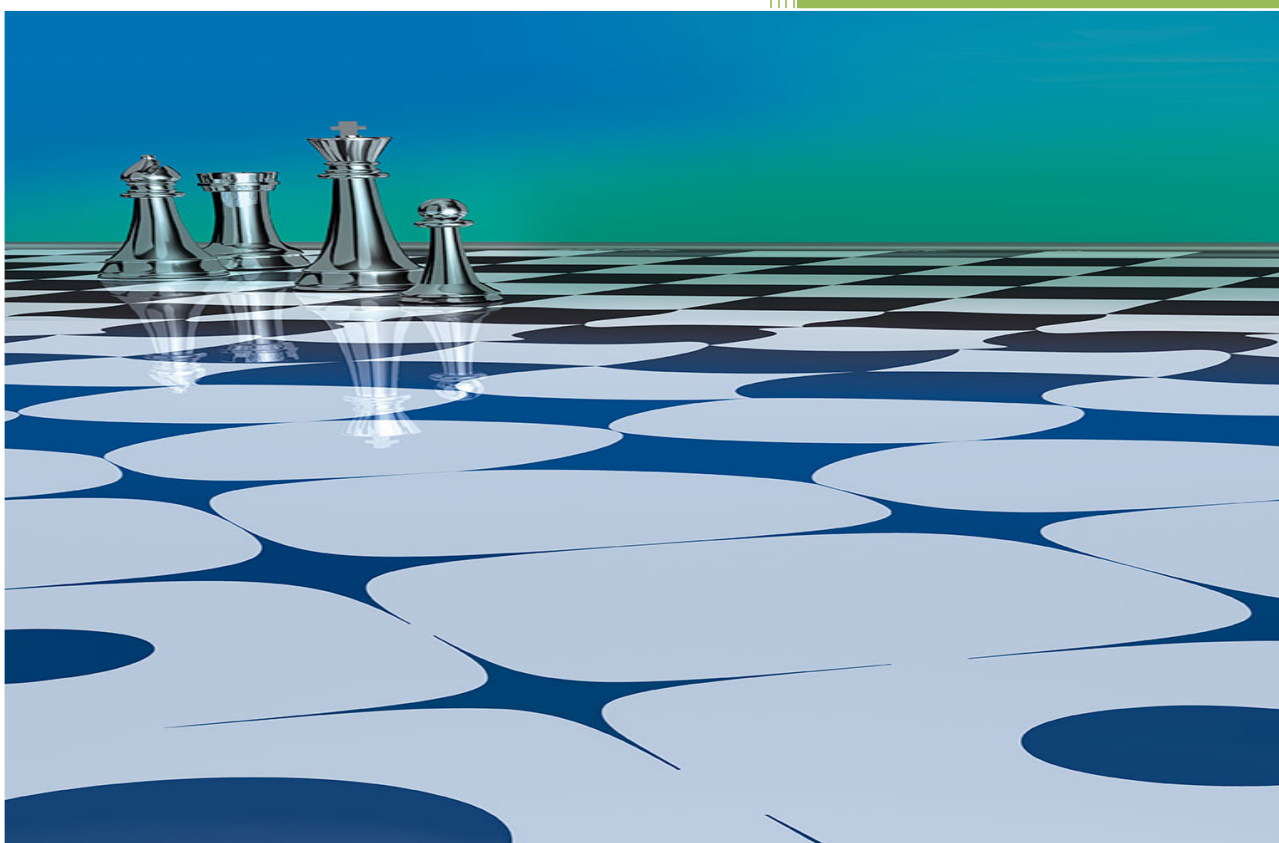




2013-14

27th Annual Report



RR FINANCIAL
CONSULTANTS LIMITED

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Chairman's Speech...

DEAR STAKEHOLDERS

I am pleased to present before you 27th 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.

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.

Mr. Rajat Prasad

(Executive-Managing Director)

He is B.Com (H), ACA and has varied experience in areas of Management, Marketing, Corporate Finance and Investment Banking. He is the main architect of growth of RR. He has reengineered the company to become a leader in financial & insurance services in India.

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

He co-founded RR Financial Consultants Limited in 1986 and presently is the Managing Director.

Mr. Mahesh Chandra

(Non-Executive –Independent Director)

He is B. Tech MS (USA) and has 26 years of Rich Experience in Investment Banking & Corporate Advisory. He has directorship in CMR Design Automation Pvt. Ltd. besides RRFC in order to provide his guidance and important suggestion for betterment of the companies.

ANNUAL REPORT 2014

BOARD OF DIRECTORS

Mr. Raghunandan Prasad
Mr. Rajat Prasad
Mr. Mahesh Chandra

Non Executive Chairman
Executive Director
Non-Executive Independent Director

TM

AUDITORS

M/s Sandeep Ramesh Gupta & Co.
(Chartered Accountants)
90/31B, Malviya Nagar
New Delhi-110 017

MAIN BANKERS

1. **AXIS Bank Ltd.**
Statesmen House
148, 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

27th Annual General Meeting

Day: Wednesday

Date: December 31st 2014

Time: 9: 30 A.M

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

RR FINANCIAL CONSULTANTS LIMITED

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

NOTICE

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting (AGM)** of the members of **RR Financial Consultants Limited** will be held on **Wednesday, the 31st December 2014**, 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, 2014, 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. Raghunandan Prasad, 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. REGULARISATION OF MR. RAJAT PRASAD**

To Consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajat Prasad appointed as an Additional Director of the Company by The Board of Directors and ceases to hold office under section 260 of the companies Act, 1956 and in Respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed Director of the Company liable to retirement by rotation”.

5. APPOINTMENT OF MR. RAJAT PRASAD AS MANAGING DIRECTOR

RESOLVED that **subject to the rectification by the shareholders** of the company in General Meeting and pursuant to the provisions of the Sections 198, 309, & 310 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956 and other related provisions if any, Mr. Rajat Prasad be and is hereby appointed as Managing Director of the Company with effect from 13th March, 2014 for a period of 5 years to be remunerated in the manner provided herein below:

- a) Salary of ₹ 2,00,000 per month.
- b) Commission on net profits as per the provisions of the Companies Act, 1956 at the rate to be determined by the Board of Directors from time to time.
- c) Fully furnished accommodation or House Rent Allowances at the rate of 60% of salary.
- d) Medical Reimbursement against submission of bills.

- e) Hospitalization Insurance
- f) Leave Travel Concession once in a calendar year up to ₹ 1,00,000/- per annum.
- g) A Company maintained Car with Driver for official and personal use. As and when needed. The valuation for personal use shall be as per Income Tax Rules.
- h) One mobile and one telephone at residence for official use, which will be available for his personal use also as and when needed. The Company shall recover expenditure on personal long distance calls.
- i) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- j) Gratuity at the rate not exceeding half a month's salary for each completed year of service.
- k) Encashment of leave at the end of the tenure.
- l) Reimbursement of Entertainment Expenses incurred in the ordinary course of business.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year, the remuneration as above shall be paid as minimum remuneration subject to the ceiling as prescribed in schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps as may be required to give effect to this resolution.

FURTHER RESOLVED THAT the remuneration committee and/ or the Board of Directors of the Company may revised the remuneration payable to Mr. Rajat Prasad from time to time at its discretion subject, however, to the overall limits laid down under schedule XIII read with other applicable provisions of the Companies Act, 1956 without further reference to the shareholders."

By Order of the Board of Directors

RAJAT PRASAD
MANAGING DIRECTOR

Place : New Delhi
Date : 3rd December, 2014

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. A Statement pursuant to sec 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto
4. The Register of Members and the Share Transfer books shall remain closed from 24.12.2014 to 31.12.2014 (both days Inclusive).
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 and 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 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.
7. A Member receive an email from cs@rrfcl.com (for members whose Email IDs are registered with the Company's Registrar and Transfer Agent i.e. M/s Link Intime India Private Limited

8. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the stock exchange, the company is pleased to provide members facility to exercise their right to vote at the 27th AGM by electronic means. The Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically, E Voting is optional.

The instructions for e-voting are as follows:

- (1) Launch internet browser by typing the following URL: www.evotingindia.com.
- (2) Click on shareholders
- (3) Enter the login credentials as follows:

User - ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For CDSL : _ 16 digits beneficiary ID, b) For NSDL: _8 Character DP ID followed by 8 Digits Client ID, _____</p> <p>Members holding shares in Physical Form enter Folio Number registered with the Company</p>
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- (4) Next enter the Image Verification as displayed and Click on Login

(5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(6) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above

(7) After entering these details appropriately, click on "SUBMIT" tab.

(8) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(9) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(11) Click on the EVSN for the relevant <RR FINANCIAL CONSULTANTS LIMITED> on which you choose to vote.