



RR FINANCIAL CONSULTANTS LIMITED

Annual Report
2019-20



CHAIRMAN MESSAGE

Dear Shareholders

I am pleased to present before you 33rd Annual Report of “R R Financial Consultants Limited” (RR) and would like to thank you for having reposed your confidence in RR. RR 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 RRFCL 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

Looking Forward:

We continue to focus on every area that is within our control, while being prepared for what is beyond our control. We have made great strides in improving our operations and optimizing our assets, but this is a journey with no final destination, continuous improvement is business as usual.

As we continue to grow, each new day offers a chance for us to work together, pursue new opportunities and improve upon the past. We establish in depth relationships with our customers by learning their environments, challenges and goals firsthand, so that we can offer tangible solutions with a candid perspective. We continue to manage our business around the evolving needs of our customers so that we can be at the forefront of change and deliver value, because value is what their shareholders and constituents demand.

On behalf of the Board and my own self, I want to acknowledge the tremendous efforts of our employees, team RR, whose dedication, differentiates and drives the organization intellect, hard work and deep sense of values through all tough times and our company is able to play vital role in Indian economy. I would also like to thank our customers, vendors, bankers, sub-brokers, directors, and all other partners for their continued trust, support and confidence in the company.

Rajat Prasad
Managing Director

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| BOARD OF DIRECTORS | REGISTRAR & SHARE TRANSFER AGENT |
|---|---|
| <p>Mr. Rajat Prasad: MD & Chairman Ms. Priyanka Singh: Women Director Mr. Aditya Chandra : Independent Director Mr. Gautam Saha: Independent Director (Resigned on 01.10.2019) Mr. Arun Rana: Independent Director (Appointed on 30.11.2019)</p> | <p>M/s Link Intime India Pvt. Ltd Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Ph: 011-41410592-3-4 Fax: 41410591 Email id: delhi@linkintime.co.in Website: www.linkintime.co.in</p> |
| COMPANY SECRETARY | CHIEF FINANCIAL OFFICER |
| <p>Ms. Farha Naaz (Resigned as on 29.02.2020) Mr. Rahul Tiwari (Appointed as on 09.03.2020)</p> | <p>Mr. Vijay Mohan Malik</p> |
| REGISTERED OFFICE | BANKERS |
| <p>412-422, 4th Floor, Indraprakash Building 21, Barakhamba Road, New Delhi-110001 CIN: L74899DL1986PLC023530 Ph. No: 011-23354802 Email Id: pamdr@rrfcl.com, cs@rrfcl.com Website: www.rrfcl.com, www.rrfinance.com</p> | <ul style="list-style-type: none"> Axis Bank : Statement House, 148, Barakhamba, Road, Delhi-110001 HDFC Bank: G-3-4 Suryakiran Building, 19 Kasturba Gandhi Marg, Delhi-110001 |
| STATUTORY AUDITOR | SECRETARIAL AUDITOR |
| <p>M/s G.C. Agarwal & Associates 240 Ghalib Apartments, Parwana Road, Pitampura, New Delhi-110034</p> | <p>Sudhir Arya & Associates Company Secretaries 07, 5th Floor, Amba Tower, DC Chowk, Sector 9, Rohini Delhi-110085</p> |

**Registered Office: 412-422, 4TH Floor, Indraprakash Building, 21 Barakhamba Road
New Delhi-110001**

CIN: L74899DL1986PLC023530, Ph. No: 011-23354802, Email Id: pamdrr@rrfcl.com

Website: www.rrfcl.com

NOTICE

Notice is hereby given that the **Thirty Third Annual General Meeting (AGM)** of the members of **RR Financial Consultants Limited** will be held on the day, 30th September 2020, Wednesday at 02:30 P.M. through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2020, and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a director in place of Mrs. Priyanka Singh (DIN 05343056), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **TO APPROVE THE REGULARISATION OF MR. ARUN RANA APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS CONNECTION, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded, to appoint Mr. Arun Rana (Din 07338622), as an Independent Director (Non-Executive) on the Board of the Company w.e.f. 30.09.2020 to hold office for a term upto 5 consecutive years from the date of 33rd general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required."

4. **TO APPROVE THE APPOINTMENT OF MR. SUBASH NARANG (DIN: 01406843), AS AN INDEPENDENT DIRECTOR AND IN THIS CONNECTION, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded, to appoint Mr. Subash Narang (Din 01406843), who has attained the age of seventy Six (76) Years, as an Independent Director (Non-Executive) on the Board of the Company w.e.f. 30.09.2020 to hold office for a term upto 5 consecutive years from the date of 33rd general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required."

Statement setting out material facts under Section 102 of the Companies Act, 2013**Item No. 3**

As per proviso to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014, any intermittent vacancy of an Independent Director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later.

In terms of the provisions of Section 161 (1) Act, the Board of Directors may appoint any person as an additional director, who shall hold office till the conclusion of the next Annual General Meeting (AGM).

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company, subject to your approval under Section 152 of the Act, appointed Mr. Arun Rana as an Additional Director (Designated as Independent Director) w.e.f. November 30, 2019. In terms of the provisions of Section 161(1) of the Act, Mr. Arun Rana would hold office upto the date of this Annual General Meeting.

As per the declarations submitted, Mr Arun Rana is not liable to any disqualification under the provisions of Section 164 of the Act. The Board of Directors is of the view that Mr. Arun Rana is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company.

Item Nos. 4

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. The Board of directors has proposed the appointment of Mr. Subash Narang as Independent Director of the Company. Mr. Subash Narang has already have already attained the age of seventy Six (76) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for appointment of Mr. Subash Narang for a term upto 5 consecutive years, will be required to be passed. Profiles and justification for continuation of the directorship for each of the aforesaid directors are stated below:

Mr. Subash Narang, born on 23/04/1944, is a Non-Executive Independent Director of the Company. He holds a Bachelor's degree in Commerce. Mr. Subash Narang has work experience of more than 30 years in field of Finance and Accounts. He can bring independent judgement on the Board of the Company. With his expertise, skills and knowledge, particularly in the field of finance and accounts, he can provide his valuable guidance and inputs in all matters pertaining to the financial statements. Mr. Subash Narang is physically fit and current with finance and business matters.

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd AGM of the Company will be held through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Company has engaged M/s Link Intime (India) Pvt. Limited (LIPL) for providing facility for voting through remote e-Voting, VC/OAVM Facility for convening the 33rd AGM and e-Voting during the AGM.
3. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
4. In line with the MCA Circulars and SEBI Circular, the Notice of the 33rd AGM and Annual Report 2019-20 will be available on the website of the Company at www.rrfcl.com under Investors section, on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Notice of the 33rd AGM will also be available on the website of LIPL at <https://instavote.linkintime.co.in>

5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and e-Voting during the 33rd AGM.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. Members may join the 33rd AGM through VC/OAVM Facility by following the procedure as mentioned in this Notice, the joining window will be opened for the Members at least 15 minutes before the scheduled time to start the 33rd AGM.
8. Members may note that the VC/OAVM Facility, provided by LIPL, allows participation of at-least 1,000 Members on a first-comefirst- served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 33rd AGM without any restriction on account of first-come-first-served principle.
9. Attendance of the Members participating in the 33rd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
11. The Register of Members and the Share Transfer books shall remain closed from **24.09.2020 to 30.09.2020**(both days Inclusive).
12. Members desiring any information as regards accounts are requested to write to the Company at least 10 days before the date of meeting, so as to enable the management to keep the information ready.
13. 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.
14. A Member receive an email from **M/s Link Intime India Private Limited** (for members whose Email IDs are registered with the Company's Registrar and Transfer Agent i.e. **M/s Link Intime India Private Limited**).
15. **Process and manner for attending the Annual General Meeting through InstaMeet:**
 1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL Demat account shall provide 8

Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

►Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id r.tiwari@rrfcl.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

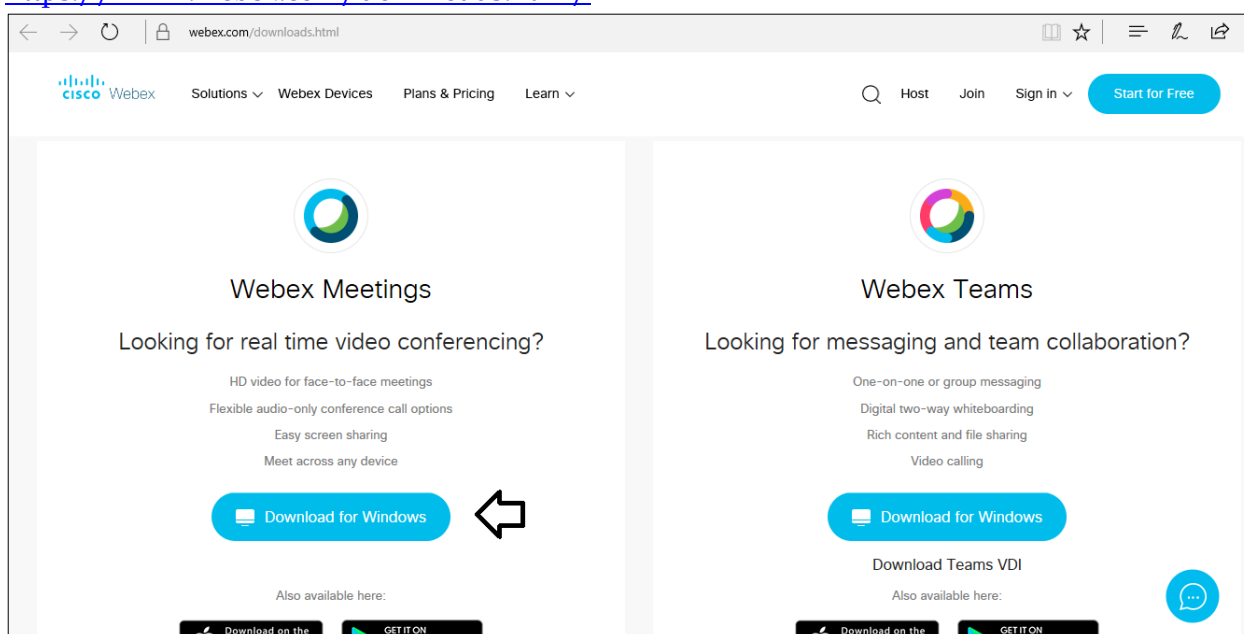
Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

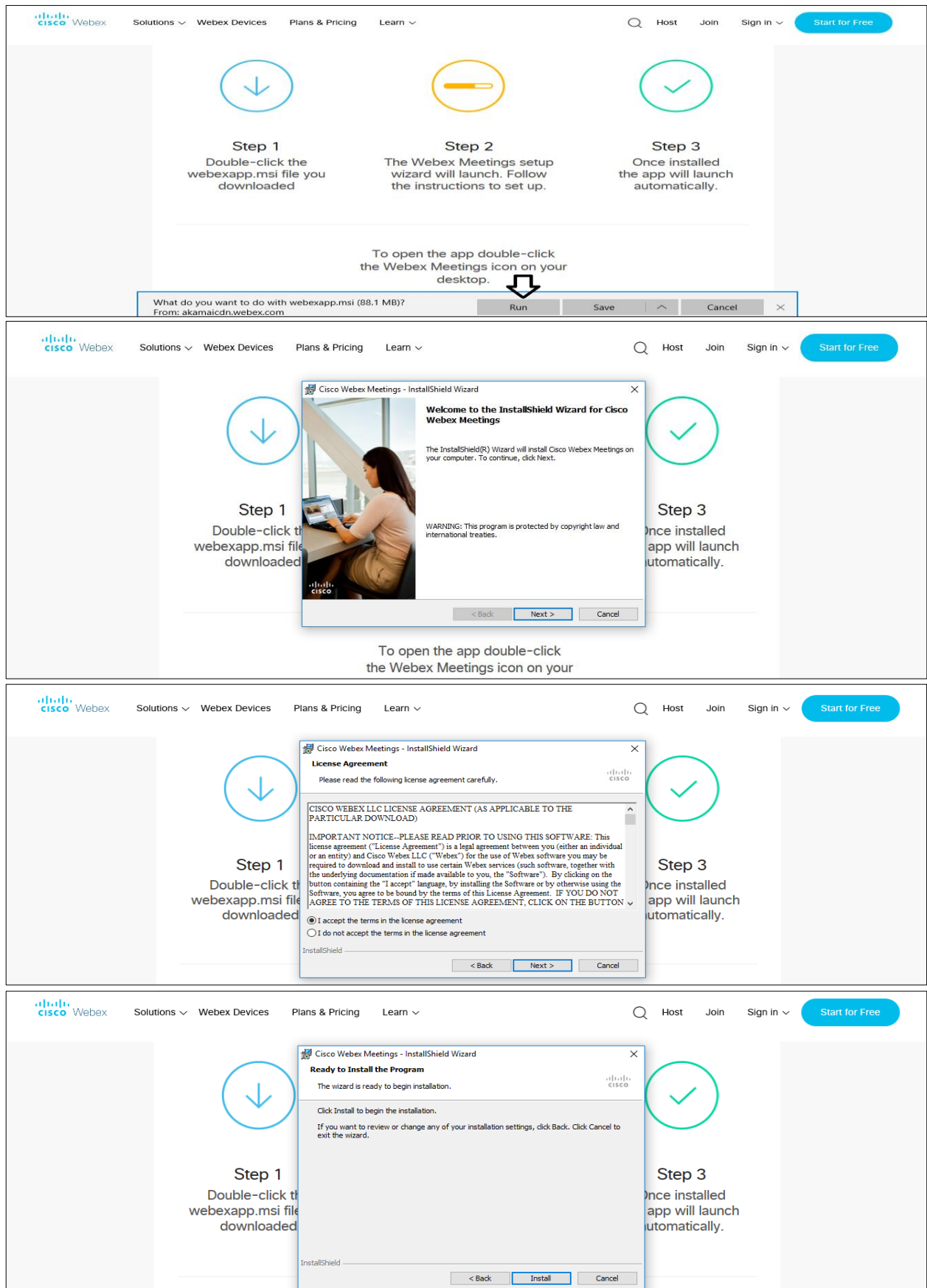
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





Or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under: