



**RR Financial
Consultants Limited**

Regd. Off.: 47, M.M. Road,
Rani Jhansi Marg, Jhandewalan,
New Delhi-110055 (India)
CIN No. : L74899DL1986PLC023530
Email Id : cs@rrfcl.com
Ph. : (+91) 11-23636362-63
Fax : (+91) 11-23636746-6743
Website : www.rfinance.com
: www.rfcl.com

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the members of RR Financial Consultants Limited will be held on Thursday, the 31st December 2015, at 9:30 A.M at 13/24 Village Daulatpur, New Delhi - 110043, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statement of the company for the year ended 30th June, 2015, including Audited Balance Sheet as at 30th June, 2015, the statement of Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Chandra (DIN 01170351), who retires by rotation at this Annual General meeting and being eligible, offer himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Sandeep Ramesh Gupta & Co. (Firm Regn. 011984N) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-Ninth AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. Approval for entering into related party transactions by the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
1.	Rent	None of the Director interested	RR EQUITY BROKERS PVT. LTD	1460400
2.	Rent	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	1197900
3.	Rent	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	624300
4.	Interest	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	2529601
5.	Rent	None of the Director interested	RR INVESTORS CAPITAL SERVICES PVT. LTD.	1460400
6.	Interest	None of the Director interested	RR EQUITY BROKERS PVT. LTD	2529601
7.	Brokerage Services	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	5078813

"RESOLVED FURTHER THAT the board of directors of the Company and/or a committee thereof or the Compliance Officer of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

By Order of the Board of Directors

SD/-
Rajat Prasad
Managing Director
Din: 00062612

Place : New Delhi
Date : 5th December, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Members proxies should bring the attendance slip sent herewith duly filled in for attending the Annual General Meeting. Members are requested to bring their copy of Annual Report while attending the Annual General Meeting.
3. A Statement pursuant to sec 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto
4. The Register of Members and the Share Transfer books shall remain closed from 25.12.2015 to 31.12.2015 (both days Inclusive).
5. Members desiring any information as regards accounts are requested to write to the Company at least 7 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.
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 (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:**

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 and Clause 35B of the Listing Agreement entered into with the stock exchange, the company is pleased to provide members facility to exercise their right to vote at the 28th AGM by electronic means. The Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically, E Voting is optional.

The instructions for e-voting are as follows:

- (1) The voting period begins on 28th December, 2015 at 9.am and ends on 30th December, 2015 at 6 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 27th November, 2015 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>
-----------	--

(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 TM	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 for the relevant <RR 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

II Other Instructions

- i) The E-voting period commences on 28th December, 2015, 9:00 AM and ends on 30th DECEMBER, 2015 6:00 PM. During this time Members of the Company, holding shares either in physical form or in dematerialized form as on 27th November, 2015 may cast their vote electronically. The e-voting module shall be disabled by 30th December, 2015, 6:00 AM 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 Secretary in Practice has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The scrutinizer shall within a period not exceeding three (3) working days from conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v) 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
- vi) The results declared along with the Scrutinizer Report(s) will be available on the website on the Company (www.rrfcl.com) and on CDSL's website (<https://evoting.cdslindia.com>) within two (2) days of passing of the resolutions at the AGM of the Company and communication at the same to the BSE Ltd.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 4

The provisions of Section 188(1) of the Companies Act, 2013 that govern the related party transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the board of directors and in case of the Company having a paid up share capital of Rupees Ten Crore or more by way of a Ordinary resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the board of directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The following table shows the names of the related party along with the transactions to be entered with them for a maximum limit per annum. These related party transactions were approved by the audit committee.

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
1.	Rent	None of the Director interested	RR EQUITY BROKERS PVT. LTD	1460400
2.	Rent	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	1197900
3.	Rent	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	624300
4.	Interest	None of the Director interested	RR INSURANCE BROKERS PVT. LTD.	2529601
5.	Rent	None of the Director interested	RR INVESTORS CAPITAL SERVICES PVT. LTD.	1460400
6.	Interest	None of the Director interested	RR EQUITY BROKERS PVT. LTD	2529601

7.	Brokerage Services	None of the Director interested	RR INVESTOR RETAIL SERVICES PVT. LTD.	5078813
----	--------------------	---------------------------------	---------------------------------------	---------

By Order of the Board of Directors

SD/-
RAJAT PRASAD
MANAGING DIRECTOR
DIN: 00062612

TM

Place : New Delhi
Date : 5th December, 2015

Venue of AGM

28th Annual General Meeting

Day: Thursday

Date: December 31st 2015

Time: 9: 30 A.M

Venue: 13/24, Village Daulatpur, New Delhi-110043

