

R. R. SECURITIES LIMITED

COMPANY REGISTRATION NO: 04-20169
CIN NO: L65910GJ1993PLC020169

19th ANNUAL REPORT OF
R.R. SECURITIES LIMITED.
FOR THE YEAR 31/03/2012

REGISTERED OFFICE: 203, SUPATH APARTMENT,
NEAR VIJAY CROSS ROAD,
NAVRANGPURA,
AHMEDABAD-380009.

E-MAIL: rrsl1994@yahoo.com

R. R. SECURITIES LIMITED

NINETEENTH ANNUAL GENERAL MEETING PROGRAMME

DATE : 29TH SEPTEMBER 2012
DAY : SATURDAY
TIME : 11.00 A.M.
VENUE : 203, SUPATH APARTMENT,
VIJAY CHAR RASTA,
NAVRANGPURA,
AHMEDABAD- 380 009

NOTE TO SHAREHOLDERS:

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

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R.R. SECURITIES LIMITED

BOARD OF DIRECTORS

Shri Rajendra B. Shah	Chairman & Managing Director
Smt. Rita R. shah	Director
Shri Ajitsinh. K. Chavda.	Director
Shri Manish Girishbhai Patel	Additional Director

COMPANY LAW CONSULTANT

M/s Kamlesh M. Shah & Co.,
Company Secretaries,
801 – A, Mahalay Building,
Opp. Hotel President,
Off. C.G. Road,
Ahmedabad – 380 009

BANKERS OF THE COMPANY

The Jammu & Kashmir Bank Ltd
Ground Floor, Pareseema Annexe,
C.G.Road . Ahmedabad
Kalupur Commercial Co.op.Bank Limited
Memnagar Branch, Ahmedabad.

IDBI BANK LIMITED

Off: C. G Road, Ahmedabad-380009

STATUTORY AUDITORS

M/S Jigar Shah & Co.
Chartered Accountants
B/20, Deep Appartments,
Near R. C. Patel High School, Vasna,
Ahmedabad: 380 007.

LISTING AT

AHMEDABAD

The Stock Exchange Ahmedabad
Kamdheni Complex,
Nr. Panjarapole,
Ambawadi, Ahmedabad 380 015

MUMBAI

The Stock Exchange Mumbai
P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

REGISTERED OFFICE

203, Supath Apartment,
Vijay Char Rasta,
Navrangpura,
Ahmedabad 380 009

COMPLIANCE OFFICER

Rajendra. B. Shah.
203, supath Vijay,
Char Rasta. Navrangpura,
Ahmedabad 380 009

R.R. SECURITIES LIMITED

REGD AND CORP.OFFICE: 203, SUPATH APARTMENT,
NEAR VIJAY CHAR RASTA,
NAVRANGPURA, AHMEDABAD: 380 009.

NOTICE

NOTICE is hereby given to the Members of the **R.R. SECURITIES LIMITED** that 19th Annual General Meeting of the Members of the Company will be held on SATURDAY, the 29th September, 2012 at 11.00 A.M. at the Registered Office of the Company at 203, Supath Apartment, Near Vijay Char Rasta, Navrangpura, Ahmedabad: 380 009 to transact the following business :

ORDINARY BUSINESS

(1) To Receive, Consider, Approve and Adopt the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31/03/2012, the Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.

(2) To Appoint a Director in place of Shri Rita R. Shah who retires by rotation and being eligible offers herself for reappointment.

(3) To Appoint M/s.Jigar. S. Shah & Co., Chartered Accountant, as Auditors for the next Financial Year to hold the office as such from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to fix their remuneration.

DATE : 14th August, 2012
PLACE : AHMEDABAD.

BY ORDER OF THE BOARD OF DIRECTORS
OF R.R. SECURITIES LIMITED
SD/-
(RAJENDRA B. SHAH)
CHAIRMAN AND DIRECTOR

NOTES:

- (1) A Member entitled to attend and vote at a meeting is also entitled to appoint a proxy and that the proxy need not be a member of the company.
- (2) A proxy in order to be valid must be appointed in prescribed form, stamped, signed and deposited with the company at its Registered Office of the Company.
- (3) The company's shares admitted by Depository NSDL for dematerialization, all shareholders are requested to submit their share certificates for getting the same dematerialized immediately. The Company has appointed LINK INTIME INDIA (P) LIMITED, 2nd Floor, Sudarshan Complex, Nr. Mithakhali Bridge, Navrangpura, Ahmedabad-380 009 as Registrar And Share Transfer Agent for both Physical transfer work and to hand dematerialized work.
- (4) Any changes in the registered addresses of shareholders must be communicated at the Registrar to the Company immediately with L.F.Number and signed by the Applicant as per specimen signature lodged with the company.
- (5) Any member intending to have information/ clarification on any item of the accounts are required to write to the company atleast 10 days before the meeting so that necessary information may be kept ready for information at the Annual General Meeting.
- (6) Registers of the Members and Share Transfer Book of the Company shall remain closed for a period from 25/09/2012 to 29/09/2012 (both days inclusive) as per the requirement of the Clause 16 of the Listing Agreement.

R.R. SECURITIES LIMITED

DIRECTORS' REPORT

To,
The Members,
R.R. SECURITIES LIMITED.

Dear Shareholders,

Your Directors have pleasure in presenting herewith the 19th Audited Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2012.

FINANCIAL HIGHLIGHTS

During the financial year 2011-2012, the Financial operational results of the Company is as follows:

(Amount in Rs)

Particulars	For the year ended on 31st March, 2012	For the year ended on 31st March, 2011
Total Income.	16,77,119	34,11,204
Total Expenses.	13,79,182	21,95,606
Profit Before Depreciation & Tax.		22,83,994
Depreciation.	89,374	88,388
Provision for Tax.	44,000	2,34,000
Differed Tax (Assets) Liability.	1,980	(492)
Fridge Benefit Tax	NIL	NIL
Excess Provision of IT Written Back	NIL	NIL
Net Profit/(Loss) for the Year	2,55,917	9,82,090

DIVIDEND

During the year under review the company has earned very small profit. Hence, the directors have not recommended any Dividend to be paid.

TRANSFER OF UNPAID/UNCLAIMED DIVIDEND

The Company does not have any amount of Unpaid/Unclaimed Dividend which is required to be transferred to the Investors Education & Protection

fund as required under Section 205(C) of the Companies Act 1956. There are no other statutory amount like outstanding unpaid Refund Amount on Share Applications, unpaid interests or principal of Deposits and Debentures etc lying with the company which are required to be transferred to Investors Education and Protection Fund.

CAPITAL STRUCTURE

During the year under review, your Directors have not issued any Equity or Preference Shares to any person. There has been no change in the issued, subscribed and paid up capital of the company during the year under review.

BUY BACK OF SHARE CAPITAL

Your Director had not declared or announced or completed any procedure for Buy Back of its own shares during the year under review as per the provisions of the section 77A, 77AA and 77B of the Companies Act 1956. Further no Buy Back of Shares if any announced in earlier years are still pending for implementation.

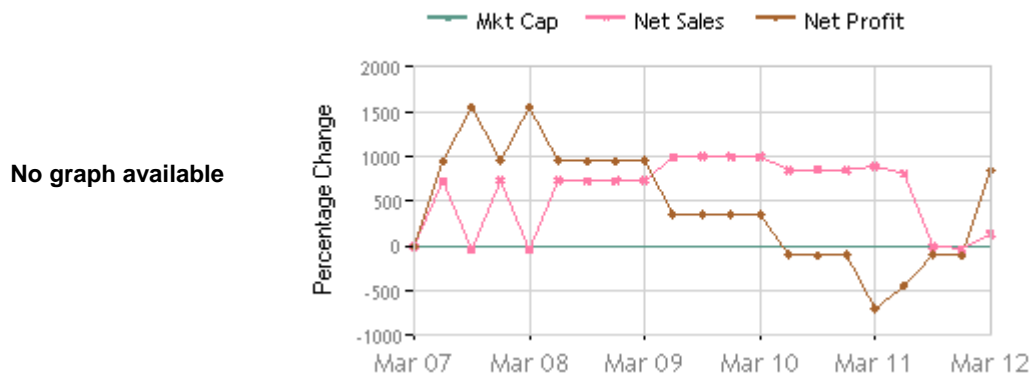
YEAR UNDER REVIEW

During the year under review your company had earned a total income of Rs. 16, 77,119/- (Previous Year Rs. 34, 11,204 /-). After meeting with the day to day and total expenses of Rs.13,79,182 (Previous year of Rs. 21,95,606 /-), Provisions of Depreciation of Rs. 89,374/- (Previous year Rs. 88,388/-), Provision of Income Tax Rs.44,000 /- (Previous year Rs. 2,34,000/-), Differed Tax Liability of Rs.1,980/- (Previous Year of Rs (492)/-, Fringe Benefit Tax of Rs. NIL(Previous year Rs. Nil /-) the company has earned a net Profit for the year of Rs. 2,55,917/- (Previous year Net Profit of Rs.9,82,090 /-).

COMPLIANCE WITH THE LISTING AGREEMENT:

The Company has made all compliances of the Listing Agreement with the Ahmedabad Stock Exchange and the Mumbai Stock Exchange during the year including Payment of all outstanding listing fees of both stock exchanges. The suspension in trading of equity shares of the Company was revoked w.e.f. **December 22, 2011. Pursuant to SEBI Circular no.SEBI/Cir/ISD/1/2010 dated September 2, 2010 trading in the securities of the company was resumed in “T” group.** The entire promoters shareholding i.e. 41800 equity shares were under lock-in till 31st March, 2012.

Performance Chart



COMPLIANCE TO CODE OF CORPORATE GOVERNANCE:

The present Board of Directors consists of 4 directors out of which two are the promoter directors and relatives. Accordingly the present Board of Directors now complies with the provisions of clause 49 of the Listing Agreement. The detailed report is annexed.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

This information is fully given in the Corporate Governance report.

DEPOSITS

During the year under review your company has neither invited nor accepted any public deposit or deposits from the public as defined under Section 58A of the Companies Act-1956. The unsecured loans interest free are taken from Directors and firms in which directors are interested as and when required for short term basis which are exempt from the provision of Section 58A of the Companies Act 1956.

DIRECTORS

Smt. Rita R.Shah Director of the Company retire by rotation as per provisions of the Act at this Annual General Meeting. However being eligible offers himself for reappointment. Your Directors recommend appointing him by passing resolutions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provision contained in Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm:

(A) That in the preparation of the annual accounts, ***except the accounting standards if any mentioned by the auditors in their report as not complied with***, all the other applicable accounting standards have been followed and to the maximum extent possible except the accounting standards which are observed as non complied by the Auditors of the Company. Further no material departures have been made from the same;

(B) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the Company at the end of the financial year and of the profit or loss of the Company for that period;

(C) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;

(D) That they have prepared the annual accounts on a going concern basis.

STATUTORY AUDITOR

M/s. Jigar S Shah & Co., Chartered Accountants, Ahmedabad the retiring auditors hold office of the Auditors upto the date of this Annual General Meeting as per the provisions of the Act. The Company has received a letter from the said Auditors to the effect that their appointment shall be within the limits laid down under Section 224(1B) of the Companies Act. A resolution proposing their reappointment as the regular Auditors of the company for the period from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting is required to be passed. Your directors recommend passing the said resolution.

AUDITORS OBSERVATION

There are no adverse observations made by the Auditors in their report. However notes to the Accounts to itself are clarificatory and self explanatory in the nature.

EMPLOYEES

There are no employees of the company who were in receipt of the remuneration of Rs.24,00,000/- in the Aggregate if employed for the year and in receipt of the Monthly remuneration of Rs. 2,00,000/- in the aggregate if employed for a part of the year under review. Hence the information required under Section 217 (2A) of the Companies Act, 1956 being not applicable are not given in this report.

STATUTORY INFORMATION

The Information required to be disclosed in the report of the Board of Directors as per the provisions of Section 217 (1)(e) of the Companies Act-1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 regarding the conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable to the company.

MATERIAL CHANGES:

No material changes have taken place after completion of the financial year up to the date of this report which may have substantial effect on business and finances of the company.

APPRECIATION

Your Directors take this opportunity to acknowledge the trust reposed in your company by its Shareholders, Bankers and clients. Your Directors also keenly appreciate the dedication & Commitment of all our employees, without which the continuing progress of the company would not have been possible.

Place: Ahmedabad.

**On Behalf of the Board of Directors
Of R.R. SECURITIES LIMITED**

Date: 14th August, 2012

**SD/-
(RAJENDRA B. SHAH)
Chairman and Director**

R. R. SECURITIES LIMITED.

REPORT ON CORPORATE GOVERNANCE

MANAGEMENT PERCEPTION ON CORPORATE GOVERNANCE

Your Company conducts its affairs in a fair, transparent and professional manner. The company believes that good Corporate Governance practices enable the Board to direct and control the affairs of the company in an efficient manner. As such, the company steps to put in place the system of Corporate Governance as per the guidelines provided in Clause 49 of the Listing Agreement. Further with the formation of the various committees within the organizations, the company also complies with various provisions of the Companies Act, 1956 as well as SEBI and Stock Exchange requirements. As per the norms prescribed under Listing Agreement being applicable to the company and in compliance to Section 292A of the Companies Act, 1956, the company had complied with the code of corporate governance on 31st March, 2012.

BOARD COMPOSITION

Name of the Director	Designation	Type	Executive / Non Executive
Mr. Rajendra B. Shah	Chairman And Director	Promoter Director	Non-Executive
Ms. Ritaben R. Shah	Director	Promoter Director	Non-Executive
Mr. Ajitsingh K. Chavda	Director	Independent Director	Non-Executive
Mr. Manish Girishbhai Patel	Director	Independent Director	Non- Executive

DETAILS OF OTHER DIRECTORSHIP/COMMITTEE MEMBERSHIP OR CHAIRMAN OF ANY COMMITTEE IN OTHER COMPANIES:

Sr No.	Name of Directors	Directorship in other Company	Whether Directorship/ Chairman or Member of any Other Company?
1.	R. B. Shah	Akash Agro Industries LTD Shree Proteins Pvt Ltd R B Shah Projects Pvt Ltd	Member: Audit Committee Chairman: Investor Grievance Committee
2.	Manish Girishbhai Patel	Akash Agro Industries LTD Shree Proteins Pvt Ltd.	Member: Audit Committee Chairman: Investor Grievance Committee
3.	Ms. Ritaben R. Shah	NIL	N.A
4.	Mr. Ajitsingh K. Chavda	NIL	N.A

Note:

None of the above mentioned Directors hold directorship in more than 15 Public Limited Companies.