

- a) all the documents and records made available to us and explanation provided by R R Financial Consultants Limited,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (www.rrfinance.com),
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2022 ("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 thereunder, 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;
- 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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and circulars/ guidelines issued thereunder; & based on the above examination, we 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:

| S. No. | Compliance, Requirement (Regulations/Circulars/Guidelines Including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 1 | Regulation 30 of SEBI (LODR) Regulations, 2015 | Disclosure was not made for Company Secretary cum Compliance office resignation. | Resignation of Company Secretary was not filed with stock exchange. |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| S. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment etc. | Observations/ Remarks of the Practicing Company Secretary, if any. |
|--------|----------------------------------------------------------------------|----------------------|--------------------------------------------------------------------|---------------------------------------------------------------------|
| 1. | Suspension of trading in securities of companies for non-compliances | | Payment of Re-instatement fees of Rs. 6,00,000/- plus applicable | Internal Listing Committee of the Exchange has granted In-Principle |



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|--|---------------------------------------------------------------------------------------------------|--|------------|--------------------------|
| | of certain Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | GST @ 18%. | approval for revocation. |
|--|---------------------------------------------------------------------------------------------------|--|------------|--------------------------|

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

| S. No. | Observations of the Practicing Company Secretary in the previous reports | Observations Made in the secretarial compliance report for the year Ended 31 st March 2022 | Actions taken by the listed entity, if any | Comments of the practicing Company Secretary on the actions taken by the listed entity |
|--------|--------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| | N.A. | | | |
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For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)

Place: Delhi
Date: 30/05/2022



(Handwritten Signature)

CS. SUDHIR ARYA
CP No:- 8391
M. No:- FCS 7764
DIN-F007764D000438260