



RR FINANCIAL CONSULTANTS LTD

Annual Report 2021-22

35 Years
Of Wealth Creation



9350316010



rrinvestor@rrfcl.com



www.rrfinance.com

CHAIRMAN MESSAGE

Dear Shareholders,

I am pleased to present before you **35th 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

TABLE OF CONTENTS

Corporate Information	1
Notice to Shareholders	2
Director's Report	13
Corporate Governance Report	40
Management's Discussion and Analysis	57
Consolidated Audit Report	62
Consolidated Balance Sheet	70
Standalone Audit Report	106
Standalone Balance Sheet	117

BOARD OF DIRECTORS	REGISTRAR & SHARE TRANSFER AGENT
<p>Mr. Rajat Prasad: MD & Chairman Mrs. Priyanka Singh: Women Director Mr. Aditya Chandra : Independent Director Mr. Subash Narang: Independent Director Mr. Arun Rana: Independent Director</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>Mr. Rahul Tiwari (Resigned as on 29.01.2022) Ms. Suman Negi (Appointed as on 1st June 2022)</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, Barakambha, 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>M/s 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/cs@rrfcl.com
Website:www.rrfcl.com**

NOTICE

Notice is hereby given that the **Thirty Fifth Annual General Meeting (35th AGM)** of the members of **RR Financial Consultants Limited** will be held on the Tuesday, 27th September 2022 at 10:00 A.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, 2022 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.

For and on behalf of the Board

**Date: 01.09.2022
Place: New Delhi**

**Sd/-
Suman Negi
Company Secretary**

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, and General Circular No. 21/2021 dated December 14, 2021 respectively, and general circular No. 02/2022 dated 5th May, 2022 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 35th 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.

In compliance with applicable provisions of the companies Act, 2013 (the Act) read with aforesaid MCA Circular the 35th Annual General Meeting of the company being conducted through Video Conferencing (VC) (herein after called as "E-AGM").

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 35th 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 2021-22 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 35th AGM and Annual Report 2021-22 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. The Notice of the 35th 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 35th 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 35th AGM through VC/OAVM Facility and e-Voting during the 35th AGM.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. The members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. Members may join the 35th AGM through VC/OAVM Facility by following the procedure as mentioned in this Notice; Members can join the E-AGM 15 minutes before and after the schedule time of commencement of the meeting.
10. Members may note that the VC/OAVM Facility, provided by LI IPL, allows participation of at-least 1,000 Members on a first-come first- 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 35th AGM without any restriction on account of first-come-first-served principle.
11. Attendance of the Members participating in the 35th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In case of joint holders, the member whose name appears as the First holder in the order of the name as per register of Members of the Company will be entitled to vote during the AGM.
13. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 (Declaration to opt-out) or SH-14 (Change in Nominee) as the case may be. The said forms can be downloaded from the Company's website http://www.rrfcl.com/Investor_Relations.aspx# . Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. ('RTA') in case the shares are held in physical form.
14. 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.
15. To support the "Green Initiative" and as per SEBI vide circular no. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's RTA - Link Intime India Pvt. Ltd., for any assistance in this regard.
16. The Register of Members and the Share Transfer books shall remain closed from **21.09.2022 to 27.09.2022** (both days Inclusive).
17. Members desiring any information as regards accounts or any matter to be placed at the Annual General Meeting (AGM) 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 through email to cs@rrfcl.com.

18. 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**).
19. The requisite Registers as required under the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@rrfcl.com.

20. 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/ InstaMeetwebsite.

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 suman.n@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 panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist 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.

InstaMeet Support Desk
LinkIntime India Private Limited

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/>

