

26th
Annual Report of
RR Financial Consultants Limited
2012-2013



Index

S.No.	PARTICULARS	PAGE No.
1.	CHAIRMAN'S SPEECH	1
2.	BOARD OF DIRECTORS	2
3.	NOTICE	4
4.	DIRECTOR'S REPORT	5
5.	CORPORATE GOVERNANCE REPORT	9
6.	MANAGEMENT'S DISCUSSION AND ANALYSIS	22
7.	CONSOLIDATED FINANCIAL STATEMENT	24
8.	FINANCIAL STATEMENT OF RRFCL	39
9.	STATEMENT PURSUANT TO SECTION 212(8)	59
10.	ATTENDANCE SLIP & PROXY FORM	----

Chairman's Speech...

DEAR STAKEHOLDERS

I am pleased to present before you 26th Annual Report of "RR Financial Consultants Limited" (RRFC) and would like to thank you for having reposed your confidence in RRFC. RRFC has been consistently evolving itself in a rapidly changing environment while retaining its core values in an industry which has been very turbulent. We have made great progress in reshaping RRFC into a more focused value oriented organization while consistently enhancing our professional streams. Each of our businesses has developed its own strategy in face of stiff competition to reach a position of profitable market leadership

Our principles are: -

- € Adhere to principles, practices and values to be a business leader.
- € Build strong and diversify product strengths.
- € Create value through efficiency and products.
- € Devote resources to improve quality and up gradation of people.
- € Enhance value for clients, employees and shareholders

With a strong belief in our principles and enthusiasm of our people, we are looking to the future with confidence.

-Sd-

RAGHUNANDAN PRASAD
Chairman

Board of Directors

Mr. Raghunandan Prasad

(Non Executive-chairman)

He is B.Com, LL.B., FCA, MBA and has Diversified business experience in Merchant Banking & Financial Services related areas. He retired as the Chairman of Indian Airlines.

Ms. P.S. Prasad

(Executive - Managing Director).

She is B.Com (H), MBA and has varied experience in areas of Financial & IT Products. She has reengineered the company to become a leader in financial & insurance services in India.

She is constantly involved in Organizational Building and Development, motivating people, managing / supporting teams to achieve results, building and maintaining relationships.

Mr. Mahesh Chandra

(Non-Executive –Independent Director)

He is B. Tech MS (USA) and has 25 years of Rich Experience in Investment Banking & Corporate Advisory. He has directorship in CMR Design Automation Pvt. Ltd & Reliant Electronic Design Services Private Limited besides RRFC in order to provide his guidance and important suggestion for betterment of the companies.

ANNUAL REPORT 2013

BOARD OF DIRECTORS

Mr. Raghunandan Prasad
Ms. P.S. Prasad
Mr. Mahesh Chandra

Non Executive Chairman
Executive (Managing Director)
Non-Executive Independent Director

TM

AUDITORS

M/s Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
B-102, East of Kailash
New Delhi-110065

BANKERS

1. AXIS Bank Ltd.
Statesmen House
48, Barakhamba Road
New Delhi-110001

2. HDFC Bank Ltd.
G-3-4,
Suryakiran Building,
19, Kasturba Gandhi Marg,
New Delhi- 110001

REGISTERED OFFICE

47, M. M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi – 110055

26th Annual General Meeting

Day: Tuesday

Date: December 31st 2013

Time: 9: 30 A.M

Venue: 13/24, Village Daulatpur, New Delhi-110043

NOTICE

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting (AGM)** of the members of **RR Financial Consultants Limited** will be held on **Tuesday, the 31st December 2013**, at **9:30 A.M** at 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, 2013, 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.

By Order of the Board of Directors

Sd/-

**RAGHUNANDAN PRASAD
DIRECTOR**

Place : New Delhi
Date : 6th December, 2013

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 24.12.2013 to 31.12.2013 (both days Inclusive).
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 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 to vote.

By Order of the Board of Directors

Sd/-

**RAGHUNANDAN PRASAD
DIRECTOR**

Place : New Delhi
Date : 6th December, 2013

DIRECTORS' REPORT

THE MEMBERS,

RR FINANCIAL CONSULTANTS LIMITED

Your Directors take pleasure in presenting the Twenty Sixth Annual Report and Audited Statement of Accounts of the Company for the period ended on 30th June, 2013 along with the Audited Accounts, Auditor's Report for the year ending 30th June, 2013.

FINANCIAL RESULTS

(1) A quick Glance on the financial achievements of the Company and its Subsidiaries for the year 2012-13

(Amount in ₹)

Name of the Companies (Subsidiaries as on 30 th June 2013)	Revenue	Profit before Depreciation, Amortisation and Tax	Profit after Tax
RR Financial Consultants Limited (<i>Holding Company</i>)	21,935,889.88	(2765441.76)	(6,699,211.82)
RR Equity Brokers Private Limited (as on 31.03.2013)	103,871,742.74	5553972.33	2,294,451.33
RR Insurance Brokers Private Limited (as on 31.03.2013)	48,556,362.30	(12687733.99)	(14,201,575.02)
RR Investor Capital Services Private Limited	135,201,129.54	(6108384.35)	(10,128,534.03)
Arix Consultants Private Limited	Nil	(2000.00)	(2,129.00)
RR Infra Estates Private Limited	4,000,000.00	3,998,876.00	(491,985.00)
RR Fincap Private Limited	2,409,733.66	390,689.23	165,701.23

(2) The Standalone financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary

(₹ in lacs)

S. No.	Particulars	As on 30 th June 2013	As on 30 th June 2012
1	Gross Income	219.35	405.23
2	Profit/Loss before Dep, Amortisation & Tax	(27.65)	231.45
3	Depreciation & Amortisation	24.30	28.66
4	Provision for Taxation	15.03	NIL
5	Profit after Tax	(66.99)	202.79
6	Balance Brought Forward	2363.44	2160.65
7	Profit available for appropriation	2296.45	2363.44
8	Transfer to General Reserve	NIL	NIL
9	Dividend Paid	NIL	NIL
10	Corporate Dividend Tax	NIL	NIL
11	Balance Carried to Balance Sheet	2296.45	2363.44

SHARE CAPITAL

The Share Capital remained the same during the period under review.

SUBSIDIARY COMPANIES

As on 30.06.2013, RR Financial Consultants Limited has six subsidiary companies. The names of the subsidiaries along with the Percentage of Holding company in these Subsidiary Companies is given as below:-

Name of the Companies	% of Holding
RR Equity Brokers Private Limited	100%
RR Insurance Brokers Private Limited	100%
RR Investor Capital Services Private Limited	66.65%
Ariz Consultants Private Limited	100%
RR Infra Estates Private Limited	100%
RR Fincap Private Limited	100%

RR Equity Brokers Private Limited has 5 subsidiaries i.e. RR Commodity Brokers Private Limited, RR Information and Investment Research Private Limited, RR Investor Retail services Private Limited, RR IT Solutions Private Limited and RR Investor Distribution Company Private Limited.

RR Investor capital services Private Limited has 1 subsidiary i.e. RR Investor Securities Trading Private Limited.

RR Infra Estates Private Limited has 3 subsidiaries i.e. RR Land Estates Private Limited, Lakshminarayan Infra Estates Private Limited & Priya Darshan Real Estates Private Limited.

As per sec 4 (1) c of The Companies act, 1956 the subsidiaries of subsidiaries of RRFC are deemed to be subsidiaries of RRFC.

As required under the new Clause 49 of the Listing Agreement, the Company has adopted a practice of placing the minutes and statements of all the significant transactions of all the un-listed subsidiary companies in the meeting of Board of Directors of RR Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies.

REVIEW OF PERFORMANCE

The Total Income of the company during the period under review is ₹ 219.35 Lacs` as compared to ₹ 405.23 Lacs in the previous period. The Company registered a Profit after Tax and Depreciation amounting ₹ (66.99) Lacs as against profit of ₹ 202.79 Lacs in the previous year.

DIRECTORS

MR. MAHESH CHANDRA director of the company retires by rotation at the ensuing Annual General Meeting being eligible & offer himself for re-appointment.

MR. RAJESH AGRAWAL, has resigned from the directorship of the Company w.e.f. 1st July, 2013.

MS. SARLA PRASAD has vacated from the directorship of the Company w.e.f. 16th September, 2013

The Board places on record are appreciation of the invaluable contributions made by Mr. Rajesh Agrawal & Ms. Sarla Prasad during their association with the Company.

PUBLIC DEPOSIT

Your company has never invited/accepted any deposit from the public within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under during the period under review.

AUDITORS

M/s Sandeep Ramesh Gupta & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and shall be eligible for reappointed as the auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. The necessary eligibility certificate under Section 224(1B) of the Companies Act, 1956 has been received from them. The Audit Committee and Board of Directors have also recommended the appointment of M/s Sandeep Ramesh Gupta & Co., Chartered Accountants, as the auditors of the Company. Also, The Board of Directors of the Company are hereby authorized to fix their remuneration plus traveling and other out of pocket expenses incurred by them in connection with Statutory audit and/or continuous audit and also such other remuneration, as may be decided to be paid by the Board of Directors for performing the duties of auditing the accounts of the company.

AUDITORS REPORT

The observation made by the Auditors in their report is self-explanatory and does not require any clarification.

DIVIDEND

To conserve the resources of the Company, Board of Director decided not to declare any dividend.

LISTING ON STOCK EXCHANGES

The shares of the company are listed with Delhi, Mumbai, Kolkata, Kanpur, Madras and Ludhiana Stock Exchanges. With the wide and extensive network of Mumbai Stock Exchange, the investors have access to online dealings in the company's equity shares across the country. The company is taking steps to delist its equity shares from Delhi, Madras, Kolkata, Kanpur and Ludhiana stock exchanges as there is hardly any trading on these stock exchanges and listing fee payable to these exchanges no more offer commensurate benefits to the company and its investors. Therefore, delisting of the equity from all Stock Exchanges except Bombay Stock Exchange is considered necessary, firstly on the ground that the cost to the company would stand reduced and secondly that the interest of the members located in the regions where the said Stock Exchanges are located would remain unaffected.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF COMPANIES ACT, 1956:

The Board of Directors hereby confirms that:

1. In the preparation of the annual accounts, all the applicable accounting standards had been followed. Your Directors had selected the accounting policies, which are in the best interest of the company and are as prudent so as to give a true and fair view of state of affairs of the company and of the profit or loss of the company for the accounting period ended 30th June 2013.
2. Your Directors had taken proper and sufficient care for the maintenance of accounting records for the period ended 30th June, 2013 in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
3. Your Directors had prepared annual accounts on a going concern basis.

PERSONNEL

The Directors hereby wish to place their appreciation for the efficient and loyal services rendered by the staff of the Company. The Company has not paid any remuneration attracting the provisions, of the Companies (Particulars of Employees) Rules, 1975 read with section 217(2A) of the Company Act, 1956. Hence, no information is required to be appended to this regard.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND INNOVATION

Since the Company does not own any manufacturing facility, the provision of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particular in the Report of Board of Directors) Rules 1988, are not applicable.

FOREIGN EXCHANGE EARNINGS & OUTGO

There is no Foreign Exchange earnings & Foreign Exchange Outflow during the year under review.

CORPORATE GOVERNANCE

A separate statement on Corporate Governance is produced as a part of the Annual Report with a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of Listing Agreement of the Stock Exchanges as Annexure A. A certificate from the auditors, M/s Sandeep Ramesh Gupta & Co., Chartered Accountants, of the Company regarding compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this Directors' Report as Annexure A1.

MANAGEMENT ANALYSIS AND DISCUSSION REPORT

Management discussion and analysis Report as required under the Listing Agreement with Stock Exchange is attached as Annexure B of this Report.

PARTICULARS REQUIRED AS PER SECTION 212 OF THE COMPANIES ACT, 1956

As per the Circular No 2/2011, issued by Ministry of Corporate Affairs on 8th February, 2011, general exemption is provided to all holding Companies pertaining to Central Government approval (Section – 212(8) of Companies Act, 1956) for availing the exemption for not attaching the annual accounts of the subsidiary Companies. Accordingly, the Balance Sheet, Profit & Loss Account and other documents of the subsidiaries of the company are not being attached with the Balance Sheet of the Company. A statement containing brief financial details of the company's subsidiaries for the year ended as on June 30, 2013 is included in the Annual Report. The company will make available the audited annual accounts and related information of the subsidiary companies, on request by any member of the company. These documents will also be available for inspection during business hours at our Registered Office.

ACKNOWLEDGEMENT

Your Board of Directors wishes their sincere thanks to Clients, Government Regulators, Stock Exchanges, Statutory Bodies, Bankers, and Agencies, and Business Associates for having extended their continued support.

Your Directors would like to place on record their sincere appreciation of the employees for their continuing support and unparallel efforts in ensuring an excellent all-round operational performance.

Also Your Directors wish to extend their appreciation for the wholehearted, sincere and continuous support & belief extended by the members who have also been a tremendous source of support for the company.

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
RAGHUNANDAN PRASAD
DIRECTOR

Sd/-
P.S. PRASAD
MANAGING DIRECTOR

Place : New Delhi
Date : 29.08.2013