

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting (AGM) of the members of RR Financial Consultants Limited will be held on Thursday, the 31st December 2009, 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 30th June, 2009, Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To declare a dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Raghunandan Prasad, who retires by rotation at this meeting and being eligible, offer himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification, the following as an Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956 and subject to such other approval(s) as may be required consent of the Company be and is hereby accorded to change the name of the Company from RR Financial Consultants Limited to a new name with prefix "RR".

6. **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 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is increased from Rupees 6,00,00,000 (Rupees six crores) divided into 60,00,000 equity shares of Re. 10/- each To Rupees 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 equity shares of Re.10/- each.

RESOLVED FURTHER THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause 5 of the Memorandum of Association of the Company be and is substituted by the following:-

Clause 5 of Memorandum of Association

“The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lacs) equity shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT Mr. Rajat Prasad, Managing Director of the Company be and is hereby authorised to do all such acts, deeds, things as they deem fit in the best interests of the Company in order to give effect the above.

7. 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.200 crores (Rupees Two Hundred 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.”

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

“RESOLVED THAT pursuant to provisions of Section 163 of the Companies Act, 1956, the consent of the company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members together with the index of members and relevant documents and certificates required to be annexed with the annual return under section 160/161 of the Companies Act, 1956 and/or any of the documents as required to be kept at the registered office of the Company, at the office of Registrar and Transfer Agent, **Link Intime India Pvt Ltd., A-40, 2nd Floor, Phase – II, Naraina Industrial Area, Near Batra Banquet Hall, New Delhi - 110028** and at such places where the Registrar and transfer Agent may shift its office from time to time instead of the Registered Office of the Company at 47, M.M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi - 110055.”

9. 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 Section 81, 81(1A) of the companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to relevant provisions of the Securities and Exchange Board of India (Disclosure of Investor Protection) Guidelines, 2000 (Guidelines”) as in force and subject to all other applicable

rules, regulations and guidelines of the Securities and Exchange Board of India (SEBI), the applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) regulations, 2000, Issue of Foreign Currency Convertible Bonds and ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and enabling provisions of the Memorandum and Articles of Association of the company and the Listing Agreements entered into by the company with the Stock Exchanges where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India (RBI), and all other authorities as may be required, whether in India or outside India, (hereinafter referred to as "Appropriate Authorities), and subject to such conditions as may be prescribed by any of them while granting any such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the member of the company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot in one or more tranches, in the course of domestic/international offerings to Domestic/ Foreign Investors/institutional Investors/ Foreign Institutional investors, trusts Mutual funds, Banks, financial Institutions, Insurance Companies, Pension Funds, retail public or otherwise, whether Members of the Company or not, such number of Global Depository Receipts (GDRs) or American Depository receipts (ADRs), Qualified Institutional placements(QIPS), Foreign Convertibles Currency Bonds (FCCB), with or with out Green Shoe Option, Equity shares and/or Equity Shares (through depository receipt Mechanism or directly to Investors) and/or any other financial instruments convertible into Equity Shares or otherwise, in registered or bearer form and/or any security convertible into Equity shares, securities, linked to Equity Shares and/or securities with or without detachable warrants with right Exchange(s) where the company's shares are listed or proposed to be listed , Issuance of shares on Rights basis to the Existing Shareholders and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deed and things in connection therewith and incidental thereto as the board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to Rajat Prasad & Raghunandan Prasad, Directors or Company Secretary of the company to give effect to the aforesaid resolution."

By Order of the Board of Directors

**Sd/-
Rajat Prasad
Managing Director**

**Place : New Delhi
Date : 02.12.2009**

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 24.12.2009 to 31.12.2009 (both days Inclusive).
4. If dividend on equity shares as recommended by the Directors is approved at the meeting, the payment of such dividend will be made to those members of the Company whose name appear on the Register of Members and as per beneficial owners position received from National Securities Depository Services (India) Limited (NSDL) and Central Depository Services (India) Ltd. as at the close of December 24, 2009
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 as 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 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

**Sd/-
Rajat Prasad
Managing Director**

**Place : New Delhi
Date : 02.12.2009**

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

ITEM NO. 5

The Company adopted the name RR Financial Consultants Limited with a view of doing various financial activities, but now the company has incorporated various subsidiaries and acting through them. The Company wants to change its name as now it has become mere a holding company of various companies and will adopt an appropriate name with prefix "RR" which will reflects it's true nature of business. The Board of Directors of the company are in engaged with the Registrar of Companies, Delhi & Haryana to seek an appropriate name with prefix "RR".

ITEM NO. 6

At present the authorised capital of the company is Rs. 6,00,00,000/- (Rupees six crore only), and the company proposed the increase it's authorised capital to RS. 12,00,00,000/- (Rupees Twelve Crore Only) for more opportunities and to extends the business of the Company

ITEM NO. 7

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.

ITEM NO. 8

Section 163 of the Companies Act, 1956 provides that for keeping the Register of Members, the Copies of annual return, the copies of certificates and documents required to be annexed with the annual return u/s 160/161 of the Companies Act, 1956 other than the registered office of the Company, requires the approval of members in the meeting by way of Special Resolution.

ITEM NO. 9

RR Financial Consultants Limited is the flagship company of RR Group. RR Financial Consultants Limited is in the process of restructuring/increasing all the Group/subsidiary companies under one roof so that the holding company i.e. RR Financial Consultants Limited will emerge as a Holding Company with strong foundation. Also, the company is desirous of raising funds through various methods including a Right Issue for further expansion of the Company and smooth functioning of the affairs of the Company.

Place : New Delhi
Date : 02-12-2009

By Order of the Board of Directors

Sd/-
Rajat Prasad
Managing Director

