



**Quarterly Compliance Report on Revised Corporate Governance under Clause  
49 of the Listing Agreement**

**Name of the Company:** RR FINANCIAL CONSULTANTS LIMITED  
**Quarter ending on:** 31<sup>ST</sup> MARCH, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	<b>YES</b>	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	Will be disclosed in the next Annual Report
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Will be disclosed in the next Annual Report
(C) Board Disclosures	49 (IV C)	YES	Will be disclosed in the next Annual Report
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	YES	Will be disclosed in the next Annual Report
(E) Remuneration of Directors	49 (IV E)	YES	Will be disclosed in the next Annual Report
(F) Management	49 (IV F)	YES	Will be disclosed in the next Annual Report
(G) Shareholders	49 (IV G)	YES	Will be disclosed in the next Annual Report
<b>V. CEO/CFO Certification</b>	49 (V)	YES	Will be disclosed in the next Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Will be disclosed in the next Annual Report
<b>VII. Compliance</b>	49 (VII)	YES	Will be disclosed in the next Annual Report

**Note:**

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in

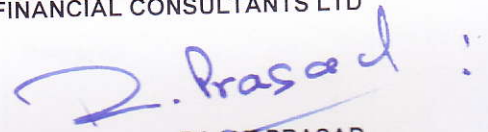
case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).

- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

**Place** : New Delhi

**Date** : 25<sup>th</sup> April, 2015

FOR RR FINANCIAL CONSULTANTS LTD



RAJAT PRASAD  
MANAGING DIRECTOR