



**RR Financial  
Consultants Ltd.**

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**NOTICE**

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting (AGM)** of the members of **RR Financial Consultants Limited** will be held on **Saturday, the 31<sup>st</sup> December 2011**, at **9:30 A.M** at Village 13/24 Village Daulatpur, New Delhi - 110043, to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as on 30<sup>th</sup> June, 2011, 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, who retires by rotation at this meeting and being eligible, offer himself for re-appointment.
3. To appoint M/s Sandeep Ramesh Gupta & Co., Chartered Accountants as Auditors of the company to hold office from the conclusion of this meeting to the conclusion of the next meeting and to fix their remuneration.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification, the following as an Ordinary resolution:

**“RESOLVED THAT** the consent of the Company be and is hereby granted, in accordance with Section 293 (1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and the Article of Association of the Company, to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 450 Crores (Rupees Four Hundred Fifty Crores Only), and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and condition or all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.”

**By Order of the Board of Directors**

  
**Rajat Prasad  
Managing Director**

Place : New Delhi  
Date : 03.12.2011

**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. The Register of Members and the Share Transfer books shall remain closed from 24.12.2011 to 31.12.2011 (both days Inclusive) for the purpose of the Annual General Meeting.
4. 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 as also the attendance slip duly filled in for attending the meeting.
5. Members desirous of appointing their nominee for the shares held by them may apply in the revised 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 vote.

By Order of the Board of Directors

  
**Rajat Prasad**  
**Managing Director**

Place : New Delhi

Date : 03.12.2011

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business items**

ITEM NO. 4

Pursuant to the provisions of Clause (d) subsection (1) of section 293 of the Companies Act, 1956, the Board of Directors can not borrow more than the aggregate of the paid up capital of the Company and its free reserves at any time except with the consent of the shareholders of the Company in a General Meeting. Also the Company is in the process of its expansion programme and for which additional funds shall be required in the future.

By Order of the Board of Directors



**Rajat Prasad  
Managing Director**

Place : New Delhi

Date : 03.12.2011