

RR FINANCIAL CONSULTANTS LIMITED

36TH ANNUAL REPORT 2022-23



CHAIRMAN MESSAGE

Greeting Dear Shareholders,

It gives me immense pleasure to welcome and present before you the 36th Annual Report of “R R Financial Consultants Limited” (RR) and would like to thank our shareholders for their confidence and continued trust in the Board and the Management team, which has in my view geared up to take on more challenges.

Over the past few years, I have been sharing with you updates on RR transformational journey with a view to achieve superior business performance in terms of profitability and cash flows. Your Company is continuously focusing on improving operating efficiencies and reducing cost for better financial performance.

Your Company’s philosophy is to achieve long- term value to serve the best interest of all Stakeholder-Shareholders, Customers, Employees, Government and the Society.

I can say with confidence the Company will improve its performance further in the coming years. This is however only possible through tireless efforts; dedication and commitment of our team who have helped us reach where we are now and look forward to their continued commitment in the journey forward.

Considering the achievements, commitment to driving growth, enhancing operational efficiencies, and fostering innovation. , I would like to compliment and thank my colleagues on the Board and team of “RR” for responding positively and for their excellent performance.

**Rajat Prasad
Managing Director**

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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(Resigned as on 16th November, 2022)</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. Suman Negi (Appointed as on 1st June 2022) Ms. Suman Negi (Resigned as on 12th June, 2023) Ms. Kalpana (Appointed as on 23rd August, 2023)</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: 011-44441111, Email Id:pamdr@rrfcl.com/cs@rrfcl.com
Website:www.rrfcl.com**

NOTICE

Notice is hereby given that the **Thirty Sixth Annual General Meeting (36thAGM)** of the members of **RR Financial Consultants Limited** will be held on the Thursday, 28th September 2023 at 12:00 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, 2023 and the Reports of the Board of Directors & Auditors thereon.**

"RESOLVED THAT the Audited Standalone Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 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.**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mrs. Priyanka Singh (DIN 05343056), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Non- Independent Director of the Company."

- 3. To re-appoint M/s G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN: 017851N), as a Statutory Auditors of the Company for the second term of five consecutive years.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the consent of the shareholders of the Company be and is hereby accorded to appoint M/s G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN: 017851N) as the Statutory Auditors of the Company for the second term of five consecutive years i.e. from the F.Y. 2023-24 to F.Y. 2027-28, who shall hold office from the conclusion of the 36th Annual General Meeting (AGM) till the conclusion of the 41st AGM of the Company, at a remuneration as may be decided by the, Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. Approval of Name Change of the Company

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 4(4) and 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “R R FINANCIAL CONSULTANTS LIMITED” to “RR FINANCE LIMITED/” or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Delhi and Haryana and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is RR FINANCE LIMITED/ or any other name as approved by Registrar of the Companies,

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any name as approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, NCT & Delhi for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company.”

5. Approval for material related party transaction(s) u/s 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass, with or without modification(s), the following as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) to be entered by the Company with the respective related parties and for the maximum amounts per annum, as may be decided by the Board and recommended and reviewed by Audit Committee as mentioned herein below;

Sr. No	Nature of transactions as per Section 188 of the Companies Act, 2013	Interested Director	Name of the related party	Details of the counterparty	Maximum Amounts
1.	Any other transaction, Borrowings, Investment	Rajat Prasad	Arix Consultant Pvt. Ltd.	Subsidiary	10 Lac
2.	Any other transaction, Loans and Advances	Rajat Prasad	Priya Darshan Real Estate Pvt. Ltd.	Subsidiary	1 Crore
3.	Any other transaction, Borrowings		Rajat Prasad	Subsidiary	2.5 Crore
4.	Any other transaction, Borrowings	Rajat Prasad	RR Information And Investment Research Pvt. Ltd.	Subsidiary	15 Lacs
5.	Any other transaction, Borrowings(Square up during the period),	Rajat Prasad	RR Insurance Brokers Private Limited	Subsidiary	2.50 Crore
6.	Any other transaction, Borrowings, Commission given, Bank Guarantee	Rajat Prasad	RR Investors Capital Services Private Limited	Subsidiary	B- 3.5 Crore
					C- 2.5 Crore
					G- 10 Crore
7.	Any other transaction, Borrowings, Bank Guarantee	Rajat Prasad	RR Equity Brokers Private Limited	Subsidiary	B- 25 Lac
					G- 6 Crore
8.	Any other transaction, Borrowings	Rajat Prasad	RR Investors Security Trading Pvt. Ltd.	Subsidiary	2.5 Crore
9.	Loan	Rajat Prasad	RR Fine Art Enterprises Pvt. Ltd.	Subsidiary	10 Lac
10.	Loan	Rajat Prasad	Shivom Infra Estates Pvt. Ltd.	Subsidiary	10 Lac
11.	Loan	Rajat Prasad	RR Infra Estate Pvt. Ltd.	Subsidiary	20 Crore
12.	Investment	Rajat Prasad	RR Fincap Private Limited	Subsidiary	-

“RESOLVED FURTHER THAT the board of directors of the Company and/or a committee thereof or the Compliance Officer of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and to enter into, sign, execute, renew, modify and amend such agreements, documents and writings and to make such filings, and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, in the best interest of the Company.”

6. Approval for increasing borrowing limits of the Board of Directors of the Company u/s 180 of the Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed **INR. 100,00,00,000/- (India Rupees One Hundred**

Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

7. Approval for creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing u/s 180 of the Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following as a special resolution:

"RESOLVED THAT pursuant to Section 180 of the Companies Act, 2013 and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of the financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the **"Lending Agencies")**/Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crore Only)** together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Facility Agreements/Debenture Trust Deeds to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board of Directors of the Company or Committee thereof be and is hereby authorised to finalise with the Lending Agencies/Trustees the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above Resolution."

8. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

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

"RESOLVED THAT, in supersession of all the earlier resolutions passed, pursuant to the provisions of section 186 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, as amended from time to time and subject to Memorandum and Articles of Association of the company and further subject to such other consents and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to:

- (a) make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and

- (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under section 186 of the Act up to an aggregate sum of **INR. 100,00,00,000/- (Indian Rupees One Hundred Core only)**, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board **may exceed 60 percent** of its paid-up share capital, free reserves and securities premium account or **100 percent** of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED that the consent of the members be and is hereby accorded to the Board to invest in the **subsidiary companies**, associate companies, related parties, make loans to them; provide guarantees/security (**including counter guarantees to each other**) on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED that the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loans, securities, guarantees as they deem fit and in the best interest of the company and take all such steps as may be necessary in that regard.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

For and on behalf of the Board

Sd/-
Rajat Prasad
Managing Director

Date: 04.09.2023
Place: New Delhi

ANNEXURE TO NOTICE OF 36TH ANNUAL GENERAL MEETING

Explanatory Statement: As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4,5,6,7 & 8 of the accompanying Notice.

ITEM NO. 4 APPROVAL OF NAME CHANGE OF THE COMPANY:

The Board of Directors of the Company in its meeting held on 9th February 2023 decided to change the name of the Company from "R R FINANCIAL CONSULTANTS LIMITED to RR FINANCE LIMITED //any other name as approved by ROC on recommendation of Board of Directors"] as the Board considered the same as an auspicious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

Further there is no work of consultancy in the company so these names are deemed to be fit. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders approval.

ITEM NO.5: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) U/S 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board of Directors and to take prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from 01st April, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous