

**Registered Office: 412-422, 4th Floor, Indraprakash Building, 21 Barakhamba Road,
New Delhi-110001**

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Website: www.rrfcl.com

NOTICE

Notice is hereby given that the **Thirty Ninth Annual General Meeting (39thAGM)** of the members of **R R Financial Consultants Limited** will be held on the **Monday, 21st September 2026 at 12:30 P.M.** through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") 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 31st March, 2026 and the Reports of the Board of Directors & Auditors thereon.**

"RESOLVED THAT the Audited Standalone Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 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.**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mrs. Priyanka Singh (DIN 05343056), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Non- Independent Director of the Company."

SPECIAL BUSINESS:-

- 3. Approval of Name Change of the Company**

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

"RESOLVED THAT pursuant to Section 4(4) and 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from "R R FINANCIAL CONSULTANTS LIMITED" to "RR GLOBAL LIMITED" or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Delhi and Haryana and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The Name of the Company is RR GLOBAL LIMITED or any other name as approved by Registrar of the Companies.

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any name as approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, NCT & Delhi for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company.”

4. Approval for material related party transaction(s) u/s 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:

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) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) to be entered by the Company with the respective related parties and for the maximum amount per annum, as may be decided by the Board and recommended and reviewed by Audit Committee as mentioned herein below;

Sr. No	Nature of transactions as per Section 188 of the Companies Act, 2013	Interested Director	Name of the related party	Details of the counter party	Maximum Amounts
1.	Any other transaction, Loans & Advances	Rajat Prasad	Priya Darshan Real Estate Private Limited	Subsidiary	L& A -1.5 Crore
2.	Any other transaction, Borrowings, Commission given Bank Guarantee	Rajat Prasad	RR Investors Capital Services Limited	Subsidiary	B- 8.5 Crore
3.	Any other transaction, Loans & Advances	Rajat Prasad	RR Equity Brokers Private Limited	Subsidiary	L& A -3 Crore
4.	Loan	Rajat Prasad	RR Fine Art Enterprises Private Limited	Subsidiary	L& A -50 Lacs
5.	Any other transaction, Loans & Advances	Rajat Prasad	RR Fincap Private Limited	Subsidiary	B -1 Crore
6.	Any other transaction, Loans & Advances	Rajat Prasad	Shivom Holdings Private Limited	Subsidiary	L& A -50 Lacs
7.	Any other transaction, Borrowings (square up during the period)	Rajat Prasad	RR Insurance Brokers Private Limited	Subsidiary	4.05 Crore

“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 to enter into, sign, execute, renew, modify and amend such agreements, documents and writings and to make such filings, and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, in the best interest of the Company.”

5. Approval to issue Non-Convertible Debt Securities/Debentures through private placement

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, including any statutory modifications, clarifications, exemptions or re-enactment thereof, for the time being in force and pursuant to the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and all other rules, regulations, guidelines, notifications, clarifications and circular, if any issued by any statutory/regulatory authority, as may be applicable and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such consent, approvals, permissions and sanctioned of the concerned statutory and regulatory authorities if and to the extent necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee(s) which the Board may have constituted / reconstituted or hereinafter constitute /reconstitute to exercise its powers including the powers conferred by this Resolution) to create, offer, invite for subscription, issue and allot, in one or more tranches secured/ unsecured, redeemable, Non-Convertible Debt Securities (“NCSs”) including but not limited to subordinated/ senior, perpetual/non perpetual, cumulative/non-cumulative rated/ unrated, debentures, bonds and/or other debt securities, etc. on private placement basis, aggregating up to INR 200 Crores (Indian Rupees Two Hundred Crores) on such terms and conditions and at such times (as per the requirement of funds), as may be decided by the Board, to such person(s), including but not limited to one or more company(ies), body(ies) corporate, statutory corporation(s), commercial bank(s), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/ provident funds, family office(s) and individual(s), as the case may be, or such other person(s) as the Board may decide/approve in its absolute discretion (depending upon the requirement of funds to meet the business operations, working capital requirements and other general corporate purposes of the Company), during the period of one year or for such other period as permissible under the applicable law from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue of NCSs including but not limited to determine the size, issue price, timing, tenure, interest rate of NCSs, listing of NCSs, if required, creation of security, utilization of issue proceeds, appointment of Debenture Trustee(s), Registrar and Transfer Agent, Legal Counsel and other agency(ies) and to do all necessary acts, deeds and things and to execute such documents deeds writings papers agreements as may be required as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to issue of NCSs as aforesaid.”

6. Approval to issue Non-Convertible Debt Securities/Debentures through public issue

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions, sanctions and consents as may be necessary from SEBI, BSE Limited, Registrar of Companies and other regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted or to be constituted by the Board) to create, offer, issue and allot, in one or more tranches, secured/ unsecured, redeemable, Non-Convertible Debt Securities ("NCSs") including but not limited to subordinated/ senior, perpetual/non perpetual, cumulative/non-cumulative rated/ unrated, debentures, bonds and/or other debt securities, etc. through Public Issue, for an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crore only), on such terms and conditions and at such times, as may be decided by the Board, to the public as the case may be, or such other person(s) as the Board may decide/approve in its absolute discretion (depending upon the requirement of funds to meet the business operations, working capital requirements and other general corporate purposes of the Company), during the period of one year or for such other period as permissible under the applicable law from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the detailed terms and conditions of each public issue and/or tranche thereof, including but not limited to the size of the issue, face value, issue price, coupon/interest rate, tenor, redemption schedule, security, listing, credit rating, appointment of Merchant Banker(s), Debenture Trustee(s), Registrar to the Issue, Legal Advisor(s), Credit Rating Agency(ies), and other intermediaries, and to decide all matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to prepare, approve, execute and file the Draft Shelf Prospectus, Shelf Prospectus, Tranche Prospectus and all other offer documents, applications, forms, returns and writings with SEBI, the Registrar of Companies, Stock Exchange(s), Depositories and other statutory or regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee of Directors or any Director(s), Chief Financial Officer, Company Secretary or any other authorised official(s) of the Company for giving effect to this resolution."

For and on behalf of the Board

sd/-
Rajat Prasad
Managing Director

Date: 26.08.2026

Place: New Delhi

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated 5 May 2020, Circular no. 02/2021 dated 13 January 2021, Circular no. 19/2021 dated 08 December 2021, circular no. 21/2021 dated 14 December 2021, circular no. 2/2022 dated 05 May 2022 and circular no. 10/2022 dated December 28, 2022, in relation to “Clarification on holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or Other Audio Visual Means (“OAVM”)” read with other Circulars, as may be applicable (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May 2020, Circular no. SEBI/ HO/ CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 and SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. An Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 (“Act”) and applicable Secretarial Standard, relating to Special Business to be transacted at the AGM, is annexed to the Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect Of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure-I to this Notice.
3. In compliance with applicable provisions of the Companies Act, 2013 (the Act) read with aforesaid MCA Circular the 39th Annual General Meeting of the Company being conducted through Video Conferencing (VC) (herein after called as “E-AGM”).
4. Company has engaged MUFG Intime India Private Limited for providing facility for voting through remote e-Voting, VC/OAVM Facility for convening the 39th AGM and e-Voting during the AGM.
5. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
6. In line with the MCA Circulars and SEBI Circular, the Notice of the 39th AGM and Annual Report 2025-26 will be available on the website of the Company at www.rrfcl.com under Investors section, on the website of BSE at www.bseindia.com. The Notice of the 39th AGM will also be available on the website of MUFG at <https://instavote.linkintime.co.in>
7. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting’s agency.

The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

9. The members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, the vote cast through remote e-Voting shall be considered final and e-Voting at the AGM will not be considered.
10. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
11. Members may join the 39th AGM through VC/OAVM Facility by following the procedure as mentioned in this Notice; Members can join the E-AGM 15 minutes before and after the schedule time of commencement of the meeting.
12. Members may note that the VC/OAVM Facility, provided by MUFG Intime India Private Limited, allows participation of at-least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 39th AGM without any restriction on account of first-come-first-served principle.
13. Attendance of the Members participating in the 39th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. In case of joint holders, the member whose name appears as the First holder in the order of the name as per register of Members of the Company will be entitled to vote during the AGM.
15. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 (Declaration to opt-out) or SH-14 (Change in Nominee) as the case may be. The said forms can be downloaded from the Company's website http://www.rtfcl.com/Investor_Relations.aspx#. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to Company's Registrar and Transfer Agent, MUFG Intime India Private Limited ('RTA') in case the shares are held in physical form.
16. 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.
17. To support the "Green Initiative" and as per SEBI vide circular no. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's RTA - MUFG Intime India Private Limited, for any assistance in this regard.
18. The Register of Members and the Share Transfer books shall remain closed from **15.09.2026 to 21.09.2026** (both days Inclusive).
19. Members desiring any information as regards accounts or any matter to be placed at the Annual General Meeting (AGM) 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 through email to cs@rtfcl.com.
20. A Member receive an email from **MUFG Intime India Pvt. Ltd.** (for members whose Email IDs are registered with the Company's Registrar and Transfer Agent i.e. **M/s MUFG Intime India Private Limited**).

21. The requisite Registers as required under the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@rrfcl.com.

22. Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com> & Click on “Login”.

► Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL Demat account** shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in **NSDL Demat** account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in **physical form** shall provide Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not Updated their PAN with the Depository Participant (DP)/ Company shall use the Sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.

b) Select the “Company Name” and register with your following details:

c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number**.
- Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the **Folio Number registered with the company**.

- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



Team InstaMeet
MUFG Intime India Private Limited
Formerly Link Intime India Private Limited

23. 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 Obligations 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 MUFG Intime India Private Limited**.
2. 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 **18th September, 2026 at 9:00 AM** and ends on **20th September, 2026 at 5:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **14th September, 2026** may cast their vote electronically. The e-voting module shall be disabled by **MUFG Intime India Pvt. Ltd** for voting thereafter.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
b) Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](https://web.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
b) Enter existing username, Password & click on “Login”.
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

- User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
- Set the password of your choice.
(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).
- Enter Image Verification (CAPTCHA) Code.
- Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered_email_address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.”.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:registered_email_address).

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVOTE

Team InstaVote

MUFG Intime India Private Limited

Formerly Link Intime India Private Limited

➤ **Other Instructions**

- i) The E-voting period commences on **18th September 2026 at 9:00 a.m.** and ends on **20th September, 2026 at 5:00 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **14th September, 2026** may cast their vote electronically. The e-voting module shall be disabled by **20th September, 2026 at 5:00 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 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.
- 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company (**www.rrfcl.com**) and on the **MUFG Intime India Pvt. Ltd** 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.

Explanatory Statement

[Pursuant to Provisions of Section 102(1) of the Companies Act, 2013]

Annexure to the Notice

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, 5 & 6 of the accompanying Notice.

ITEM NO. 3: APPROVAL OF NAME CHANGE OF THE COMPANY:

The Board of Directors of the Company in its meeting held on 26th September 2026 decided to change the name of the Company from "R R FINANCIAL CONSULTANTS LIMITED to RR FINANCE LIMITED /RR INVESTMENT LTD/any other name as approved by ROC on recommendation of Board of Directors"] as the Board considered the same as an auspicious name for the Company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

Further there is no work of consultancy in the company so these names are deemed to be fit. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders approval.

ITEM NO.4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) U/S 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board of Directors and to take prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from 01st April, 2023, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of

Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of Special Resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2025-26:

Sr. No	Nature of transactions as per Section 188 of the Companies Act, 2013	Interested Director	Name of the related party	Details of the counter party	Maximum Amounts
1.	Any other transaction, Loans & Advances	Rajat Prasad	Priya Darshan Real Estate Private Limited	Subsidiary	L& A -1.5 Crore
2.	Any other transaction, Borrowings, Commission given Bank Guarantee	Rajat Prasad	RR Investors Capital Services Limited	Subsidiary	B- 8.5 Crore
3.	Any other transaction, Loans & Advances	Rajat Prasad	RR Equity Brokers Private Limited	Subsidiary	L& A -3 Crore
4.	Loan	Rajat Prasad	RR Fine Art Enterprises Private Limited	Subsidiary	L& A -50 Lacs
5.	Any other transaction, Loans & Advances	Rajat Prasad	RR Fincap Private Limited	Subsidiary	B -1 Crore
6.	Any other transaction, Loans & Advances	Rajat Prasad	Shivom Holdings Private Limited	Subsidiary	L& A -50 Lacs
7.	Any other transaction, Borrowings (square up during the period)	Rajat Prasad	RR Insurance Brokers Private Limited	Subsidiary	4.05 Crore

ITEM No.5: Approval to issue Non-Convertible Debt Securities through private placement

In order to augment the long-term financial resources of the Company for meeting its business operations, working capital requirements and other general corporate purposes, the Company proposes to raise funds through the issuance of secured and/or unsecured, redeemable Non-Convertible Debt Securities ("NCDs"), including Non-Convertible Debentures, in one or more tranches, on a private placement basis.

Pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013, read with the rules made thereunder, as amended from time to time, and subject to the applicable provisions of the Memorandum and Articles of Association of the Company and other applicable laws, rules, regulations, guidelines and directions issued by the Reserve Bank of India, the Securities and Exchange Board of India and other regulatory authorities, as may be applicable, the approval of the Members is being sought by way of a Special Resolution.

The proposed Special Resolution is intended to enable the Company to offer or invite subscriptions for NCDs, in one or more tranches, on such terms and conditions, including issue price, coupon rate, tenure, redemption, security, listing,

if any, and other terms as may be determined by the Board of Directors or such Committee thereof as may be authorised by the Board, from time to time, subject to applicable laws and regulations.

The proposed issue(s) shall be undertaken during the period of one year from the date of passing of the Special Resolution set out at Item No. 5 of the accompanying Notice and shall be within the overall borrowing limits of the Company as approved by the Members from time to time.

The Board of Directors, at its meeting held on 26th August, 2026, after considering the requirements of the Company and the applicable statutory and regulatory provisions, approved the proposal and accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding and/or holding of debt securities of the Company, if any.

ITEM NO. 6: Approval to issue Non-Convertible Debt Securities through Public Issue

In order to augment the long-term financial resources of the Company for its business operations, working capital requirements and other general corporate purposes, the Company proposes to raise funds through the issuance of secured and/or unsecured, redeemable Non-Convertible Debt Securities ("NCDs"), including Non-Convertible Debentures, in one or more tranches through public issue.

Raising funds through public issue of NCDs provides the Company with an efficient and flexible source of long-term finance and enables it to access a wider investor base while diversifying its borrowing profile. The NCDs may be issued at par, at a premium or at such price as may be determined by the Board of Directors based on prevailing market conditions and in accordance with applicable laws.

Pursuant to the provisions of Sections 23 and 71 of the Companies Act, 2013, read with the applicable rules made thereunder and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company is required to obtain the approval of the Members for the proposed public issue of NCDs. Accordingly, approval of the Members is sought by way of a Special Resolution to authorise the Board of Directors to issue and allot, in one or more tranches, secured and/or unsecured redeemable NCDs for an aggregate amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore only) during a period of one year from the date of passing of the Special Resolution or such other period as may be permitted under applicable law, within the overall borrowing limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors, at its meeting held on 26th August, 2026, after considering the requirements of the Company and the applicable statutory and regulatory provisions, approved the proposal and accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding or investment in the securities of the Company, if any.

Additional Information on Directors seeking Re-appointment (Item No 2) at the Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards on General Meetings:

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)	13
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	58273

For and on behalf of the Board

**sd/-
Rajat Prasad
Managing Director**

**Date: 26.08.2026
Place: New Delhi**