

# R R FINANCIAL CONSULTANTS LIMITED

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New Delhi-110001  
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This is an Addendum to the Notice of 33rd Annual General Meeting (AGM) of the Company to be held on Wednesday at 02:30 P.M. through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact two business items (2 ordinary businesses) as specified in Notice of AGM.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No.3 Item and No 4:

**3. TO APPROVE THE REGULARISATION OF MR. ARUN RANA APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS CONNECTION, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded, to appoint Mr. Arun Rana (Din 07338622), as an Independent Director (Non-Executive) on the Board of the Company w.e.f. 30.09.2020 to hold office for a term upto 5 consecutive years from the date of 33<sup>rd</sup> general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required."

**4. TO APPROVE THE APPOINTMENT OF MR. SUBASH NARANG (DIN: 01406843), AS AN INDEPENDENT DIRECTOR AND IN THIS CONNECTION, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded, to appoint Mr. Subash Narang (Din 01406843), who has attained the age of seventy Six (76)Years, as an Independent Director (Non-Executive) on the Board of the Company w.e.f. 30.09.2020 to hold office for a term upto 5 consecutive years from the date of 33<sup>rd</sup> general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required."

**For and on behalf of the Board**

**RAJAT PRASAD  
MANAGING DIRECTOR  
DIN: 00062612**

**Date: 22.09. 2020  
Place: New Delhi**

**ANNEXURE TO THE NOTICE**

# R R FINANCIAL CONSULTANTS LIMITED

## Statement setting out material facts under Section 102 of the Companies Act, 2013

### Item No. 3

As per proviso to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014, any intermittent vacancy of an Independent Director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later.

In terms of the provisions of Section 161 (1) Act, the Board of Directors may appoint any person as an additional director, who shall hold office till the conclusion of the next Annual General Meeting (AGM).

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company, subject to your approval under Section 152 of the Act, appointed Mr. Arun Rana as an Additional Director (Designated as Independent Director) w.e.f. November 30, 2019. In terms of the provisions of Section 161(1) of the Act, Mr. Arun Rana would hold office upto the date of this Annual General Meeting.

As per the declarations submitted, Mr Arun Rana is not liable to any disqualification under the provisions of Section 164 of the Act. The Board of Directors is of the view that Mr. Arun Rana is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company.

### Item Nos. 4

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. The Board of directors has proposed the appointment of Mr. Subash Narang as Independent Director of the Company. Mr. Subash Narang has already have already attained the age of seventy Six (76) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for appointment of Mr. Subash Narang for a term upto 5 consecutive years, will be required to be passed. Profiles and justification for continuation of the directorship for each of the aforesaid directors are stated below:

Mr. Subash Narang, born on 23/04/1944, is a Non-Executive Independent Director of the Company. He holds a Bachelor's degree in Commerce. Mr. Subash Narang has work experience of more than 30 years in field of Finance and Accounts. He can bring independent judgement on the Board of the Company. With his expertise, skills and knowledge, particularly in the field of finance and accounts, he can provide his valuable guidance and inputs in all matters pertaining to the financial statements. Mr. Subash Narang is physically fit and current with finance and business matters.

**For and on behalf of the Board**

**Date: 22.09. 2020**  
**Place: New Delhi**

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

## R R FINANCIAL CONSULTANTS LIMITED

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

1.

Particulars	Mr. Arun Rana
Date of Birth	29/03/1987
Qualification	B.Com
Date of Joining the Board	30.11.2019
Profile of Director	Non Executive Independent Director
Directorship held in other Companies (excluding section 8 Companies)	1
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	-

2.

Particulars	Mr. Subash Narang
Date of Birth	23.04.1944
Qualification	B.Com
Date of Joining the Board	30.09.2020 subject to approval at AGM
Profile of Director	Non Executive Independent Director
Directorship held in other Companies (excluding section 8 Companies)	0
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	-

For and on behalf of the Board

Date: 22.09. 2020  
Place: New Delhi

RAJAT PRASAD  
MANAGING DIRECTOR  
DIN: 00062612