



**RR Financial
Consultants Limited**

Regd. Office : 412-422, Indraprakash Building
21, Barakhamba Road,
New Delhi-110001
Tel. : 01144441111
CIN No. : L74899DL1986PLC023530
Email Id : pamdr@rrfcl.com
Website : www.rrfinance.com
www.rrfd.com

To,
The Manager
Listing Department
Bombay Stock Exchange Limited
25th Floor, PJ Towers, Dalal Street,
Mumbai-400001

Date: 05.09.2023

Ref: Scrip Code: 511626

Sub: Submission of Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2022-23.

Dear Sir/Madam,

With reference to above mentioned Subject, please find enclosed herewith Annual Report of 36th AGM under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2022-23.

Kindly take the above information on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,

For **R R FINANCIAL CONSULTANTS LIMITED**

**Rajat Prasad
Managing Director
DIN: 00062612**

Encl: as above

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

transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of Special Resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2023-24:

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
Any other transaction, Borrowings, Investment	Rajat Prasad	Arix Consultant Pvt. Ltd.	Subsidiary	10 Lac
Any other transaction, Loans and Advances	Rajat Prasad	Priya Darshan Real Estate Pvt. Ltd.	Subsidiary	1 Crore
Any other transaction, Borrowings		Rajat Prasad	Subsidiary	2.5 Crore
Any other transaction, Borrowings	Rajat Prasad	RR Information And Investment Research Pvt. Ltd.	Subsidiary	15 Lacs
Any other transaction, Borrowings(Square up during the period),	Rajat Prasad	RR Insurance Brokers Private Limited	Subsidiary	2.50 Crore
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
Any other transaction, Borrowings, Bank Guarantee	Rajat Prasad	RR Equity Brokers Private Limited	Subsidiary	B- 25 Lac
				G- 6 Crore
Any other transaction, Borrowings	Rajat Prasad	RR Investors Security Trading Pvt. Ltd.	Subsidiary	2.5 Crore
Loan	Rajat Prasad	RR Fine Art Enterprises Pvt. Ltd.	Subsidiary	10 Lac
Loan	Rajat Prasad	Shivom Infra Estates Pvt. Ltd.	Subsidiary	10 Lac
Sale of fixed assets	Rajat Prasad	RR Infra Estate Pvt. Ltd.	Subsidiary	17.5 Crore
Investment	Rajat Prasad	RR Fincap Private Limited	Subsidiary	-

ITEM NO. 6: APPROVAL FOR INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY U/S 180 OF THE COMPANIES ACT, 2013:

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demandor within six months from the date of the loan such as short-term, cash credit arrangements, the

discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed **100,00,00,000/- (Rupees One Hundred Crore Only)** from banks, financial institution(s), foreign lender, body corporate entity (ies), authority(ies) in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 6 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

ITEM NO. 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.

As per the provisions of Section 180 of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, 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.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 of the Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 7 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

ITEM NO. 8: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per sub-section (2) & (3) of section 186 of the Companies Act, 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to-

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, the Board of Directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item no 8.

The said approval is sought keeping in mind the fund requirements of company's subsidiaries / sister concerns in the group companies to meet urgent needs from time to time to yield and grow in business segment.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding/directorships.

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 36th 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 36th 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 36th 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 2022-23 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 36th AGM and Annual Report 2022-23 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 36th 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 36th 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 36th AGM through VC/OAVM Facility and e-Voting during the 36th 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 36th 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 LIIPL, 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 36th AGM without any restriction on account of first-come-first-served principle.
11. Attendance of the Members participating in the 36th 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 Intimed India Pvt. Ltd., for any assistance in this regard.

16. The Register of Members and the Share Transfer books shall remain closed from **22.09.2023 to 28.09.2023** (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> & Click on "Login".
 - ▶ 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 cs@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

21. VOTING THROUGH ELECTRONIC MEANS:

1. 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **M/s Link Intime India Private Limited**.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as follows:

- (1) The voting period begins on **25th September, 2023 at 9:00 AM** and ends on **27th September, 2023 at 5:00 PM** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21st September, 2023** may cast their vote electronically. The e-voting module shall be disabled by **M/s Link Intime India Private Limited** for voting thereafter.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e.

LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not

updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at :

securities in demat mode with NSDL	022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- *In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.*
- *Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.*
- *The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk Link Intime India Private Limited

➤ Other Instructions

- i) The E-voting period commences on **25th September 2023 at 9:00 a.m.** and ends on **27th September, 2023 at 5:00 p.m.** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **21st September, 2023** may cast their vote electronically. The e-voting module shall be disabled by **27th September, 2023 at 5:00 p.m.** for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently, further the members who have casted their vote electronically shall not be allowed to vote again at the AGM.

- ii) The voting rights of the Members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cutoff date, being 1:1
- iii) **Mr. Sudhir Arya, Proprietor of M/S Sudhir Arya & Associates**, Company Secretaries in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v) The results on resolutions shall be declared at or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the request number of votes in favour of the resolutions.
- vi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (**www.rrfcl.com**) and on the **M/s Link Intime India Private Limited** website **<https://instavote.linkintime.co.in>** immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd Stock Exchange.

DETAILS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015:

1.

Particulars	Mrs. Priyanka Singh
Date of Birth	23.01.1987
Qualification	B.Com(H), MBA
Date of Joining the Board	05.01.2018
Profile of Director	Non Executive Women Director
Directorship held in other Companies (excluding section 8 Companies)	11
Memberships/Chairmanships of committees of other companies	-
Number of shares held in the Company	58273

For and on behalf of the Board

Sd/
Rajat Prasad
Managing Director

Date: 04.09.2023
Place: New Delhi

BOARDS' REPORT

To The Members,

The Board of Directors has the pleasure of presenting the 36th Annual Report of the company together with the Audited Statement of Accounts, Auditors' Report and the Report on the business and operations of the company, for the financial year ended 31st March 2023.

1. BACKGROUND

RR Financial Consultants Limited (RRFCL) is a Non-Systemically Important Non-Deposit taking Non-Banking Financial Company ("NBFC-ND-NSI"), holding a Certificate of Registration dated March 11th1998, from the Reserve Bank of India ("RBI").

2. FINANCIAL RESULTS

The results of yours Company's consolidated financial prudence and business excellence for the period ended on 31st March, 2023 are as follows:

(As per IND AS)

(All Amount in `is in Hundred otherwise stated)

PARTICULARS	YEAR ENDED 31-03-2023	YEAR ENDED 31-03-2022
Sales for the year	18,26,283	14,43,485.59
Other Income	11,648	13,434.53
Total Income	18,37,931	14,56,920.12
Total Expenditure	17,73,567	14,03,632.85
Profit before Taxation	64,364	53,287.28
Less : Provision for Taxation		
Current Tax	9,745	8,346.00
Earlier year Tax	1,989	55.92
Deferred Tax	(6,775)	(2,026.07)
Profit after Taxation	59,406	46,911.43
Other comprehensive income	-	-
Total comprehensive income for the year after tax	59,406	46,911.43

The Standalone financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary

(As per IND AS)(Amount in `Rs. in Hundred)

PARTICULARS	YEAR ENDED 31-03-2023	YEAR ENDED 31-03-2022
Sales for the year	77,502.09	77,880.80
Other Income	110.03	173.67
Total Income	77,612.12	78,054.47
Total Expenditure	75,853.66	75,736.43
Profit before Taxation	1,758.46	2,318.04
Less : Provision for Taxation		
Current Tax	262.50	304.50
Earlier year Tax	1,064.93	53.80
Deferred Tax		1,997.35
Profit after Taxation	126.53	170.90
Other comprehensive income	-	-
Total comprehensive income for the year after tax	126.53	170.90

1. BUSINESS PERFORMANCE

The Gross Income of the company during the period under review is ` 77,502.09 as compared to 77,880.80 in the previous period. The Company registered a Profit after Tax and Depreciation amounting `126.53 as against Profit of `170.90 in the previous year. The performance of the Company during the period under review has been satisfactory.

2. DIVIDEND

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No dividend has therefore been recommended for the year ended March 31, 2023.

3. CLOSURE OF SHARE TRANSFER BOOKS

The Register of Members and the Share Transfer Books of the company will be closed from Friday, 22nd September 2023 to Thursday, 28th September 2023 (both days inclusive) for the purpose of the 36th Annual General Meeting of the Shareholders of the company to be held on 28th September, 2023.

4. TRANSFER TO RESERVES

The Company proposes to retain the entire amount in the profit and loss account.

5. CONSOLIDATED FINANCIAL STATEMENTS

The Financial Statement of the Company for the Financial year 2022-23 are prepared in compliance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rule 2015, as amended, and other accounting principal accepted in India and as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Regulation). The Financial Statement has been prepared on the basis of the audited financial statement of the Company as approved by their respective Board of Directors.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, the Consolidated Financial Statements along with all relevant documents and Auditors report thereon form part of this Annual Report. The Financial Statements as stated above are also available on the website of the Company and can be accessed at the web link www.rrfcl.com

6. MATERIAL CHANGES AND COMMITMENT

There is no material changes affecting the financial position of the Company occurred during the Financial Year ended as on 31st March, 2023 to which this financial statement relates on the date of this report.

7. CHANGE OF REGISTERED OFFICE

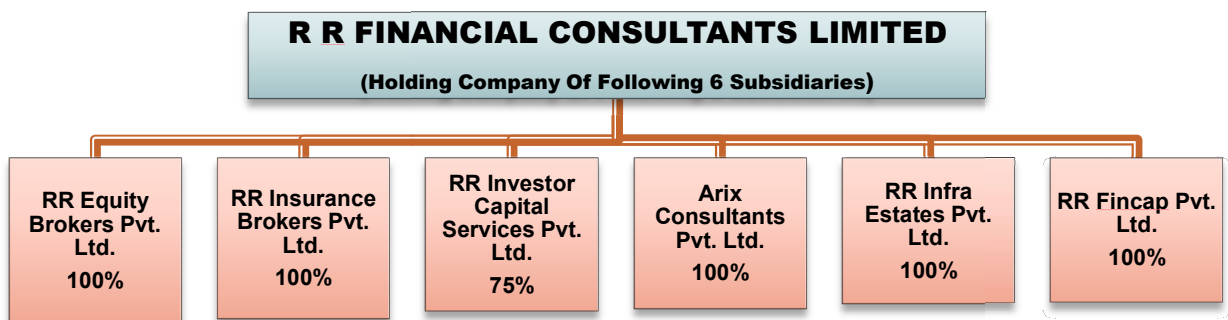
During the year there is no change in registered office of the company.

8. SHARE CAPITAL

The issued, subscribed and paid up Equity Share Capital as on 31st March, 2023 was ₹110607000. During the year under review the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme. No disclosure is required under Section 67(3) (c) of the Act, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

9. SUBSIDIARY COMPANIES

The Company has Six subsidiaries as on March 31, 2023. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Act. There has been no material change in the nature of the business of the subsidiaries.



Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in **Form AOC-1** is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents, and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

As per sec 2 (87) of the Companies Act, 2013 the subsidiaries of subsidiaries of RRFC are deemed to be subsidiaries of RRFC.

Further, for details of subsidiaries of subsidiaries, please refer to the Corporate Governance Report, which is a part of this report.

As required under the new Clause 49 of the Listing Agreement, the Company has adopted a practice of placing the minutes and statements of all the significant transactions of all the un-listed subsidiary companies in the meeting of Board of Directors of R R Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies. AOC-1 pursuant to section 129(3) of the act; statement containing the salient features of the financial statement of subsidiary/associate/joint venture is annexed herewith as **(Annexure 1)**.

10. PUBLIC DEPOSIT

Your company has never invited/accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under during the period under review.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Board of Directors

During the year, there are some changes took place in the composition of the Board of Directors of the Company: Please refer to the Corporate Governance Report, which is part of this report.

b) Director coming up for retire by rotation

In accordance with the provisions of the Act, and the Articles of Association of the Company, Ms. Priyanka Singh retires by rotation and she has shown her willingness to continue her position and being eligible for re-appointment.

c) Independent Directors

The Independent Director holds office for a fixed term of five years and is not liable to retire by rotation. In accordance with Section 149(7) of the Act, each Independent Director has given a written declaration to the company that he/she meets the criteria of independence as mentioned under Section 149(6) of the Act and SEBI Regulations.

d) Board Effectiveness

Familiarization Programme for the Independent Director in compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in Corporate Governance Report. The same is also available on the website of the Company.

e) Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under:

Mr. Rajat Prasad	Chairman & Managing Director & CEO
Mr. Vijay Mohan Malik	Chief Financial Officer
Ms. Suman Negi	Company Secretary & Compliance Officer up to 15 July 2023

12. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations').

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

13. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

14. BOARD MEETINGS

Fifteen (15) Meetings of the Board were held during the year. For details of meetings of the board, please refer to the Corporate Governance Report, which is a part of this report.

15. COMMITTEE OF BOARD

a) AUDIT COMMITTEE

During the year Seven (7) Audit Committee meeting were held, the details of which are given in Corporate Governance Report and maximum gap between the meetings is well within the limits prescribed under Companies act, 2013 and as per SEBI listing regulations.

b) NOMINATION AND REMUNERATION COMMITTEE

During the year, Four (4) Nominations and Remuneration Committee meeting was held, the details of which are given in Corporate Governance Report as prescribed under Companies Act, 2013 and clause 49 of the listing agreement.

c) STAKEHOLDER RELATIONSHIP COMMITTEE

During the year, no complain was registered by stakeholders. However, One (1) Stakeholders Relationship Committee meeting was held, and the detail of committee is given in Corporate Governance Report.

16. RISK MANAGEMENT POLICY

Your Directors have adopted a Risk Management Policy for the Company. The Audit Committee and the Board of Directors of the Company reviewed the risks, if any, involved in the Company from time to time, and took appropriate measures to minimize the same. The Audit Committee ensures that the Policy for Risk Management is adopted across the Company in an inclusive manner.

17. COMMENTS BY THE BOARD ON AUDIT QUALIFICATION

There were no qualifications, reservations or adverse remarks made either by the Statutory Auditors or by the Practising Company Secretary in their respective reports.

18. PLEDGE OF SHARES

None of the equity shares of the directors of the Company are pledged with any banks or financial institutions.

19. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board regarding the fulfillment of all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

20. VIGIL MECHANISM

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

21. LISTING OF SHARES

Your Company's shares are listed and are being traded on the Bombay Stock Exchange Limited (BSE). The Listing Fees for the financial year 2022-23 has been paid.

22. GREEN INITIATIVES IN CORPORATE GOVERNANCE

In line with the 'Green Initiative', the Company has effected electronic delivery of Notice of AGM and Annual Report to those shareholders whose email ids were registered with the respective depository participants and downloaded from the depositories viz. National Securities Depository Limited/Central Depository Services (India) Limited. The Companies Act, 2013 and the underlying rules as well as Clause 32 of the listing agreement permit the dissemination of financial statements in electronic mode to the shareholders. Your directors are thankful to the shareholders for actively participating in the green initiative and seek your continued support for implementation of the green initiative.

23. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act 2013, the board of directors, to the best of their knowledge and ability, confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- 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 affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;

- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022-23.

24. HUMAN RESOURCES

The well disciplined workforce which has served the company for three decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

25. BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with clause 49 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

26. ENHANCING SHAREHOLDER VALUE

Your Company firmly believes that its success in the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organizational vision is founded on the principles of good governance and by the resolve to be a customer-centric organization which motivates the Company's Management to be aligned to deliver leading-edge building products backed with dependable after sales services.

Your Company is committed to creating and maximizing long term value for shareholder and essentially follows a four pronged approach to achieve this end.

- a) By increasing all round operational efficiency,
- b) By identifying strategies that enhance its competitive advantage,
- c) By managing risks and pursuing opportunities for profitable growth,

- d) By cementing relationships with other important stakeholder groups through meaningful engagement processes and mutually rewarding associations that enable it to create positive impacts on the economic, societal and environmental dimensions of the Triple Bottom Line.

Underlying this is also a dedication to value-friendly financial reporting that assures the shareholder and investor of receiving transparent and unfettered information on the Company's performance.

27. INTERNAL CONTROL SYSTEMS

a) Internal Control System and their adequacy

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year. The Company has an Internal Audit (IA) function. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectives and independence, the IA function reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor evaluates the efficiency and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

b) Internal Controls Over Financial Reporting

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has adopted accounting policies which are in line with the Accounting Standards and the Act. These are in accordance with generally accepted accounting principles in India. Changes in policies, if required, are made in consultation with the Auditors and are approved by the Audit Committee. The Company has a robust financial closure, certification mechanism for certifying adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, form part of the notes to the financial statements provided in this Annual Report.

29. ORDERS PASSED BY THE REGULATORS OR COURTS, IF ANY

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future.

30. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 and 134 of the Companies Act, 2013 read with the allied Rules, the Annual Return of the Company for Financial Year ended March 31, 2023 will be available on the website of the company i.e. www.rrfcl.com.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013.

All related party transactions that were entered during the financial year were in the ordinary course of business and were on arms length basis. There were no material related party transactions entered by the Company with Directors, KMPs or other persons which may have a potential conflict with the interest of the Company.

All related party transactions, wherever applicable, are placed before the Audit Committee. The quarterly disclosures of transactions with related parties are made to the Audit Committee.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company In compliance with Section 134(3) of the Companies Act, 2013, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are enclosed, in the Form AOC-2, as a part of this report (**Annexure-3**)

32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particular in respect of Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo under Section 134(3) (m) of the Companies Act, 2013, read with rule 8(3) of the Companies (Accounts) Rules, 2014 is given as per **Annexure-4** of this report.

33. DISCLOSURES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the annexure to the Directors Report and forms part of this report. The ratio of the remuneration of each director to the median employees remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as (**Annexure-5**).

34. FIXED DEPOSITS

The Company has not accepted any public deposits during FY 2022-23 within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

35. AUDITORS

a) STATUTORY AUDITORS

M/s G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN: 017851N) was appointed as Chartered Accountants with approval of shareholders in 31st Annual General Meeting held on 2018 till the conclusion of AGM going to be held in 2023.

Further, Board on the recommendation of audit committee, recommend the re-appointment of **M/s G.C. Agarwal & Associates**, Chartered Accountants, Delhi (FRN: 017851N) for 2nd term for the period of 5 years i.e. upto the conclusion of 41st Annual General Meeting to be held in 2028, to the shareholders for their approval.

There is no qualification, reservations or adverse remark in Statutory Auditor's report. The observations of Statutory Auditor in their Report read with relevant notes to Accounts are self-explanatory and therefore, do not require any further explanation.

b) SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act, 2013, the Company had appointed **Mr. Sudhir Arya**, Practicing Company Secretaries, New Delhi as its Secretarial Auditor to conduct the Secretarial Audit of the Company for FY 2022-2023. The Report of Secretarial Auditor (Form MR-3) for the FY 2022-2023 is annexed to the report as (**Annexure-6**).

Secretarial Audit Report of Material Subsidiary (ies) of the company is enclosed herewith in **(Annexure-6)**.

36. AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT

The statutory auditor's report and the secretarial audit report do not contain any qualifications, reservations, or adverse remarks or disclaimer. Secretarial audit report is attached to this report.

37. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

There have been no instances of any fraud reported by the Statutory Auditors under Section 143(12) of the Act.

38. MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on Management Discussion and Analysis relating to business and economic environment surrounding your company is enclosed as a part of the Annual Report.

39. PREVENTION OF SEXUAL HARASSMENT PREVENTION OF SEXUAL HARASSMENT

Your Company has framed 'Anti - Sexual Harassment Policy' at workplace and has constituted an Internal Complaints Committee (ICC) as per the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. No complaints with allegations of any sexual harassment were reported during the year under review.

40. CORPORATE GOVERNANCE

Your Company is committed to achieve the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set by the Regulators/ applicable laws. Our focus on corporate governance, where investor and public confidence in companies is no longer based strictly on financial performance or products and services but on a company's structure, its Board of Directors, its policies and guidelines, its culture and the behavior of not only its officers and directors, but also all of its employees.

Our approach is proactive, starting with our Leadership Team. It is also deeply ingrained in our corporate culture, guiding how we work and how we do business. We apply and adhere to the rules - not just those required by government, but also those we impose on ourselves to meet the highest possible standards.

We continually discuss bylaws and governance practices, changing our policies when necessary and pointing out areas where we need to improve our performance. We also compare our practices to the criteria used by outside organizations to evaluate corporate performance.

A separate section on Corporate Governance standards followed by the Company, as stipulated under regulation 34(3) and 53(f) read with schedule V of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 is enclosed as an Annexure to this report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

A certificate from **G.C. Agarwal & Associates**, Chartered Accountants regarding compliance with the conditions of Corporate Governance as stipulated under schedule V of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 is attached to the Corporate Governance Report.

41. OTHER STATUTORY DISCLOSURES

During the year under review, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- a) Details relating to deposits covered under Chapter V of the Act. The Company had no outstanding, unpaid or unclaimed public deposits during the FY 2023;

- b) Maintenance of cost records under sub-section (1) of Section 148 of the Act is not applicable to the Company;
- c) Issue of equity shares with differential rights as to dividend, voting or otherwise;
- d) Issue of Sweat Equity shares;
- e) Any remuneration or commission to the Wholetime Director of the Company from the subsidiaries of the Company;
- f) No significant and material orders passed by the Regulators/Courts/Tribunals which impact the going concern status and Company's operations in future;
- g) No change in the nature of the business of the Company;
- h) No application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016; and
- i) No instance of any one-time settlement with any Banks or Financial Institutions.

There have been no material changes and commitment, affecting the financial position of the Company which occurred between the end of the financial year 2022-23 till the date of this Report, other than those already mentioned in this Report.

42. Details relating to deposits covered under Chapter V of the Act. The Company had no outstanding, unpaid or unclaimed public deposits during the FY 2022-23;

43. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

44. DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis are attached, which forms part of this report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

CAUTIONARY NOTE

Certain statements in the Management Discussion and Analysis section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook. Investors are cautioned that this discussion contains forward looking statement that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors discussed. The discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

APPRECIATION

The Directors thank the Company's employees, customers, vendors, investors, and academic partners for their continuous support. The Directors also thank the Government of India, governments of various states in India, and concerned government departments and agencies for their co-operation.

Directors appreciate and value the contribution made by every member of the RR family.

For and on behalf of the Board

Sd/-
Priyanka Singh
Director
DIN: 05343056

Sd/-
Rajat Prasad
Managing Director
DIN: 00062612

Date: 04.09.2023

Place: New Delhi

ANNEXURE A-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turn Over	Profit Before Taxation	Taxation	Profit After Taxation	OCI	Total comprehensive Income	Proposed Dividend	% of share Holding (in lacs all figures)
RR Equity Brokers Pvt. Ltd.	-	INR	1000	84.20	1335.88	1335.88	133.78	301.29	3.00	1.48	1.52	-	-	-	100
RR Investors Retail Services Pvt. Ltd	-	INR	51	132.00	490.97	490.97	-	0.15	-1.58	0.02	-1.56	-	-	-	100
RR Investors Capital Services Pvt. Ltd.	-	INR	150.02	1043.95	1797.99	1797.99	69.31	1039.36	30.96	0.77	30.19	-	-	-	75
RR Infra Estates Pvt. Ltd.	-	INR	7.78	347.88	2256.89	2256.89	137.38	0.00	-0.02	0.00	-0.02	-	-	-	100
Anix Consultant Pvt. Ltd.	-	INR	5	2.60	10.36	103.6	-	0.77	-0.46	0.10	-0.36	-	-	-	100
Priyadarshan Real estate Pvt. Ltd	-	INR	1	-79.82	5.03	5.03	0.84	0.00	-0.35	0.00	-0.35	-	-	-	51
RR Land Estates Pvt. Ltd.	-	INR	1	-0.20	0.95	0.95	-	-	-0.01	-	-0.01	-	-	-	100
Lakshmi Narayan Infra Estates Pvt. Ltd.	-	INR	1	-2.46	75.33	75.33	-	-	-0.01	-	-0.01	-	-	-	100
RR Fincap Pvt. Ltd.	-	INR	200	44.72	245.89	245.89	0.08	4.98	0.86	0.41	0.44	-	-	-	100
RR Investor Securities Trading Pvt. Ltd	-	INR	5	196.34	239.46	239.46	-	50.02	2.96	0.60	2.36	-	-	-	75
RR Investors Distribution Company Pvt. Ltd	-	INR	1	-0.13	1.13	1.13	-	-	-0.01	-	-0.01	-	-	-	100
RR IT Solutions Pvt. Ltd.	-	INR	1	0.96	2.16	2.16	-	0.03	0.01	-	0.01	-	-	-	100
RR Information & Investment Research Pvt. Ltd.	-	INR	3.25	-0.02	3.74	3.74	-	-	-0.02	-	-0.02	-	-	-	100
RR Commodity Brokers Pvt. Ltd	-	INR	34.34	69.91	106.62	106.62	0.08	-	0.06	-	-0.06	-	-	-	100
RR Insurance Brokers Pvt. Ltd.	-	INR	250	164.60	473.74	473.74	0.07	402.53	29.39	0.63	28.81	-	-	-	100

Annexure-2 Directors' Report
Extract of Annual Return

Extract of annual return for FY 31.03.2023 will be available on the website of the Company i.e.,
www.rrfcl.com

Annexure - 3 to Board Report
FORM NO. AOC-2

Disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013.

S.No	Name Of The Related Party & Nature Of Relationship	Nature Of Contracts /Arrangements /Transaction	Duration Of The Contracts/ Arrangement Transaction	(Amount In Lacs)
1.	RR Investors Capital Services Pvt. Ltd.	Sub Brokerage Paid	Recurring	27.91

Annexure - 4 to the Director Report

Particulars under Section 134(3) (m) of the Companies Act, 2013, read with rule 8(3) of the Companies (Accounts) Rules, 2014

(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy: NIL
- (ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- (iii) The capital investment on energy conservation equipments: NIL

(B) Technology absorption-

- (i) Efforts in brief made towards technology absorption, adaptation and innovation NIL
- (ii) Benefits derived as a result of the above efforts: N.A.
- (iii) Details of technology imported during last five years
- (iv) Technology Imported: N.A.
- (v) Year of Import: N.A.
- (vi) Has technology been fully absorbed: N.A.
- (vii) If not fully absorbed, area where this has not taken place: N.A.

(C) Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo in terms of actual outflows, during financial year 2022-23 are as follow:-

Particulars	2022-2023	2021-2022
Total Foreign Exchange Received (F.O.B. Value of Export)	-	-
Total Foreign Exchange used:		
i) Raw Materials	-	-
ii) Consumable Stores	-	-
iii) Capital Goods	-	-
iv) Foreign Travels	-	-
v) Others	-	-

Annexure 5 to Directors' Report**a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Requirements	Particulars
The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	As per Note 1
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	As per Note 2
The percentage increase in the median remuneration of employees in the financial year.	Nil
The number of permanent employees on the rolls of company.	One
The key parameters for any variable component of remuneration availed by the directors.	The key parameters for any variable component of remuneration availed by the Managing Director is determined by the Board of Directors and is within the criteria as laid down in the Nomination and Remuneration Policy of the Company.
Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration is as per the remuneration policy of the Company.

Notes:

1. The ratio of the remuneration of each director to the median remuneration of the employees for the financial year ending on 31-03-2023 is as follow:

The Median remuneration of the employees for the financial year ending March 31, 2023 is Nil.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year ending on 31-03-2023 is as follow:

S. NO.	Name of the Director/ KMP	Designation	Figures for the year Ended As on 31-03-2023	Figures for Year Ended As on 31-03-2022	% increase for year ending on 31-03-2023
1.	Mr. Rajat Prasad*	CEO/ MD	-	-	-
2.	Mrs. Priyanka Singh*	Non-Executive Director	-	-	-
3.	Mr. Vijay Malik	CFO	11,55,000.00	8,83,241.00	31.00%
4.	Ms. Suman Negi	CS	3,53,532.00	-	

*Mr. Rajat Prasad, Chairman and Executive Director, is the Managing Director & CEO of RRFCL and Mrs. Priyanka Singh, Women Non-executive Director did not draw any remuneration from the Company. In view of the same, the percentage increase/decrease in his/her remuneration has not been computed.

45. Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (i) During the financial year 2022-23, no employee received the remuneration aggregating to 1 crore and two lakh rupees p.a.
- (ii) During the Financial Year 2022-23, no employee employed for part of the year with an average salary above 8 lakhs and 50 thousand per month

Annexure 6 to Directors' ReportFORM NO. MR-3SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st March, 2023[Pursuant to section 204(1) of the Companies Act, 2013 and Rules No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

R R Financial Consultants Limited

412-422, 4TH Floor, Indraprakash Building,

21 Barakhamba Road, New Delhi - 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. R R FINANCIAL CONSULTANTS LIMITED** (hereinafter called 'Company' or 'RRFCL') for the financial year ended March 31, 2023 ('Audit Period'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion there on.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has ,during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. R R FINANCIAL CONSULTANTS LIMITED** ("the Company") for the Audit Period, according to the provisions of applicable law provided hereunder:

- (1) The Companies Act, 2013(the Act) and the rules made thereunder and circular and notification issued by MCA from time to time;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5)The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and (Prohibition of Insider Trading) Amendment Regulation 2018 notified on dated 21/01/2019;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009;**Not applicable during the financial year under review as the company has not issued further capital:**
 - (d)The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e)The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **Not applicable as the Company has not issued any debt securities during the financial year under review;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

- Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as the Company has not delist its equity shares during the financial year under review:** and
- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **not applicable as the Company has not bought back any of its shares during the financial year under review;**
- (i) The securities and exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (6) Reserve Bank of India Act, 1934.
- (7) Master circular and directions issued by Reserve Bank of India (RBI) for the NBFC (Non Deposit Accepting or Holding) companies from time to time.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards for Board Meetings (SS-1) and for General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay stock exchange.
- (iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that except the following, there was no other specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc referred to above, during the financial year ended 31st March 2023.

1. Company Secretary cum compliance officer Mr. Rahul Tiwari resigned on 06th May 2022 & company has appointed Ms. Suman Negi as Company Secretary cum Compliance officer on the same day.
2. Mr. Arun Rana, Independent Director of the Company resigned from the directorship w.e.f. 16th November, 2022.
3. As per the provisions of Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Company was maintaining the data in excel & on 20th January, 2023 company has purchased software and implemented to maintain database in non-tampered and has the capability to maintain the records for 8 years.
4. Mr. Subhash Narang, Independent Director of the Company also appointed as the director in unlisted material subsidiary companies of RR Financial Consultants Limited.

For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)
Unique Code: S2009DE11 4700

Date: 24/08/2023

CS. Sudhir Arya
FCS 7764/ CP.No:8391
UDIN: F007764E000853048
Peer Review Certificate No.: 2675/2022

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report

'ANNEXURE A'

To
The Members,
M/s. R R FINANCIAL CONSULTANTS LIMITED

Our Secretarial Audit Report for the Financial Year ended 31st March, 2023, of even date is to be read along with this letter.

Management's Responsibility:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Wherever our Audit has required our examination of books and records maintained by the Company, we have relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute. We have conducted online verification & examination of records, as facilitated by the Company;
7. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company;
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;

Disclaimer

9. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
10. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi

Date: 24/08/2023

**For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)
Unique Code: S2009DE11 4700**

**CS. Sudhir Arya
FCS 7764/ CP.No:8391
UDIN : F007764E000853048
Peer Review Certificate No.: 2675/2022**

Annexure 6 to Directors' ReportFORM NO. MR-3SECRETARIAL AUDIT REPORTFORTHE FINANCIAL YEAR ENDED 31st March, 2023[Pursuant to section 204(1) of the Companies Act, 2013 and Rules No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
R R Investor Capital Services Private Limited
 412-422, 4TH Floor, Indraprakash Building,
 21 Barakhamba Road, New Delhi - 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. R RINVESTOR CAPITAL SERVICES PRIVATE LIMITED (hereinafter called 'Company' or 'RRICS') for the financial year ended March 31, 2023 ('Audit Period'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. R R INVESTOR CAPITAL SERVICES PRIVATE LIMITED ("the Company") for the Audit Period, according to the provisions of applicable law provided hereunder:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder and circular and notification issued by MCA from time to time;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - **Not Applicable to the Company during the Audit Period;**
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the Company during the Audit Period;**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not applicable to the Company during the Audit Period;**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable to the Company during the Audit Period;**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the Audit Period;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable to the Company during the Audit Period;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not**

- applicable to the Company during the Audit Period;** and
- (h) **The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018-Not applicable to the Company during the Audit Period;**
- The Company being a material subsidiary of M/s R R FINANCIAL CONSULTANTS LIMITED, directors and certain employees of the Company have been categorized as Designated Persons and are covered by the Code of Conduct under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of M/s R R Financials Consultants Ltd.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards for Board Meetings (SS-1) and for General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay stock exchange.- **Not applicable to the Company during the Audit Period;**
- (iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.if applicable -**Not applicable to the Company during the Audit Period;**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)
Unique Code: S2009DE11 4700**

Place: New Delhi
Date: 24/08/2023

**CS. Sudhir Arya
FCS 7764/ CP.No:8391
UDIN: F007764E000853114
Peer Review Certificate No.: 2675/2022**

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To
The Members,
R R INVESTOR CAPITAL SERVICES PRIVATE LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Wherever our Audit has required our examination of books and records maintained by the Company, we have relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute. We have conducted online verification & examination of records, as facilitated by the Company;
8. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company;
9. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;

For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)
Unique Code: S2009DE11 4700

Place: New Delhi
Date: 24/08/2023

CS. Sudhir Arya
FCS 7764/ CP.No:8391
UDIN: F007764E000853114
Peer Review Certificate No.: 2675/2022

Annexure 6 to Directors' ReportFORM NO. MR-3SECRETARIAL AUDIT REPORTFORTHE FINANCIAL YEAR ENDED 31st March, 2023[Pursuant to section 204(1) of the Companies Act, 2013 and Rules No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
R R Insurance Brokers Private Limited
 412-422, 4TH Floor, Indraprakash Building,
 21 Barakhamba Road, New Delhi - 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. R RINSURANCE BROKERS PRIVATE LIMITED (hereinafter called 'Company' or 'RRIB') for the financial year ended March 31, 2023 ('Audit Period'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. R RINSURANCE BROKERS PRIVATE LIMITED ("the Company") for the Audit Period, according to the provisions of applicable law provided hereunder:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder and circular and notification issued by MCA from time to time;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - **Not Applicable to the Company during the Audit Period;**
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the Company during the Audit Period;**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not applicable to the Company during the Audit Period;**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable to the Company during the Audit Period;**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the Audit Period;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable to the**

Company during the Audit Period;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable to the Company during the Audit Period;** and
- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018-**Not applicable to the Company during the Audit Period;**
- The Company being a material subsidiary of M/s R R FINANCIAL CONSULTANTS LIMITED, directors and certain employees of the Company have been categorized as Designated Persons and are covered by the Code of Conduct under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of M/s R R Financials Consultants Ltd.

We have also examined compliance with the applicable clauses of the following:

- (iv) Secretarial Standards for Board Meetings (SS-1) and for General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (v) The Listing Agreements entered into by the Company with Bombay stock exchange.- **Not applicable to the Company during the Audit Period;**
- (vi) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.if applicable -**Not applicable to the Company during the Audit Period;**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)
Unique Code: S2009DE11 4700

Place: New Delhi
 Date: 24/08/2023

CS. Sudhir Arya
FCS 7764/ CP.No:8391
UDIN : F007764E000853202
Peer Review Certificate No.: 2675/2022

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To
The Members,
RR INSURANCE BROKERS PRIVATE LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Wherever our Audit has required our examination of books and records maintained by the Company, we have relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute. We have conducted online verification & examination of records, as facilitated by the Company;
8. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company;
9. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;

For SUDHIR ARYA & ASSOCIATES
(Company Secretaries)
Unique Code: S2009DE11 4700

Place: New Delhi
Date: 24/08/2023

CS. Sudhir Arya
FCS 7764/ CP.No:8391
UDIN: F007764E000853202
Peer Review Certificate No.: 2675/2022

CORPORATE GOVERNANCE REPORT

This Corporate Governance relating to Financial Year 2022-23 has been issued in compliance with the requirement of Regulation 34(3) read with Clause C of Schedule V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and form part of the Report of Director to the member of the Company. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 (“the Act”).

COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

A good corporate governance process aims to achieve balance between shareholders interest and corporate goals by providing long term vision of its business and establishing systems that help the board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholders without compromising with laws and regulations.

The Company’s philosophy on corporate governance encompasses achieving balance between individual interests and corporate goals through the efficient conduct of its business and meeting its obligations in a manner that is guided by transparency, accountability and integrity. Accountability improves decision-making and transparency helps to explain the rationale behind decisions and to build stakeholders confidence.

At RR Financial Consultants Limited, we strive towards excellence through adoption of best governance and disclosure practices.

GOVERNANCE STRUCTURE

1. BOARD OF DIRECTORS

A. Composition of Board

The Board of Directors of the Company as on 31st March, 2023 comprises of Four Directors, which includes one Promoter Director as Chairman & Managing Director and Executive Director, One Non Executive Women Director and Two Independent Directors. The Company meets the requirements, as stipulated under Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, relating to the composition of Independent and non-independent Directors including the Woman Director on the Board of the Company. The Non-Executive Directors, with their diverse knowledge, experience and expertise, bring in their valuable independent judgment to the deliberations and decisions of the Board.

B. Independent Directors

The Board of the Company has an optimum number of Independent Directors, as required under Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015. All the independent directors are persons of integrity and possess relevant expertise and experience in the Industry and are not related to promoters, or directors in the Company, its holding, subsidiary or associate Company.

Independent Directors fulfill all the conditions for being Independent to the Company, as stipulated under Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, from time to time.

The Company has issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The evaluation criteria for the performance of Independent Directors have been laid down by the Nomination and Remuneration Committee and the performance evaluation shall be done by the entire Board at the time of re-appointment. As required under Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarization programmes to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The detail of such familiarization programme is disclosed on the website of the Company i.e. www.rrfcl.com

Notes:

1. None of the Independent Directors are holding Directorships in more than seven listed Companies.
2. None of the Functional Directors are acting as Independent Director in any listed Company.
3. The Company has not issued any convertible instruments.

C. Non-executive Directors compensation and disclosures

The Non-Executive Directors of the Company are not paid any sitting fees as fixed by the Board of Directors. There is no stock option scheme provided by the Company.

D. Directors Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/ chairmanships of board Committees are provided below:

1. **Mr. Rajat Prasad-** 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.

2. **Mrs. Priyanka Singh-** She is B.com (H) and has varied experience in areas of financial & IT products. She has reengineered the company to become a leader in financial & insurance services in India.

She is constantly involved in organizational building and development, motivating people, managing supporting teams to achieve results, building and maintaining relationships.

3. **Mr. Aditya Chandra-** He is an MBA and having more than Twelve years of Rich Experience in Investment Banking & Corporate Advisory. He has directorship in Reliant Electronic Design Services Private Limited and Doonhills Electronic Design Services Private Limited besides RRFC in order to provide his guidance and important suggestion for betterment of the companies.

4. **Mr. Subash Narang-** He is commerce graduate (B.com) and having diverse experience in Finance, Accounts and Administration.

5. ***Mr.Arun Rana:** He is commerce graduate (BA) and having diverse experience in Finance, Accounts and Administrative. *He resigned on 16.11.2022

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

E. Board meetings held and Directors attendance record, Directorship in other companies etc.

During the period under review, the date on which Board meetings held were as follows:

S. No.	Date of Board meeting	Total strength of the Board	No. of Directors attended meeting
1.	27.04.2022	5	5
2.	06.05.2022	5	5
3.	30.05.2022	5	5
4.	27.06.2022	5	5
5.	11.07.2022	5	5
6.	10.08.2022	5	5
7.	01.09.2022	5	5
8.	16.09.2022	5	5
9.	11.11.2022	5	5
10.	22.11.2022	4	4
11.	26.12.2022	4	4
12.	17.01.2023	4	4
13.	09.02.2023	4	4
14.	13.02.2023	4	4
15.	31.03.2023	4	4

Attendance of Directors at the Board Meetings and the Last(35th) Annual General Meeting

Name of the Director	No. of Board Meeting held during the tenure of the director	No. of Board Meeting attended	Attendance at the Last AGM
Mr. Rajat Prasad	15	15	YES
Mrs. Priyanka Singh	15	15	YES
Mr. Aditya Chandra	15	15	YES
*Mr. Arun Rana	9	9	YES
Mr. SubashNarang	15	15	YES

*Mr. Arun Rana (Non Executive & Independent Director) resigned on 16.11.2022 from the Company and he also ceased to be the member of all committees.

Shares held by Directors as on 31 March 2023

S. No.	Name of the Director	No. of Shares held in RRFC	% of shareholding
1.	Mr. Rajat Prasad	6495977	58.73%
2.	Mrs. Priyanka Singh	58273	0.53%

Availability of information to the Board

The board has unfettered and complete access to any information within the Company. The information regularly supplied to the Board included the following:

- Minutes of the Board meeting, minutes of the Audit Committee meeting and abstract of the circular resolution passed.
- Quarterly, Half-yearly and annual results of the Company
- Annual operating plans and budgets, capital budgets and updates.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Any issues that involve possible public or product liability claims of a substantial nature.
- Sale of material nature, of investments, assets, etc. which are not in the normal course of business.
- General notices of interest.
- Dividend data.
- Significant development on the human resources front.

2. Committees of the Board

Currently, the Board has three committees, the Audit Committee, the Nomination & Remuneration Committee and the Stakeholder Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Committees appointed by the Board focus on specific areas and make informed decisions within the authority delegated.

The chairman of the Board, in consultation with the Compliance Officer and the Committee's Chairman, determines the frequency and duration of the committee meetings. Normally, Audit Committee meets four times a year, whereas the Shareholders' Committee and Remuneration Committee meet as and when the need arises. Recommendations of the committees are submitted for the Board's approval. The quorum for meetings is either two members or one-third of the members of the committee, whichever is higher.

AUDIT COMMITTEE

(a) Terms of Reference

The terms of reference of the Audit Committee cover all the areas mentioned under section 177 of the Companies Act, 2013, the earlier Clause 49(III) of the Listing Agreement with the Stock Exchanges and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has also included in the terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (previously under Clause 49(VI) of the revised Listing Agreement with Stock Exchanges) and therefore a separate Risk Management Committee has not been constituted.

(b) Composition, Name of the Members and Chairman of the Audit Committee

During the year 2022-2023, Audit Committee of the Company comprised of four Directors out of which three is Non- executive & Independent Director.

Sr. No	Name of Director	Position	Category
1.	Mr. Rajat Prasad	Member	Executive Director
2.	Mr. Aditya Chandra	Chairman	Non- Executive & Independent Director
3.	*Mr. Arun Rana	Member	Non- Executive & Independent Director
4.	Mr. Subash Narang	Member	Non- Executive & Independent Director

*Mr. Arun Rana (Non Executive & Independent Director) resigned on 16.11.2022 from the Company and he also ceased to be the member of all committees.

During the year 2022-2023, Audit Committee was reconstituted on 22.11.2022 after the resignation of Mr. Arun Rana*. Audit Committee of the Company comprised of three Director out of which two is Non- executive & Independent Directors.

Sr. No	Name of Director	Position	Category
1.	Mr. Subash Narang	Chairman	Non- Executive & Independent Director
2.	Mr. Aditya Chandra	Member	Non- Executive & Independent Director
3.	Mr. Rajat Prasad	Member	Executive Director

(c) Meeting and Attendance

The Audit committee met Seven times during the period viz`30.05.2022, 11.07.2022, 10.08.2022 and 11.11.2022, 22.11.2022, 13.02.2023, 31.03.2023.The representative of the Statutory Auditor is invitee to audit committee meetings. The details of attendance of the members at the meetings are as under:-

Sr. No.	Name of Director	Position	Category	Attendance at Audit Committee Meeting	Whether Attended the Last(35 th AGM)
1.	Mr. Rajat Prasad	Member	Executive Director	7	YES
2.	Mr. Aditya Chandra	Chairman	Non- Executive & Independent Director	7	YES
3.	*Mr. Arun Rana	Member	Non- Executive & Independent Director	4	YES
4.	Mr. Subash Narang	Chairman	Non- Executive & Independent Director	7	YES

Then Company Secretary (Ms. Suman Negi) attended all these meetings after the appointment i.e., 01.06.2022.

Mr. Subash Narang is the Present Chairman of the Committee after re-constitution of the Committee. All members of the Audit Committee have adequate financial and accounting knowledge.

In addition, the statutory Auditors and the Internal Auditors are invited to attend the meeting of the Audit Committee.

(c) Scope of Audit Committee:

- Reviewing the adequacy of the Internal Control System of the Company.
- Reviewing the Quarterly and half-yearly financial statements before submission to the board for approval.
- Reviewing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing the annual financial statements before submission to the board for approval, in regard with:

- (1) Matters to be included in the Director's responsibility statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
 - (2) Changes in accounting policies.
 - (3) Compliance with the Listing and other legal requirements relating to financial statements.
 - (4) Disclosure of any related party transactions.
 - (5) Qualifications in the draft Audit report.
- Reviewing, with the management, performance of statutory and internal auditors, the adequacy of internal control systems and suggesting for improvement of the same.
 - Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is any suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
 - Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board, or as may be required by law or regulation

NOMINATION AND REMUNERATION COMMITTEE ("NRC")

a) Terms of Reference

The Company complies with the provisions relating to the Nomination and Remuneration Committee in terms of earlier Clause 49(IV) of the revised Listing Agreement with Stock Exchanges now Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. The Company Secretary of the Company acts as the Secretary to the Committee.

The terms of reference of Nomination and Remuneration Committee are briefly described below:

- a. It shall identify persons who are qualified to become directors and persons, who may be appointed in senior management in accordance with the criteria, laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every directors performance.
- b. It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- c. It shall, while formulating the remuneration policy ensure that-
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

b) **Composition, Name of the Members and Chairman of the 'NRC'**

During the year 2022-2023, 'NRC' of the Company comprised of 4 Directors out of which 1 is Non-executive & Non-Independent Director.

Sr. No	Name of Director	Position	Category
1.	Mr. Aditya Chandra	Chairperson	Non-Executive & Independent Director
2.	Ms. Priyanka Singh	Member	Non-Executive & Non Independent Director
3.	*Mr. Arun Rana	Member	Non-Executive & Independent Director
4.	Mr. Subash Narang	Member	Non-Executive & Independent Director

*Mr. Arun Rana (Non Executive & Independent Director) has resigned on 16.11.2022 from the Company and he also ceased to be the member of the all committees.

During the year 2022-2023, 'NRC' was reconstituted on 22.11.2022 after the resignation of Mr. Arun Rana*. 'NRC' of the Company comprised of 3 Director out of which 2 is Non- executive & Independent Directors.

Sr. No	Name of Director	Position	Category
1.	Mr. Subash Narang	Chairman	Non- Executive & Independent Director
2.	Mr. Aditya Chandra	Member	Non- Executive & Independent Director
3.	Ms. Priyanka Singh	Member	Non-Executive & Non Independent Director

(c) **Meeting and Attendance**

There were 4 NRC's Meeting held during the year i.e. 06.05.2022, 11.07.2022, 01.09.2022, 22.11.2022.

Sr. No.	Name of Director	Position	Category	Attendance at Nomination and Remuneration Committee Meeting	Whether Attended the Last(35 th AGM)
1.	Mr. Aditya Chandra	Chairperson	Non-Executive & Independent Director	4	YES
2.	Ms. Priyanka Singh	Member	Non-Executive & Non Independent Director	4	YES
3.	*Mr. Arun Rana	Member	Non-Executive & Independent Director	3	YES
4.	Mr. Subash Narang	Member	Non-Executive & Independent Director	4	YES

*Mr. Arun Rana (Non Executive & Independent Director) resigned on 16.11.2022 from the Company and he also ceased to be the member of the all committees.

(d) Scope of Audit Committee:

- The scope of the Committee includes review of market practices and decides on remuneration packages applicable to the Chairman & Managing Director, the Executive Director(s) etc., lay down performance parameters for the Chairman & Managing Director, the Executive Director(s) etc. and review the same.
- In addition to the above, the Committee would identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- The Committee also formulates the criteria for determining qualifications, positive attributes and independence of a Director and recommends to the Board formulation of a policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

STAKEHOLDER RELATIONSHIP COMMITTEE ("SRC")**(a) Terms of Reference**

The Board has reconstituted the Shareholders / Investors Grievance Committee as Stakeholders Relationship Committee as per the provision of section 178 of chapter XII of New Companies Act-2013 and as per earlier Clause 49 of the listing Agreement with Stock Exchanges, now as per Regulation 20 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to specifically look into the redressal of Shareholders complaints. The terms of reference of the committee include the following:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the company.
- To recommend measures for overall improvement in the quality of services to the investors.

(b) Scope of this Committee

The Shareholders' committee is empowered to perform all the functions of the Board in relation to share transfers/transmissions and handling of Shareholders' grievances. The Committee meets, as and when required, to inter alia, deal with matters relating to transfer/transmission of shares, request for issue of duplicate share certificates and monitor redressal of the grievances of the security holders of the Company relating to transfers, non-receipt of Balance Sheet, non-receipt of dividends declared, etc.

(c) Composition, Name of the Members and Chairman of the 'SRC'

Following are the members of the 'SRC':

Sr. No	Name of Director	Position	Category
1.	Ms. Priyanka Singh	Chairperson	Non-Executive & Non Independent Director
2.	Mr. Subash Narang	Member	Non-Executive & Independent Director
3.	Mr. Aditya Chandra	Member	Non-Executive & Independent Director
4.	*Mr. Arun Rana	Member	Non-Executive & Independent Director

*Mr. Arun Rana (Non Executive & Independent Director) resigned on 16.11.2022 from the Company and he also ceased to be the member of the all committees.

During the year 2022-2023, 'SRC' was reconstituted on 22.11.2022 after the resignation of Mr. Arun Rana*. 'SRC' of the Company comprised of 3 Director out of which 2 is Non- executive & Independent Directors.

Sr. No	Name of Director	Position	Category
1.	Ms. Priyanka Singh	Chairperson	Non-Executive Director
2.	Mr. Subash Narang	Member	Non- Executive & Independent Director
3.	Mr. Aditya Chandra	Member	Non- Executive & Independent Director

During the year company received 7 complaint. The compliance officer of the company properly and adequately replied to all the complaints. Our Share Transfer Agents within the statutory period, except in some cases in which there was delay, completed all share transfer work. On the date of this report no investors' complaints are pending.

Compliance Officer

Ms. Suman Negi, Company Secretary, was the Secretary of this Committee till the date of her resignation i.e., July 15, 2023:

Presently Ms. Kalpana, Company Secretary, (was appointed on August 23, 2023) is the Secretary of this Committee and her contact details are given below:

Ms. Kalpana
Head- Secretarial Department
412-422, 4th Floor, Indraprakash Building
21 Barakhamba Road
New Delhi-110001
Ph. No.- 011-44441111
Email Id- cs@rrfcl.com

Details of Complaints from Shareholders:

No. of complaints remaining unresolved as on 01-04-2022: Nil

No. of complaints received during the year: 7

No. of complaints resolved during the year: 7

No. of complaints Unresolved as on 31-03-2023: Nil

RISK MANAGEMENT

The Company is not mandatorily required to constitute Risk Management Committee. Further, the Audit Committee and the Board of Directors review the risks involved in the Company and appropriate measures to minimize the same from time to time. The Board of the Company has also adopted a Risk Management policy for the Company.

3. GENERAL BODY MEETING

(a) Details of Annual General Meeting (AGM) for the last Three Years:

Description of Meeting	Date	Venue	Time	No. of Special resolution passed
35th AGM	27 th September, 2022	By Audio Video Mode	10.00 AM	0

34th AGM	20 th September, 2021	By Audio Video Mode	12.30 PM	1
33rd AGM	30 th September, 2020	By Audio Video Mode	2.30 PM	1

(b) Postal Ballot

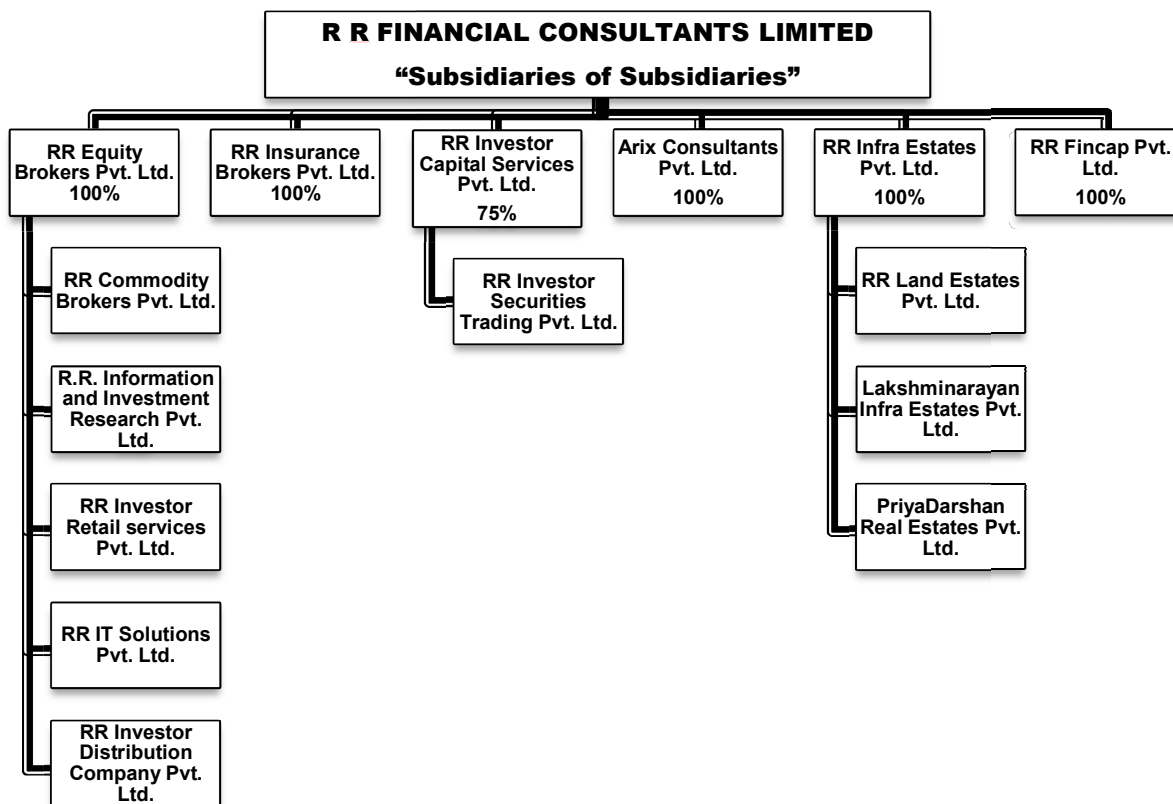
No resolution was passed in the last (35th) AGM through Postal Ballot. In the ensuing 36thAGM also the company has not proposed any resolution for approval of the shareholders through postal ballot since none of the business items proposed requires approval through postal ballot as per provisions of the Companies Act, 2013 and rules framed there under.

4. RELATED PARTY TRANSACTIONS

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with such Related Party Transactions. The transactions during the Financial Year 2022-23, with the related parties has been done in accordance with the provisions as laid down under the Companies Act, 2013 and earlier Clause 49 of the Listing Agreement, now as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary approvals from the Audit Committee were obtained, wherever required.

5. SUBSIDIARY COMPANIES

R R Financial Consultants Limited has six subsidiary companies and subsidiaries of subsidiaries as under:



As per sec 2 (87) of The Companies act, 2013 the subsidiaries of subsidiaries of RRFCL are deemed to be subsidiaries of RRFCL. All the subsidiaries of R R Financial Consultants Limited are unlisted.

As per Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a practice of placing the minutes and statements of all the significant

Financial Consultants Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary companies.

6. DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

There has been no incidence of non-compliance by the Company during the year and there have been no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

7. MEANS OF COMMUNICATION

Quarterly Results:

Quarterly Results are published in two newspapers, one in the English language and the other in the vernacular language, **Financial Express (English) & Jansatta (Hindi)** circulating in the place where the registered office of the Company is situated. These financial results and quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also uploaded on the Company website www.rrfcl.com

Website:

The Company's website www.rrfcl.com makes online announcements of Board Meeting dates, results of the meetings, quarterly financial results, announcement of the date of Annual General Meeting, changes in Directors and other announcements. The website also provides quarterly shareholding pattern, Corporate Governance report, Copies of Notices and Annual Reports sent to Shareholders are also available on the website. The website www.rrfcl.com gives information about the company and the products offered by it.

Annual Report:

Annual Report containing inter alia Audited Annual Accounts, Directors report, Auditors Report, Corporate Governance Report along with management discussion & Analysis are circulated to members and others entitled thereto.

E-mail: cs@rrfcl.com mail id has been formed exclusively for investor servicing.

8. CEO/CFO CERTIFICATION

The CEO/ CFO has signed a certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control systems, as required by Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

9. SHAREHOLDERS' GENERAL INFORMATION

Annual General Meeting: 36th Annual General Meeting

Date : 28TH September, 2023

Time : 12:00 PM

Tentative Financial Calendar for the year 2022-23

Financial Period (1 st April 2022 to 31 st March 2023)	Declaration of Financial Results
First Quarter results	Within 45 days of the end of the quarter or such prescribed period i.e., 10 th August, 2022
Half Yearly results	Within 45 days of the end of the quarter or such prescribed period i.e., 11 th November 2022
Third Quarter results	Within 45 days of the end of the quarter or such prescribed period i.e., 13 th February 2023
Year-end results	Within 60 days of the end of the quarter or such prescribed period i.e., 18 th May, 2023

DATE OF BOOK CLOSURE

The Transfer Books of the company shall remain closed from **22.09.2023 to 28.09.2023** (both days inclusive) for the purpose of Annual General Meeting.

CUT OFF DATE

Cutoff Date is **21st September, 2023** for determining those who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the Annual General Meeting by remote e-Voting and also vote at the meeting venue.

ELECTRONIC VOTING

Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 36th Annual General Meeting will be made through electronic voting. The electronic voting period will be from **09:00 AM on 25th September, 2023 to 5:00 PM on 27th September, 2023** both days inclusive.

LISTING

The Company Shares are listed on the following:

Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers, 25th Floor,
Dalal Street, Mumbai- 400023

Listing Fees for the year 2022-23 have been paid to the respective Stock Exchange

STOCK CODE

ISIN No : INE229D01011

Scrip Code : 511626 at Bombay Stock Exchange

DEPOSITORY

- **National Securities Depository Limited**

Trade world, Fourth Floor, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai-400013

- **Central Depository Services (India) Limited**

16th Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400001

Custodial fees for the year 2022-23 have been paid to the respective depositories.

STOCK PRICE DATA

High - Low (based on the closing prices) and number of share traded during each month in the financial year 2022-2023 on the Bombay Stock Exchange Limited

Month	High	Low	Total No. of Share Traded
April-22	-	-	-
May-22	-	-	-
June -22	-	-	-
July-22*	-	-	-
Aug-22	-	-	-
Sep-22	-	-	-
Oct-22	-	-	-
Nov-22	8.05	6.10	40,854
Dec-22	27.60	8.45	1,13,967
Jan-23	20.00	12.50	2,24,709
Feb-23	14.05	7.70	53,551
Mar-23	8.32	5.86	35,429

One year price range

Open: Rs. 8.05

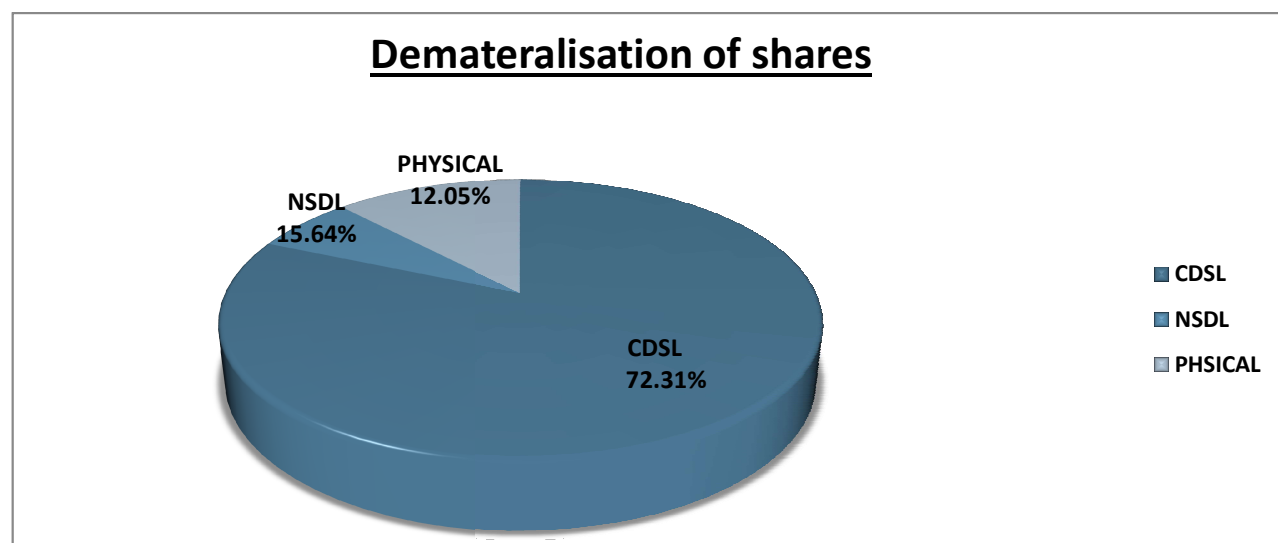
High: Rs. 27.60

Low: Rs. 5.86

*Shares were not traded from July 2021 to October 2022 due to suspension order.

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	9727900	87.95
Physical Form	1332800	12.05
Total	11060700	100.00

Shareholders, who still continue to hold shares in physical form, are requested to dematerialise their shares at the earliest and avail of the various benefits of dealing in securities in electronics/dematerialised form. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Securities Limited (CDSL).



DISTRIBUTION OF SHAREHOLDING BASED ON SHARES HELD
ALL(NSDL+CDSL+PHYSICAL)

Sr. No	Sr. No		Number Of Shareholders	% Of Total Shareholders	Total Shares For The Range	% Of Issued Capital
	From	To				
1.	1	500	3588	87.7047	669737	6.0551
2.	501	1000	275	6.7221	205947	1.8620
3.	1001	2000	127	3.1044	203953	1.8439
4.	2001	3000	31	0.7578	79826	0.7217
5.	3001	4000	10	0.2444	36837	0.3330
6.	4001	5000	10	0.2444	47666	0.4309
7.	5001	10000	22	0.5378	159092	1.4384
8.	10001	-	28	0.6844	9657642	87.3149
	Total		4091	100	11060700	100

REGISTRAR AND SHARE TRANSFER SYSTEM

Link Intime India Pvt. Limited is the Registrar & Transfer Agent of the Company. Shareholders, beneficial owners and depository participants are requested to send the correspondence relating to the Company's share transfer etc. at the following address:

LINK INTIME INDIA PRIVATE LIMITED
(Formerly: IN-TIME SPECTRUM REGISTRY LIMITED)

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: delhi@linkintime.co.in

ADDRESS FOR CORRESPONDENCE

Contact Person:	Company Secretary
Company	R R Financial Consultants Limited
Registered Office Address:	412-422, 4 th Floor, Indraprakash Building, Barakhamba Road, New Delhi-110001.
Phone:	011-44441111

SHARE TRANSFER SYSTEM

The company's shares are traded in the Stock Exchanges compulsorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company shares can now be traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de - mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

DISCLOSURES**a) Disclosure on materially significant related party transactions:**

The Company has not entered into any other transaction of the material nature with the Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. Attention of the members is drawn to the disclosures of transactions with related parties as set out in Note on Financial Statements for the Year ended 31st March 2023. The copy of Related Party Policy has been uploaded on the website of the company i.e. www.rrfcl.com.

b) Disclosure of compliance(s) by the company:

The company has complied with all the requirements of the Stock Exchange and Securities and Exchange Board of India on matters related to capital markets as applicable from time to time. There were no penalties imposed or strictures passed against the Company by the statutory Authorities in this regards.

c) Whistle Blower Policy

The Board of Directors has laid down Whistle Blower Policy for Directors and employees of the Company, to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Further, the Company affirms that no personnel have been denied access to Audit Committee on any issue related thereto. The copy of Whistle Blower policy has been uploaded on the website of the Company i.e. www.rrfcl.com

d) Disclosure of compliance(s) by the company:

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no instances of non-compliance by the Company on any matters related to capital market, nor have any penalty/structures been imposed by the Stock Exchanges or SEBI or any other statutory authority on any matter relating to capital market during the Financial Year ended on March 31, 2023.

e) Code of conduct for the Board of Directors and Senior Management personnel of the Company have been complied with.

f) Code of conduct for prevention of Insider trading has been put in place and is followed.

OUTSTANDING GDRS/ADRS/WARRANTS/CONVERTIBLE INSTRUMENTS AND THEIR IMPACT ON EQUITY

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments.

PLANT LOCATIONS

Not Applicable

NON- MANDATORY REQUIREMENT

The Company has not adopted any of the non- mandatory requirements specified in Annexure-III of clause 49 of the Listing Agreement.

For and on behalf of the Board

Priyanka Singh
Director
DIN: 05343056

Rajat Prasad
Managing Director
DIN: 00062612

Date : 04.09.2023

Place : New Delhi

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
R R Financial Consultants Limited,

We have examined the compliance of conditions of Corporate Governance by **RR Financial Consultants Limited**(hereinafter referred to as “the Company”), for the year ended March 31, 2023 as stipulated in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to the extent applicable.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

G.C. Agarwal & Associates,
(FRN 017851N)
Chartered Accountants

G.C. Agarwal
Proprietor
M.No. 83280

Dated: 04.09.2023
Place: New Delhi

CERTIFICATE ON DISQUALIFICATION OF DIRECTORS

A certificate has been received from Sudhir Arya and Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**CEO/CFO CERTIFICATION
(Pursuant to Regulation 17(8) of SEBI (LODR)
Regulations, 2015)**

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, CEO/ Chief Financial officer (CFO) of the Company has certified to the Board that:

- A. We has reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

RAJAT PRASAD
CEO

VIJAY MALIK
CFO

Dated: 04.09.2023
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The company is leading financial service company and has earned a distinction in the field of Capital raising, Insurance & Broking Services and Research and Advisory Services. Exploring opportunities through its network across the country and its ability to organize with professionalism and dedication is the core of RR Business aspirations. The Primary objective of the Company is to maintain a rapid pace of growth through quality services in all aspects of product innovations and investment avenues.

Financial Performance

The Financial Statements of the Company have been prepared in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The management of the Company accepts the responsibility of the objectivity and integrity of these financial statements as well as, for various estimates and judgments used therein. The statement has been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner, the form and substances of transactions and reasonably present the Company's state of affairs.

The significant financial highlights

In Rs. Hundred

Particular	Consolidate	
	FY 22-23	FY 21-22
Total Revenue	18,37,931	14,56,920
Profit Before Tax	64,364	53,287
Profit After Tax	59,406	46,911

Key Financial Ratios

Significant financial ratio for Consolidated Financial Statement of RR Group:

Particular	FY 2022-23	FY 2021-22	Variation in %	Reason for variance
Debtors Turnover	NIL	NIL		
Inventory Turnover	N.A	N.A		
Interest Coverage Ratio	N.A	N.A		
Current Ratio	2.314	2.310	0.167	
Debt Equity Ratio	0.722	0.912	-20.77	
Operating Profit/(Loss) Margin*	0.0717	0.082	-12.61	
Net Profit Margin*	0.0325	0.032498715	0.09	
Return on Net worth*	0.012	0.010	25.09	Due to increase in profitability

Opportunities

The Company has following verticals i.e. Stock Broking, Financial Product Distribution, Insurance Broking, Investment Banking and Lending Business. The main source of income being Brokerage, the Company expects to show stable growth in coming years. The Company is holding a NBFC License by RBI in its subsidiary "RR Fincap Private Limited".

Risks and Concerns

The Company's main risk remains costs which are growing at a fast pace. The company has increased the variable salary structures and is consistently making conscious efforts to mitigate this risk.

Outlook

The Company has broad based revenue stream to cover all the major segments of Financial & Insurance business and foresees a stable to good growth in the coming years.

Risk Management Systems

The Company aims to operate within an effective risk management framework to actively manage all the material risks faced by the organization and make it resilient to shocks in a rapidly changing environment. It aims to establish consistent approach in management of risks and strives to reach the efficient frontier of risk and return for the organization and its shareholders.

Human Resources

The nature of our business requires a skilled and trained human capital, which is one of the key assets of our organization. Our human resource policy is based on the philosophy of 'owner mindset'. We believe that the key to our continued growth lies in unleashing the entrepreneurial energy of our employees. We encourage all employees to behave more as owners of their departments rather than employees.

Our people are highly motivated and work towards increasing RR's brand and market share across our various product lines. We have developed some extensive in-house training modules. We lay an emphasis on 'on-the-job training' where an experienced and senior person mentors a junior executive. Further, prospective employees need to undergo pre-joining domain training and tests. This basically tests the understanding and aptitude of the employee for the job and reduces attrition and improves employee satisfaction.

Internal control systems

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with its size and the nature of its operations.

Cautionary statement

Statements in the Management's Discussion and Analysis report describing the Company's objections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations and futuristic in nature. Actual performance may differ materially from those either expressed or implied. Such statements represent intentions of the management and the efforts put in to realize certain goals. The success in realizing these depends on various factors both internal and external. Investors, therefore, are requested to make their own independent judgment before taking any investment decisions.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as required by earlier Clause 49 of the Listing Agreement now as per Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2023.

Dated: 04.09.2023

Place: New Delhi

STATEMENT SHOWING SHAREHOLDING PATTERN

Scrip Code: 511626			Year ended: 31-03-2023			
Category of Shareholder	Number of Shareholders	Total Number of Shares	Number of Shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		
				As a percentage of (A+B)	As a percentage of (A+B+C)	
(A)	Shareholding of Promoter and Promoter Group					
(1)	Indian					
(a)	Individuals/ Hindu Undivided Family	2	6554250	6554250	59.26	59.26
(b)	Central Govt./ State Government(s)	-	-	-	-	-
(c)	Bodies Corporate	4	1012200	1012200	9.15	9.15
(d)	Financial Institutions/ Banks	-	-	-	-	-
(e)	Any other (Specify)	-	-	-	-	-
Sub-Total (A)(1)		6	7566450	7566450	68.41	68.41
(2)	Foreign					
(a)	Individuals (Non-resident Individuals / Foreign Individuals)	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-
(c)	Institutional	-	-	-	-	-
(d)	Any Other (Specify)	-	-	-	-	-
Sub-Total (A)(2)		-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		6	7566450	7566450	68.41	68.41
(B)	Public Shareholding					
(1)	Institutions					
(a)	Mutual Funds/UTI	-	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-
(f)	Foreign Institutional Investor	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-
(h)	Any other (Specify)	-	-	-	-	-
Sub-Total (B) (1)		-	-	-	-	-

(2) (a)	Non-Institutions Bodies Corporate	42	1534071	1534071	13.87	13.87
(b)	Individuals I. Individual Shareholders holding nominal share Capital up to Rs. 2 Lakh.	3958	1400481	1400481	12.66	12.66
	II. Individual Shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7	528310	528310	4.78	4.78
(c)	Qualified Foreign Investor	-	-	-	-	-
(d)	Any Other (specify)					
	1. Trusts	-	-	-	-	-
	2. Directors & their Relatives	-	-	-	-	-
	3. Foreign Nationals	-	-	-	-	-
	4. Non Resident Indians i) Non Repat	3	162	162	-	-
	ii) Repat	1	500	500	-	-
	5. Clearing Members	3	1068	1068	-	-
	6. Hindu Undivided Families	36	29658	29658	0.27	0.27
	7. Any other specify	-	-	-	-	-
	Sub-Total (B)(2)	4050	3494250	2161450	31.59	31.59
	Total Public Shareholding (B)=(B)(1)+(B)(2)	4050	3494250	2161450	31.59	31.59
	TOTAL (A)+(B)	4056	11060700	9727900	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	4056	11060700	9727900	100.00	100.00

(1)(b) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PROMOTER AND PROMOTER GROUP"

Sr. No.	Name of the shareholder	Number of Shares	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above
1.	Rajat Prasad	6495977	58.73
2	Priyanka Singh	58273	0.53
3	Priyadarshini Holdings Private Limited	3,88,050	3.51
4	Sabre Trading And Finance (P) Ltd	3,88,050	3.51
5	Prasad Holdings Pvt. Ltd	1,18,050	1.07
6	R. P. Credits (P) Ltd.	1,18,050	1.07
	Total	75,66,450	68.41

(I)(c) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PUBLIC" AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES

Sr. No.	Name of the shareholder	Number of Shares	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above
1.	Ritu Prasad	3,19,900	2.89
2	E Investment India.Com Private Limited	4,91,882	4.45
3	Narayan Travels & Tours Limited	4,27,200	3.86
4.	Sarla Services & Agencies Private Limited	1,90,801	1.73
5.	Vayushree Marketing & Trading Company Private Limited	1,85,535	1.68
	Total	16,15,318	14.60

(I)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES

Sr.No.	Name of the shareholder	Number of locked-in shares	Locked-in Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above
1.	NIL	NIL	NIL

(II)(A) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)

Sr.No.	Type of outstanding DR (ADRs, GDRs, SDR, etc)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares [i.e. Grand Total (A)+(B)+(C) indicated in statement at Para(I)(a) above]
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL
	TOTAL	NIL	NIL	NIL

(II)(b) STATEMENT SHOWING HOLDING OF DEPOSITORY RECEIPTS (DRS), WHERE UNDERLYING SHARES HELD BY "PROMOTER/ PROMOTER GROUP" IS IN EXCESS OF 1% OF THE TOTAL NUMBER OF SHARES

Sr. No.	Name of the DR Holder	Type of Outstanding DR(ADRs, GDRs, SDRs etc)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of Shares [i.e. Grand Total (A)+(B)+(C) indicated in statement at Para (I)(a) above]
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL
			TOTAL	NIL

For and on behalf of the Board

Date: 04.09.2023
Place: New Delhi

Priyanka Singh
Director
DIN: 05343056

Rajat Prasad
Managing Director
DIN: 00062612

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT**G.C. AGARWAL & ASSOCIATES**

(Chartered Accountants)

240, Ghalib Apartments, Parwana road, Pitampura, New Delhi-110034

INDEPENDENT AUDITORS' REPORTTO THE MEMBERS OF **R R FINANCIAL CONSULTANTS LIMITED****Report on the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated Ind AS financial statements of **R R FINANCIAL CONSULTANTS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and, the statement of change in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on the separate financial statements and on the other financial statements of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, of their consolidated profit, (including Other Comprehensive Income/loss), consolidated statement of changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and the relevant provisions of the act and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013 and the Rule thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statement.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the consolidated financial statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, financial performance including other comprehensive income, cash flows and change in equity of the Group in accordance with the Indian Accounting Standards and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of Consolidated Financial Statements by the Directors of Holding Company.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. .

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group of the company.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the

consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

We did not audit the financial statements of RR Insurance Brokers (P) Ltd., ARIX Consultant (P) Ltd., RR Investor Capital Services (P) Ltd. & its one subsidiary, RR Equity Brokers (P) Ltd & its Four subsidiaries and three Subsidiaries of RR Infra Estates (P) Ltd. for the year ended 31 March 2023 whose financial statements together reflect total assets of 6325.91 Lacs as at 31 March, 2023, total revenue of Rs1755.06 Lacs and net profit after tax ₹ 58.84 lacs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors, whose reports have been furnished to us by the management, and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries Companies and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Further the Statement also includes the whose financial statements reflect total assets of ₹245.89 lacs as at 31 March, 2023; as well as the total revenues of ₹ 5.01 lacs and net profit after tax ₹.44 lacs as at 31 March, 2023.respect of one subsidiary company, based on their financial results, whose financial information have not been audited by us. These financial information are unaudited and have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) order, 2020 ('the order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of CARO reports of the other auditors on separate financial statements and the other financial information of the subsidiary companies,as noted in the ' Other matter' paragraph we report that there is no qualifications or adverse remarks in these CARO reports..
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and consolidated statement change in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of respective Companies included in the Group, none of the directors of the Group companies is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A";
- g) In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of subsidiary companies which were not audited by us, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Group to its directors in accordance with the provisions of section 197 read with Schedule V to the Act and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 45 and 57 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries companies, which are incorporated in India.
 - iv.
 - a. The respective Management of the Holding Company and Subsidiaries Companies has represented that, to the best of its knowledge and belief, and as disclosed in the Note No. 66 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The respective Management of the Holding Company and Subsidiaries Companies has represented, that, to the best of its knowledge and belief, and as disclosed in the Note No. 67 to the standalone financial statements, no funds have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as prescribed under (a) and (b) above, contain any material mis-statement.

V .To the best of our information and according to the explanations given to us, the Holding Company and its Subsidiaries Companies has not declared or paid any dividend during the year, accordingly the provisions of Rule 11(f) is not applicable.

VI Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 01.04.2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For: G.C.AGARWAL & ASSOCIATES
(Chartered Accountants)
Firm Regn No.017851N

Place: New Delhi
Dated: 18th May 2023

(G.C.AGARWAL)
PARTNER
Membership No. 083820
UDIN: 23083820BGYOLD6806

Annexure A to the Independent Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of R R FINANCIAL CONSULTANTS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary companies which are incorporated in India as of 31 March 2023 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Holding Company and its subsidiary companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on Holding Company's internal financial controls with reference to consolidated financial statement bases on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In Our opinion, to the best of our information and according to the explanations given to us the Holding Company and its subsidiaries, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 14 subsidiary companies, which are incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For: G.C.AGARWAL & ASSOCIATES
(Chartered Accountants)
Firm Regn No.017851N

Place: New Delhi
Dated: 18th May 2023

(G.C.AGARWAL)
PARTNER
Membership No. 083820

RR FINANCIAL CONSULTANTS LIMITED
CONSOLIDATED BALANCE SHEET AS AT
31-03-2023

(All amounts in ₹ Hundred, unless otherwise stated)

S.No.	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF 31/03/2023	FIGURES AS AT THE END OF 31/03/2022
I	ASSETS			
1	NON -CURRENT ASSETS			
	(a) PROPERTY, PLANT AND EQUIPMENT	3	22,31,083	22,21,976
	(b) CAPITAL WORK-IN-PROGRESS			
	(c) GOODWILL	4(i)	1,96,165	1,96,165
	(d) INTANGIBLE ASSETS	4(ii)	1,074	1,074
	(e) FINANCIAL ASSETS			
	(i) INVESTMENTS	5	1,34,869	1,34,869
	(ii) LOANS	7	1,47,743	1,45,922
	(iii) TRADE RECEIVABLE	8	4,96,369	5,96,261
	(iv) OTHER FINANCIAL ASSETS	9	-	-
	(e) DEFERRED TAX ASSETS (NET)	10	83,898	77,123
	(f) OTHER CURRENT TAX ASSETS (NET)	11	2,05,948	2,17,490
	(g) OTHER NON-CURRENT ASSETS	12	8,60,012	8,35,016
	TOTAL NON CURRENT ASSETS (i)		43,57,161	44,25,896
2	CURRENT ASSETS			
	(a) INVENTORIES	13	1,00,387	1,01,152
	(b) FINANCIAL ASSETS			
	(i) INVESTMENTS	6	82,209	6,916
	(ii) TRADE RECEIVABLE	14	6,13,168	4,97,618
	(iii) CASH AND CASH EQUIVALENTS	15	2,46,236	3,59,214
	(iv) BANK BALANCE OTHER THAN (iii) ABOVE	16	88,441	58,441
	(v) LOANS	17	85,782	85,782
	(vi) OTHER FINANCIAL ASSETS	18	5,245	2,658
	(c) OTHER CURRENT TAX ASSETS	19	69,771	61,504
	(d) OTHER CURRENT ASSETS	20	3,90,138	4,07,049
	TOTAL CURRENT ASSETS(ii)		16,81,377	15,80,333
	TOTAL ASSETS (i+ii)		60,38,537	60,06,229
II	EQUITY AND LIABILITIES			
1	EQUITY SHARE CAPITAL			
	(a) SHARE CAPITAL	21	11,06,945	11,06,945
	(b) OTHER EQUITY	22	35,13,830	34,61,804
	Equity attributable to owners of the company		46,20,775	45,68,749
	Non-Controlling Interest		2,59,740	2,52,361
	TOTAL EQUITY (i)		48,80,515	48,21,109
2	LIABILITIES			
	NON-CURRENT LIABILITIES			
	(a) FINANCIAL LIABILITIES			
	(i) BORROWINGS	23	4,30,920	5,00,446
	(ii) TRADE PAYABLES	24	284	392
	(iii) OTHER FINANCIAL LIABILITIES	25	-	-
	(b) DEFERRED TAX LIABILITIES (NET)	26	-	-
	(c) PROVISIONS	27	72	72
	(d) OTHER NON CURRENT LIABILITIES	28	-	-
	TOTAL NON CURRENT LIABILITIES (ii)		4,31,276	5,00,911
3	CURRENT LIABILITIES			
	(a) FINANCIAL LIABILITIES			
	(i) BORROWINGS	29	3,68,743	5,08,826
	(ii) TRADE PAYABLES	30	86,980	41,027
	(iii) OTHER FINANCIAL LIABILITIES	31	500	500
	(b) OTHER CURRENT LIABILITIES	32	2,61,615	1,20,877
	(c) CURRENT PROVISIONS	33	1,468	1,468
	(d) CURRENT TAX LIABILITIES	34	7,439	11,512
	TOTAL CURRENT LIABILITIES(iii)		7,26,745	6,84,209
	TOTAL EQUITY AND LIABILITIES(i+ii+iii)		60,38,537	60,06,230

Significant Accounting Policies and
Notes forming part of the Financial Statements

(1-71)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Rajat Prasad **Priyanka Singh**
(Managing Director) **(Director)**
DIN:- 00062612 **DIN:- 05343056**

Suman Negi **Vijay Mohan Malik**
(Company Secretary) **(CFO)**

PLACE: New Delhi
DATED: 18/05/2023

AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

For G.C.Agarwal & Associates
(Chartered Accountants)
Firm Regn. No. 017851N

G.C.Agarwal
Partner
Membership no: 083820

RR FINANCIAL CONSULTANTS LIMITED
CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED
31-03-2023

(All amounts in ₹ Hundred, unless otherwise stated)

S.No	PARTICULARS	NOTE No	FIGURES AS AT THE END OF 31/03/2023	FIGURES AS AT THE END OF 31/03/2022
I	REVENUE FROM OPERATIONS	35	18,26,283	14,43,486
II	OTHER INCOME	36	11,648	13,435
III	TOTAL REVENUE(I+II)		18,37,931	14,56,920
IV	EXPENSES:			
a	EMPLOYEE BENEFITS EXPENSES	37	3,53,459	2,94,873
b	FINANCE COSTS	38	66,497	65,068
c	DEPRECIATION AND AMORTIZATION EXPENSE	39	18,111	15,121
d	LOAN PROVISIONS AND WRITE OFFS:	40	-	-
e	OTHER EXPENSES	41	13,35,499	10,28,572
	TOTAL EXPENSES		17,73,567	14,03,633
V	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX(III-IV)		64,364	53,287
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE TAX (V-VI)		64,364	53,287
VIII	TAX EXPENSE	46		
a	CURRENT TAX		9,745	8,346
b	EARLIER YEARS TAX		1,989	56
c	DEFERRED TAX		(6,775)	(2,026)
IX	PROFIT/(LOSS) FOR THE PERIOD		59,406	46,911
X	OTHER COMPREHENSIVE INCOME			
	(a) EQUITY INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME NET CHANGE IN FAIR VALUE		-	-
	(b) INCOME TAX RELATING TO ITEMS RECLASSIFIED TO PROFIT & LOSS		-	-
	OTHER COMPREHENSIVE INCOME FOR THE YEAR (NET OF TAX)		-	-
XI	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	43	59,406	46,911
XII	EARNING PER EQUITY SHARE			
a	BASIC		0	0
b	DILUTED		0	0

Significant Accounting Policies and Notes forming part of the Financial Statements

(1-71)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE REPORT OF EVEN DATE.

Rajat Prasad
(Managing Director)
DIN:- 00062612

Priyanka Singh
(Director)
DIN:- 05343056

Suman Negi
(Company Secretary)

Vijay Mohan Malik
(CFO)

For G.C.Agarwal & Associates
(Chartered Accountants)
Firm Regn. No. 017851N

PLACE: New Delhi
DATED: 18/05/2023

G.C.Agarwal
Partner
Membership no: 083820

RR FINANCIAL CONSULTANTS LIMITED

Consolidated Cash Flow Statement For The Year Period of 1st April 2022 to 31st March 2023

Particulars	Figures as at 31/03/2023 (Amount in ₹)	Figures as at 31/03/2022 (Amount in ₹)
I Cash flow from operating activities		
Profit before tax	64,364	53,287
Adjustments for :		
Depreciation	18,111	15,121
Loans and Provisions	-	-
Interest and dividend Received	(11,064)	(7,092)
Dividend income	(42)	-
Interest expense	66,497	65,068
Unrealised foreign exchange (gain) / loss		
Increase in Fair Value of Assets/Inventory	-	-
(Profit) / loss on sale of Property, plant & equipment		
Profit on sale of investment	302	(3,480)
Operating profit before working capital changes	1,38,168	1,22,903
Adjustments for :		
(Increase) / decrease in other non current assets	(24,996)	(35,912)
(Increase) / decrease in other current assets	16,911	26,314
(Increase) / decrease in loan and advances	(1,821)	(1,565)
(Increase) / decrease in inventories	765	22
(Increase) / decrease in trade receivable	(15,658)	17,351
(Increase)/ decrease in other financial assets and others	(9,361)	6,472
Increase/(decrease) in Provision	(0)	(23)
Increase/(decrease) in trade payables	45,845	(61,391)
Increase/(decrease) in other current liabilities & other liabilities	1,36,662	(99,702)
Increase/(decrease) in other financial liabilities	-	(252)
Cash generated from operations	2,86,514	(25,783)
Current taxes paid	(1,683)	(21,817)
Cash Flow from operating activity before Exceptional Items	2,84,831	(47,601)
Exceptional items	-	-
Net cash from operating activities (A)	2,84,831	(47,601)
B Cash flow from investing activities		
Purchase of Property, Plant and Equipments	(27,217)	(31,479)
Sale of Property, plant and equipments	-	7,000
(Increase)/decrease in current investments	(75,293)	40,427
Profit on sale of investment	(302)	3,480
Loans/ deposits with subsidiaries	-	-
Interest and dividend received Received	11,106	7,092
Net cash used in investing activities (B)	(91,706)	26,521
C Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Repayment of long term borrowings	-	-
Proceeds from long term borrowings	(69,526)	75,567
Repayment from short term borrowings	(1,40,082)	83,437
Proceeds from Short term borrowings	-	-
Interest paid	(66,497)	(65,068)
Dividend paid	-	-
Corporate dividend tax	-	-
Net cash used in financing activities (C)	(2,76,106)	93,937
Net increase in cash and cash equivalents(A+B+C)	(82,982)	72,857
Cash and cash equivalents at the beginning of the year	4,17,655	3,44,799
Cash and cash equivalents at the end of the year	3,34,674	4,17,655

Components of cash and cash equivalents

On current accounts	2,35,246	3,39,070
On deposits accounts	-	-
Other Bank Balance	88,441	58,441
Cash on Hand	10,990	20,144
Total cash & cash equivalents	3,34,677	4,17,655

RR FINANCIAL CONSULTANTS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-3-2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 Corporate overview

The consolidated financial statements comprise financial statements of RR Financial consultants Ltd (the Holding company) and its subsidiaries (collectively, the group) for the year ended 31 March 2023. The company is public company domiciled in India and is incorporated under the provisions of company Act applicable in India and is listed on the BSE. The registered office of the company is located at 412-422, Indraprakash Building, 21 barakhamba Road, New Delhi-110001.

The company together with its subsidiaries (collectively referred to as a Group) operate in a wide range of activities such as distribution of financial products, Insurance broker, broker of financial products and related activities

2 Significant Accounting Policies

A Basis of Preparation of Financial Statements

The Consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of companies act 2013 ("ACT") read with Companies (Indian Accounting Standards) Rules 2015; and the other provisions of the act and rules thereafter.

The consolidated financial statements have been prepared on a going concern basis under historical cost convention basis, except for certain financial instruments measured at fair value.

The group consolidated financial statements are presented in Indian Rupees (₹) All figures appearing in the financial statement are rounded to the nearest Indian Rupees (₹), except where otherwise indicated.

B Principles of consolidation

The consolidated financial statements (CFS) comprise the financial statements of RR Financial Consultants

i Ltd. And its following subsidiaries as at 31st March 2022

S.No.	NAME OF THE COMPANY	COUNTRY OF INCORPORATION	PERCENTAGE SHARE HOLDING AND VOTING POWER
1	RR Insurance Brokers Private Limited	India	100%
2	RR Fincap Private Limited	India	100%
3	Arix Consultants Private Limited	India	100%
4	RR Investors Capital Services Pvt. Ltd.	India	75%
5	RR Equity Brokers Private Limited	India	100%
6	RR Infra Estates Private Limited	India	100%

ii The consolidated financial statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting policies and as per Ind AS 110.

iii (a) The Financial Statements of the Company and its subsidiary companies have been combined on a line by line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating inter group balances. The nature of business is such that that there is no unrealized profits or losses.

(b) The difference between the costs to the holding company of its investment in the subsidiary company over the holding company's portion of equity of the subsidiary at the time of acquisition of shares in subsidiaries is recognised in the financial statements as goodwill or capital reserve on consolidation, as the case may be. Goodwill arising on account of consolidation has not been amortised.

(c) Inter Group Transactions has not been eliminated as in the opinion of management the transactions has been done in normal course of business.

iv (a) Minority interest in net results of consolidated subsidiaries for the year is identified and adjusted against the results of the group in order to arrive at the net results attributable to shareholders of the holding company.

(b) Minority interest share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Financial Statements.

v The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated profit and Loss Account being the profit or Loss on disposal of investment in subsidiary.

- (C) **Use of Judgments & Estimates**
The preparation of consolidated financial statements requires the Management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the result are known / materialised.
- (D) **Revenue Recognition**
Income is being accounted for on accrual basis.
Revenue is recognized to the extent that is probable that the economic benefits will flow to the group and revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable. The revenue is recognized net of GST(if any).
- (E) **Property, plant and equipment**
- i) Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses if any.
- ii) The initial cost of an Fixed Assets are stated at cost, including freight, installation, duties and taxes, finance charges and other incidental expenses incurred during construction or installation to bring the assets to their state of intended use.
- iii) The group has elected to use the exemption available under Ind AS 101 to continue the carrying value of all of its property, plant and equipments as recognised in the financial statements as the date of transition of Ind AS, measured as per previous GAAP and use that as its deemed cost on date of transition (1st April 2017).
- iv) Depreciation on property, plant and equipment is provided on the Straight Line Method by considering the revised useful life of the assets in the manner prescribed under schedule II to the Companies Act, 2013.
- v) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are amortised over their respective individual estimated useful life's on straight line method. The group has elected to continue with the carrying value for all its intangible assets as recognised in its Indian GAAP financials as deemed cost as at the transition date (1st April 2017).
- (F) **Impairment of Non Financial Assets**
Impairment loss is provided; if any, to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amount of assets to the extent that it does not exceed the carrying amounts that would be determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.
- (G) **Valuation of Investment**
Investments are valued at acquisition cost Provision is made for diminution in the value of investment which is perceived to be of permanent nature.
- (H) **Inventories**
Stocks of quoted share /debentures and other securities are valued at fair price, but where the fair value is not available, we consider the last value provided.
Stocks of unquoted shares/debenture and other securities valued at fair fair value to the extent possible. The difference between the fair value of inventory and the cost price or market price whichever is lower recognised in Other comprehensive income.
- (I) **Financial Instruments**
A financial instrument is any contract that gives rise to a financial assets to one entity and financial liability to another entity.

Financial Assets
- (i) **Financial assets at amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. These are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction cost.

Financial assets at amortised cost are represented by trade receivable, security deposits, cash and cash equivalent, employee and other advances.

- (ii) Financial assets at fair value through other comprehensive Income(FVTOCI) : All equity investments are measured at fair values. Investments which are held for trading purpose/Investment purpose and where the company has exercised the option to classify the investments as fair value through other comprehensive income (FVTOCI), all fair value changes on the investments are recognised in OCI. The accumulated gain or losses recognised in OCI are classified to retained earnings on sale of such investments.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loan and borrowings net of directly attributable costs.

Financial liabilities are subsequently measured at amortised cost. For trade and other payable maturity within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

- (J) **Investment Property**
Investment property is property(land or a building-or part of a building-or both) held either to earn rental income or for capital appreciation or for both, but not for sale in ordinary course of business. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- (K) **Taxation**
- (K.1) **Current income tax**
Provision for Income tax for the current period is made if applicable on the basis of established tax liability as per the applicable provisions of the Income Tax Act, 1961.
- (K.2) **Deferred Tax**
- (i) **Deferred Tax** is recognised on temporary difference between the carrying amount of assets and liabilities the financial statements and the corresponding tax bases used in computation of taxable profits.
Deferred tax liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or assets realized, based on tax rates(and tax laws) that have been enacted or subsequently enacted at the end of reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.
- (ii) A deferred tax asset is recognised for unclaimed MAT credits that are carried forward as deferred tax assets.
- (L) **Gratuity** is being provided on cash basis.
- (M) **Foreign Currency Transaction**
- (i) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of transaction.
- ii) Monetary items denominated in foreign currencies at the year-end are translated at the year end rate, the resultant gain or loss will be recognized in the statement of profit and loss account.
- iii) Any gain or loss arising on account of exchange difference on settlement of transaction is recognized in the statement of profit and loss account.
- (N) **Provision and contingencies**
The group creates a provision when there exists a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources, when there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.
- (O) **Research and Development**
Revenue expenditure on research and development is charged as an expense in the year in which it is incurred under respective heads of accounts. Expenditure which results in the creation of capital assets is capitalised and depreciation is provided on such assets as applicable.
- (P) **Earnings per share**

The Basic earning per share is computed by dividing profit or loss attributable to equity shareholders of the company by weighted average number of equity shares outstanding during the year. The company did not have any potential dilutive securities in any of the years presented.

3 PROPERTY PLANT AND EQUIPMENTS

(a) The Changes in the carrying value of property, plant and equipments for the year ended March 31,2023 are as follows

Particulars	Land Freehold	Office Premises	Plant and Machinery	office Equipment	Computer	Furniture and Fixtures	vehicle	Total
Gross carrying value as of April 1,2022	513	22,91,317	105	1,09,859	73,685	36,481	1,08,793	26,20,753
Additions	-	-	-	4,776	1,513	-	20,929	27,217
Deletions	-	-	-	-	-	-	-	-
Gross carrying value as of March 31,2023	513	22,91,317	105	1,14,635	75,198	36,481	1,29,722	26,47,970
Accumulated Depreciation as of April 1,2022	-	1,74,518	100	69,726	68,869	30,783	54,781	3,98,777
Depreciation for the Year	-	-	3	3,420	1,825	1,072	11,790	18,111
Disposals	-	-	-	-	-	-	-	-
Accumulated Depreciation as of March 31,2023	-	1,74,518	103	73,146	70,694	31,855	66,571	4,16,887
Net Carrying Amount as at March 31,2023	513	21,16,799	2	41,489	4,504	4,626	63,151	22,31,083
Net carrying value as of March 31 ,2022	513	21,16,799	7,876	32,262	4,816	5,698	54,013	22,21,977

(b) The Changes in the carrying value of property, plant and equipments for the year ended March 31,2022 are as follows

Particulars	Land Freehold	Office Premises	Plant and Machinery	office Equipment	Computer	Furniture and Fixtures	vehicle	Total
Gross carrying value as of April 1,2021	513	22,91,317	8,474	87,762	71,580	32,595	2,36,750	27,28,991
Additions	-	-	5,473	8,254	2,105	3,886	-	19,718
Deletions	-	-	-	-	-	-	(1,27,957)	(1,27,957)
Gross carrying value as of March 31,2022	513	22,91,317	13,948	96,016	73,685	36,481	1,08,793	26,20,753
Accumulated Depreciation as of April 1,2021	-	1,74,518	5,330	60,843	68,296	29,913	1,77,473	5,16,373
Depreciation for the Year	-	-	742	2,911	574	870	10,024	15,121
Disposals	-	-	-	-	-	-	1,32,717	1,32,717
Accumulated Depreciation as of March 31,2022	-	1,74,518	6,072	63,754	68,869	30,783	54,781	3,98,777
Net Carrying Amount as at March 31,2022	513	21,16,799	7,876	32,262	4,816	5,698	54,013	22,21,976
Net carrying value as of March 31 ,2021	513	21,16,799	3,145	26,920	3,284	2,682	59,277	22,12,620

Depreciation on Office Premises not provided in two subsidiary companies, as no business activity during the year.

Shop No N-24 & N-25 Connaught Place, Delhi has been mortgaged against loan taken from bank by a subsidiary company.

Depreciation on Office Premises not provided in two subsidiary companies, as no business activity during the year.

Shop No N-24 & N-25 Connaught Place, Delhi has been mortgaged against loan taken from bank by a

subsidiary company.

4 INTANGIBLE ASSETS

4(i) Goodwill

Accounting Policy

Goodwill represent the cost of business acquisition in excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquire.

<u>PARTICULARS</u>	As at 31/03/2023	As at 31/03/2022
GOODWILL	1,96,165	1,96,165
	-	-
	1,96,165	1,96,165

4(ii) Intangible Assets

The Changes in the carrying value of intangible assets for the year ended March 31,2023 are as follows

<u>Particulars</u>	<u>Intellectual Property Rights</u>	<u>Software</u>	<u>Others</u>	<u>Total</u>
Gross carrying value as of April 1,2022	-	83,878	-	83,878
Additions	-	-	-	-
Deletions	-	-	-	-
Gross carrying value as of March 31,2023	-	83,878	-	83,878
Accumulated Depreciation as of April 1,2022	-	82,804	-	82,804
Depreciation for the Year	-	-	-	-
Disposals	-	-	-	-
Accumulated Depreciation as of March 31,2023	-	82,804	-	82,804
Net Carrying Amount as at March 31,2023	-	1,074	-	1,074
Net carrying value as of March 31 ,2022	-	1,074	-	1,074

The Changes in the carrying value of intangible assets for the year ended March 31,2022 are as follows

<u>Particulars</u>	<u>Intellectual Property Rights</u>	<u>Software</u>	<u>Others</u>	<u>Total</u>
Gross carrying value as of April 1,2021	-	83,751	-	83,751
Additions	-	127	-	127
Deletions	-	-	-	-
Gross carrying value as of March 31,2022	-	83,878	-	83,878
Accumulated Depreciation as of April 1,2021	-	82,804	-	82,804
Depreciation for the Year	-	-	-	-
Disposals	-	-	-	-
Accumulated Depreciation as of March 31,2022	-	82,804	-	82,804
Net Carrying Amount as at March 31,2022	-	1,074	-	1,074

			-	1,074
Net carrying value as of March 31 ,2021	-	1,074	-	1,074

5 **NON CURRENT INVESTMENT:**

INVESTMENTS IN QUOTED INSTRUMENTS

<u>PARTICULARS</u>	As at 31/03/2023	As at 31/03/2022
INVESTMENT IN MUTUAL FUND	-	-
	-	-

INVESTMENTS IN UNQUOTED INSTRUMENTS (At Cost)

<u>PARTICULARS</u>	As at 31/03/2023	As at 31/03/2022
OTHERS (At cost)	1,34,869	1,34,869
TOTAL	1,34,869	1,34,869

6 **INVESTMENT (AT COST)**

<u>PARTICULARS</u>	As at 31/03/2023	As at 31/03/2022
INVESTMENT IN MUTUAL FUND	72,300	6,916
INVESTMENT IN EQUITY SHRES OF ZIXDO TECHNOLOGY (P) LTD	9,909	-
	82,209	6,916

7 **LOANS**

<u>S. No</u>	<u>PARTICULARS</u>	As at 31/03/2023	As at 31/03/2022
(a)	<u>SECURITY DEPOSITS</u>		
	CONSIDERED GOOD	-	-
	CONSIDERED DOUBTFUL	-	-
	LESS: ALLOWANCE FOR DOUBTFUL	-	-
(b)	LOANS TO RELATED PARTIES	-	-
(c)	LOANS TO EMPLOYEES	-	-
(d)	<u>LOAN TO OTHERS *</u>		
	CONSIDERED GOOD	1,47,743	1,45,922
	CONSIDERED DOUBTFUL	-	-
	LESS: ALLOWANCE FOR DOUBTFUL	-	-
	TOTAL	1,47,743	1,45,922

Loans to others include Loan to parties ₹158507.70 (Previous year ₹13881251) respectively
* in one of NBFC Company.

8 **TRADE RECEIVABLES:**
(Unsecured unless otherwise stated)

<u>S. No</u>	<u>PARTICULARS</u>	As at 31/03/2023	As at 31/03/2022
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(a)	CONSIDERED GOOD	4,96,369	5,96,261
(b)	CONSIDERED DOUBTFUL		
		4,96,369	5,96,261
(c)	LESS:- ALLOWANCE FOR DOUBTFUL DEBTS		
	TOTAL	4,96,369	5,96,261

Aging for trade receivable from the due date of payment for each of the category

S. No	PARTICULARS	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i)	Undisputed Trade Receivables - Considered good						
	As at 31-3-2023	-	-	-	-	-	-
	As at 31-3-2022	-	-	-	-	-	-
(ii)	Undisputed Trade Receivables - Considered doubtful						
	As at 31-3-2023	-	-	-	-	-	-
	As at 31-3-2022	-	-	-	-	-	-
(iii)	Disputed Trade Receivables - Considered good						
	As at 31-3-2023	-	-	-	-	-	-
	As at 31-3-2022	-	-	-	-	-	-
(iv)	Disputed Trade Receivables - Considered doubtful						
	As at 31-3-2023	-	-	-	-	-	-
	As at 31-3-2022	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-

9 OTHER FINANCIAL ASSETS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	INTEREST RECIVABLE	-	-
(b)	SECURITY DEPOSITS	-	-
(c)	LONG TERM BANK DEPOSIT(MORE THAN 12 MONTHS)	-	-
(d)	ADVANCES TO SUBSIDIARY	-	-
(e)	CLAIMS	-	-
(f)	OTHERS	-	-
	TOTAL		

10 DEFERRED TAX :

Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the company net deferred income tax as follows.

Deferred tax assets:

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
	THE BALANCE COMPROMISE TEMPORARY DIFFERENCE ATTRIBUTAL TO:		
(a)	DEPRECIATION	1,211	2,806
(b)	UNUSED TAX CREDITS(MAT CREDIT ENTITELEMENT)	83,128	74,759
(c)	OTHERS	(441)	(441)
	TOTAL DEFERRED TAX ASSETS	83,898	77,123

	MOVEMENT IN DEFERRED TAX	As at 31/03/2023	As at 31/03/2022
	CHARGED/(CREDITED)		
	TO PROFIT & LOSS	(1,595)	(2,241)
	TO OTHER COMPREHENSIVE INCOME	-	-
	UNUSED TAX CREDITS(MAT CREDIT ENTITLEMENT)	8,370	4,268
	TOTAL	6,775	2,027

11 NON CURRENT TAX ASSETS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	ADVANCE INCOME TAX AND TAX DEDUCTED AT SOURCE (NET OF PROVISION FOR TAXATION)	2,05,948	2,17,490
	TOTAL	2,05,948	2,17,490

12 OTHER NON-CURRENT ASSETS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	ADVANCE TO RELATED PARTIES	-	-
(b)	SECURITY DEPOSITS TO RELATED PARTIES	-	-
(c)	SECURITY DEPOSITS TO OTHERS	2,94,809	2,94,813
(d)	PREPAID EXPENSES	115	115
(e)	OTHER ADVANCE	5,65,088	5,40,088
	TOTAL	8,60,012	8,35,016

13 INVENTORIES**Investments in equity instruments designated at fair value through other comprehensive income**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
1	A P Rayon Ltd.	89	89
2	Elder Health Care Ltd.	43	43
3	Gujarat Inject Ltd.	2	2
4	Essar Securities Ltd.	8	8
5	KC Textiles Ltd.	32	32
6	Motorol India Ltd.	21	21
7	Motorol India Ltd. (bonus)	21	21
8	Namaste Export Ltd.	10	10
9	Pal Peugeot Ltd.	730	730
10	Parasram Puria Synthetics Ltd.	950	950
11	Pasupati Spinning & Weaving Mill Ltd.	6	6
12	PCS Data General India Ltd.	94	94
13	Pittie Cement & Industries Ltd.	400	400
14	Rajashtan Breweries Ltd.	293	293
15	Rinki Petrochemicals Ltd.	10	10
16	Sanghi Polyesters Ltd.	1	1
17	Sarla Credit & Securities Ltd	21,231	21,231
18	TANFAC Industries Ltd	167	167
19	Winsome Yarns Ltd	19	19
20	ISGEC HEAVY ENGINEERING LTD	1,391	1,391
21	Rathi Alloys Steel Ltd.	17	17
22	SJVN	1,137	-
23	Cadital Health Care	-	1,902
	Total of Quoted Shares	26,672	27,437
	Unquoted Shares		
1	Disco Electronics	23	23
2	Esanda Finance & Leasing Ltd	2,700	2,700
3	Narayan Travels & Tours Ltd	35,000	35,000
4	Narayan Travels & Tours Ltd(RRSSBL)	20,000	20,000
5	Spartek Goods (P) Ltd	15,000	15,000
	Total of Unquoted Shares	72,723	72,723
	Unquoted Debenture		
1	Pasupati Spinning & Weaving Mills	808	808
	Total of Unquoted Debentures	808	808
	Quoted Debenture/Securities		
1	DCM Shri Ram Consolidate (NCD)	22	22

2	Herdila Unimers Ltd. (NCD)	6	6
3	ICICI Ltd.	56	56
4	Niwas Spinning (FCD)	100	100
5	UP Power Bonds	-	-
6	SBI Bank Bonds	-	-
	Total of Quoted Debenture/Securities	184	184
		1,00,387	1,01,152

14 TRADE RECEIVABLES:
(Unsecured unless otherwise stated)

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	CONSIDERED GOOD *	6,13,168	4,97,618
(b)	CONSIDERED DOUBTFUL	-	-
	TOTAL TRADE RECEIVABLE	6,13,168	4,97,618
(c)	LESS:- ALLOWANCE FOR DOUBTFUL DEBTS	-	-
	TOTAL	6,13,168	4,97,618

* In respect of two Subsidiary companies involved in security/commodity trading, Balance of Parties Accounts Shown Net (i.e. net of Debit & credit) as in the opinion of management it is difficult to differential Parties as nature of accounts differs from day to day and therefore it has not bifurcated debtors for more than 1 years and whole amount has been shown less than 1Years.

Aging for trade recievable from the due date of payment for each of the category

S. No	PARTICULARS	More than 3 Years	Total
(i)	Undisputed Trade Receivables - Considered good		
	As at 31-3-2023	-	-
	As at 31-3-2022	-	-
(ii)	Undisputed Trade Receivables - Considered doubtful		
	As at 31-3-2023	-	-
	As at 31-3-2022	-	-
(iii)	Disputed Trade Receivables - Considered good	-	-
(iv)	Disputed Trade Receivables - Considered doubtful	-	-
	TOTAL	-	-

15 CASH & CASH EQUIVALENTS :

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	BALANCE WITH BANKS		
	IN DEPOSITS ACCOUNTS	-	-
	IN CURRENT ACCOUNTS	2,35,246	3,39,070
(b)	CHEQUES, DRAFTS ON HAND	-	-
(c)	CASH ON HAND	10,990	20,144
	TOTAL	2,46,236	3,59,214

16 OTHER BANK BALANCE

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	EARMARKED BALANCE		
	DEPOSITS WITH ORIGINAL MATURITY FOR MORE THAN 3 MONTHS BUT LESS THAN 12 MONTHS	38,441	8,441
(b)	DEPOSITS WITH ORIGINAL MATURITY FOR MORE THAN 12 MONTHS	50,000	50,000
(c)	MARGIN MONEY	-	-

	TOTAL	88,441	58,441
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17 **LOANS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	<u>SECURITY DEPOSITS</u>		
	CONSIDERED GOOD	-	-
	CONSIDERED DOUBTFUL	-	-
	LESS: ALLOWANCE FOR DOUBTFUL	-	-
(b)	LOANS TO RELATED PARTIES	-	-
(c)	LOANS TO EMPLOYEES	1,000	1,000
(d)	<u>LOAN TO OTHERS</u>		
	CONSIDERED GOOD	84,782	84,782
	CONSIDERED DOUBTFUL	-	-
	LESS: ALLOWANCE FOR DOUBTFUL	-	-
	TOTAL	85,782	85,782

Loans to others include Loan to parties ₹84.78Lacs (Previous year ₹ 84.78 1Lacs) in one of NBFC Company.

18 **OTHER CURRENT FINANCIAL ASSETS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	INTEREST RECIVABLE	5,245	2,658
(b)	SECURITY DEPOSITS	-	-
(c)	EMPLOYEE ADVANCES	-	-
(d)	ADVANCES TO RELATED PARTIES	-	-
(e)	CLAIMS	-	-
(f)	OTHERS	-	-
	TOTAL	5,245	2,658

19 **OTHER CURRENT TAX ASSETS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	CURRENT YEARS TAXES RECOVERABLE (NET OF LIABILITY)	69,771	61,504
(b)	ADVANCE PAYMENT OF INCOME TAX	-	-
(c)	SERVICE TAX RECIVABLE	-	-
	TOTAL	69,771	61,504

20 **OTHER CURRENT ASSETS:**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	PREPAID EXPENSES	6,653	1,036
(b)	ADVANCE TO SUPPLIERS	-	-
(c)	ADVANCE OTHERS THAN CAPITAL ADVANCES	3,83,485	4,06,013
(d)	RECOVERABLE FROM GST	-	-
(e)	OTHERS	-	-
	TOTAL	3,90,138	4,07,049

21 **SHARE CAPITAL:**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	(i) AUTHORISED: 12,000,000 (LAST YEAR 12,000,000) EQUITY SHARES OF Rs.10/-EACH	12,00,000	12,00,000
(b)	(ii) ISSUED, SUBSCRIBED & PAID UP		
	SHARES AT THE BEGINNING OF THE ACCOUNTING PERIOD 1,10,60,700 (Previous Year 1,10,60,700) EQUITY SHARES OF ` 10/- EACH	11,06,070	11,06,070
	Add : ADDITIONS DURING THE YEAR		
	Add : Share Forfeited	875	875
	TOTAL	11,06,945	11,06,945

Reconciliation of equity shares outstanding at the beginning and at the end of the reporting**A period**

S. No	Particulars	AS AT MARCH 2022	
		Number	Value
(a)	SHARE OUTSTANDING AT THE BEGINNING OF THE PERIOD	1,10,60,700	11,06,070
(b)	ISSUED DURING THE YEAR	-	-
(c)	SHARE OUTSTANDING AT THE END OF THE PERIOD	1,10,60,700	11,06,070

B The Group has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The group declares and pays dividend in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company in proportion to the number of equity shares held

C Details of Shareholders holding more than 5% shares

S. No	Name of Shareholder	AS AT MARCH 2022	
		No. of Share held	% of Holding
(a)	RAJAT PRASAD	64,95,777	1

Shares held by the promoter at the end of the year

S. No	PARTICULARS	Change %	
		%	
1	RAJAT PRASAD	1	0
2	PRIYANKA SINGH	0	-

22 **OTHER EQUITY:**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	RESERVE AND SURPLUS		
(b)	SECURITY PREMIUM ACCOUNT	6,15,163	6,15,163
(c)	GENERAL RESERVE	4,27,269	4,27,269
(d)	RETAINED EARNING	24,59,824	24,07,798
(e)	EQUITY THROUGH OTHER COMPREHENSIVE INCOME	1,347	1,347
(f)	OTHER RESERVES	10,227	10,227
	TOTAL OTHER EQUITY	35,13,830	34,61,804

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
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(a)	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD**	4,27,269	4,27,269
	ADDITIONS DURING THE YEAR		
	AT THE END OF THE ACCOUNTING PERIOD	4,27,269	4,27,269
(b)	SECURITIES PREMIUM ACCOUNT		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD**	6,15,163	6,15,163
	ADDITIONS DURING THE YEAR		
	LESS:- BONUS SHARES ISSUED		
	AT THE END OF THE ACCOUNTING PERIOD	6,15,163	6,15,163
(c)	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD*	24,07,798	23,65,821
	ADDITIONS DURING THE YEAR	59,406	46,911
	ADD: TRANSFERRED FROM EQUITY THROUGH CI (BALANCE IN STATEMENT OF PROFIT & LOSS A/C)	-	-
	LESS : ALLOCATIONS AND APPROPRIATIONS		
	MINORITY INTEREST	7,380	4,935
	INTERIM DIVIDEND		
TAX ON DIVIDEND			
STATUTORY RESERVE FUND	-		
	AT THE END OF THE ACCOUNTING PERIOD	24,59,824	24,07,798
(d)	STATUTORY RESERVE FUND		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	10,227	10,227
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	10,227	10,227
(e)	EQUITY THROUGH OTHER COMPREHENSIVE INCOME		
	OPENING BALANCE	1,347	1,347
	ADDITIONS/(DELETION) DURING THE YEAR	-	-
	LESS: TRANSFERRED TO PROFIT & LOSS A/C	-	-
	CLOSING BALANCE	1,347	1,347
	GRAND TOTAL(A+B+C+D)	35,13,830	34,61,804

* Net of minority Interest.

* Net of minority Interest and difference between cost of investments in subsidiary companies and equity share capital portion held by the holding company.

23 NON CURRENT LIABILITIES BORROWINGS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURED		
	(a) BONDS / DEBENTURES	-	-
	(b) TERM LOANS		
	<i>Tata Capital Ltd.*</i>	4,17,848	4,99,596
	<i>AXIS Bank car loan**</i>	12,222	-
	(c) LOANS FROM RELATED PARTIES	-	-
(d) OTHER LOANS AND ADVANCE	-	-	
		4,30,070	4,99,596
(b)	UNSECURED		
	(a) BONDS / DEBENTURES	-	-
	(b) TERM LOANS	-	-
	(c) LOANS FROM RELATED PARTIES	(0)	(0)
	(d) OTHER LOANS AND ADVANCE	850	850
		850	850
	TOTAL	4,30,920	5,00,446

Secured against Mortgage of property of Subsidiary Company and personal Guarantees of Holding

* Company and Directors

** Secured against Hypothecation of car

24 TRADE PAYABLES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SUNDRY CREDITORS	284	392
(b)	DUE TO RELATED PARTIES	-	-
(c)	DUE TO OTHERS	-	-
	TOTAL	284	392

Aging for trade payable from the due date of payment for each of the category

S. No	PARTICULARS	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i)	MSME						
	As at 31-3-2023	-	-	-	-	-	-
	As at 31-3-2022	-	-	-	-	-	-
(ii)	Others						
	As at 31-3-2023	-	-	-	-	-	-
	As at 31-3-2022	-	-	-	-	-	-
(iii)	Disputed Dues-MSME	-	-	-	-	-	-
(iv)	Disputed Dues-Others	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-

25 OTHER NON CURRENT FINANCIAL LIABILITIES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	DEPOSITS	-	-
(b)	SECURITY DEPOSITS FROM RELATED PARTIES	-	-
	TOTAL	-	-

26 DEFERRED TAX LIABILITIES (NET)

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	DEFERRED TAX LIABILITIES	-	-
	TOTAL	-	-

27 PROVISIONS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	PROVISIONS FOR EMPLOYEE BENEFITS	-	-
(b)	PROVISION FOR TAX	72	72
	TOTAL	72	72

28 OTHER NON CURRENT LIABILITIES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	ADVANCES FROM RELATED PARTIES	-	-
(b)	ADVANCES FROM OTHERS	-	-
(c)	OTHERS	-	-
	TOTAL	-	-

29 BORROWINGS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURED		
	(a.) BONDS / DEBENTURES	-	-
	(b.) TERM LOANS		
	Corporation Bank*	(51)	88,991
	DCB Bank**	1,77,011	2,05,767
	Axis Bank Car Loan***	16,417	22,173
	HDFC Bank Car Loan***	5,788	7,216
	(c.) LOANS FROM RELATED PARTIES	-	-
	(d.) OTHER LOANS	-	-
		1,99,165	3,24,146
(b)	UNSECURED		
	(a.) BONDS / DEBENTURES	-	-
	(b.) TERM LOANS	-	-
	(c.) LOANS FROM RELATED PARTIES	1,67,398	1,82,500
	(d.) OTHER LOANS	2,180	2,180
		1,69,578	1,84,680
	TOTAL	3,68,743	5,08,826

* Corporation Bank OD (Secured against Mortgage of Property and personal Guarantee of Director).

** DCB Bank OD (Secured against Mortgage of Personal Property of Director and personal Guarantee of Director).

*** Bank Loan Secured against Hypothication of car

30 Trade Payables

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SUNDRY CREDITORS*	86,980	41,027
(b)	DUE TO RELATED PARTIES	-	-
(c)	DUE TO OTHERS	-	-
	TOTAL	86,980	41,027

* In respect of two Subsidiary companies involved in security/commodity trading, Balance of Parties Accounts Shown Net (i.e. net of Debit & credit) as in the opinion of management it is difficult to differential Parties as nature of accounts differs from day to day.

31 OTHER FINANCIAL LIABILITIES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURITY	500	500
(b)	DEPOSITS	-	-
(c)	OTHER LIABILITIES (INCLUDING CREDITORS FOR EXPENSES AND OTHERS)	-	-
	TOTAL	500	500

32 OTHER CURRENT LIABILITIES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	REVENUE IN ADVANCE	-	-
(b)	OTHER ADVANCE	1,52,708	505
(c)	STATUTORY LIABILITIES	10,602	1,845
(d)	OTHER LIABILITIES PAYABLE	98,305	1,18,527
	TOTAL	2,61,615	1,20,877

33 CURRENT PROVISIONS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	PROVISIONS LIABILITIES OF EXPENSES FOR EXPENSES	500	500
(b)	PROVISION CONTINGENT PROVISION AGAINST STANDARD ASSETS	-	-
(c)		968	968
	TOTAL	1,468	1,468

34 CURRENT TAX LIABILITIES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	CURRENT TAX LIABILITIES	383	391
(b)	TDS PAYABLE	5,549	3,683
(c)	SERVICE TAX PAYABLE	-	-
(d)	GST PAYABLE	1,507	7,438
	TOTAL	7,439	11,512

35 REVENUE FROM OPERATIONS**Investment Income**

BROKERAGE, CONSULTANCY & AUILLIARY SERVICES	16,99,325	13,95,468
Income from SHARES / DEBENTURES / SECURITIES	81,048	7,851
TRADING (net)	45,910	40,166
OTHER OPERATING REVENUES		
NET REVENUE FROM OPERATIONS	18,26,283	14,43,486

* Income from securities trading net of (after reducing value of purchase ₹ 154.66 Lacs and value of opening stock ₹ 104.55Lacs from value of sale ₹169.59 Lacs value closing stock ₹170.66 Lacs. previous year Income from securities trading net of (after reducing value of purchase ₹1764.82 Lacs and value of opening stock ₹132.40Lacs from value of sale ₹1804.16 Lacs value closing stock ₹100.41 Lacs

36 OTHER INCOME:

INTEREST INCOME	11,064	7,092
DIVIDEND INCOME	42	-
NET GAIN/LOSS ON SALE OF FIXED ASSET / INVESTMENT	(302)	3,480
OTHER INCOME / STALE CHQ. WRINTTEN BACK	-	-
INTEREST ACCURED ON BONDS	649	1,179
INTEREST RECEIVED ON INCOME TAX REFUND	-	-
OTHER NON-OPERATING INCOME	195	1,683
	11,648	13,435

37 EMPLOYEE BENEFITS EXPENSES

SALARY AND WAGES	2,45,871	2,24,169
DIRECTOR'S REMUNERATIONS	39,063	31,185
CONTRIBUTION TO PROVIDENT FUND AND ESIC	7,718	7,425
TRANSPORT ALLOWANCE	15,978	16,021
ARREAR PROVIDENT FUND AND ESIC	-	-
GRADUITY	-	-
OTHER EXPENSES	153	174
WORKERS AND STAFF WELFARE BONUS	27,240	8,433
	17,438	7,468
	3,53,459	2,94,873

FINANCIAL COSTS:

38	INTEREST EXPENSES	23	-
	INTEREST TO BANK	16,827	31,539
	INTEREST TO PARTIES/DISTRIBUTORS	-	-
	INTEREST TO BANK ON VEHICLE LOAN	2,020	-
	INTEREST TO LOAN OTHER THEN BANKS	-	2,291
	INTERST ON TDS & OTHER TAXES	183	185
	OTHER BORROWING COSTS	47,445	31,054
		<u>66,497</u>	<u>65,068</u>
39	<u>DEPRECIATION AND AMORTZATION EXPNSE:</u>		
	DEPRECIATION	18,111	15,121
	PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	-	-
		<u>18,111</u>	<u>15,121</u>
40	<u>LOAN PROVISIONS AND WRITE OFFS:</u>		
	GENERAL PROVISION FOR STANDARD ASSETS	-	-
		<u>-</u>	<u>-</u>
41	<u>OTHER EXPENSES:</u>		
	ADVERTISEMENT EXPENSES.	8,899	2,595
	BANK CHARGES	1,710	625
	COMPUTER REPAIR AND MAINTANCE	406	380
	CONNECTIVITY CHARGES	715	893
	Discount	(52)	(511)
	DEMAT EXPENSES	3,029	2,466
	DONATION	-	-
	BUSINESS PROMOTION EXP.	56,318	20,794
	DR./CR. W/O	6,180	1,971
	ELECTRICITY EXPENSES	21,506	17,187
	Entertainment Expenses	-	8
	FESTIVAL CELEBERATION EXPENSES	3,198	1,866
	FEES & TAXES	2,365	2,035
	GENERAL EXPENSES	9,846	8,155
	INSURANCE	2,597	1,476
	LEGAL EXPENSES	24,270	23,263
	LOSS ON SALE OF PROPERTIES	-	-
	NEWS PAPER & PERIODICALS	366	98
	Property Tax	5,305	6,196
	PAYMENT TO THE AUDITORS	1,127	1,120
	PENALTIES	(290)	491
	POSTAGE & COURIER EXP.	103	1,062
	PRINTING & STATIONERY	1,256	1,185
	PROFESSIONAL CHARGES	29,346	14,650
	RENT PAID	10,139	9,794
	REPAIR & MAINTENANCE	28,666	32,365
	SECURITY GUARD EXPENSES	3,988	3,664
	SECRETARIAL EXPENSES	2,537	-
	SUB-BROKERAGE / COMMISSION & INCENTIVES ETC.	10,56,450	8,38,076
	SUBSCRIPTION/MEMBERSHIP FEES	13,463	5,542
	TRANSACTION CHARGES - PAID	2,252	2,186
	TELEPHONE EXP.	11,313	13,778
	TRAVELLING & CONVEYANCE EXPENSES	11,354	3,343
	VEHICLE RUNNING AND MAINTENANCE EXPENSES	-	54
	V-SET & LEASING CHARGES	5,408	3,925
	ONLINE DATA	-	-
	STAFF TRAINING	796	433
	Software Maintenance Expenses	1,508	144
	FRIEGHT AND CARTAGE	1,488	-
	ROUND OFF	4	0

INTT ACCURED	-	-
MISC. EXPENSES	7,121	7,262
BAD DEBT WRITTEN OFF	811	-
TOTAL	13,35,499	10,28,572

42 Payment to Auditors :

Particulars		
Statutory Audit Fees	1,12,025	1,12,025
Other Maters - Certification Fee	10,000	10,000
Total	1,22,025	1,22,025

43 EARNINGS PER SHARES

a Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	59,406	46,911
b Weighted Average number of Equity Shares used as denominator for calculating EPS	1,10,607	1,10,607
c Basic and Diluted Earnings per Share (₹)	1	0
d Face Value per Equity Share (₹)	10	10

44 RELATED PARTY DISCLOSURE

a **List of Related Parties (as identified and certified by the Management) Parties where control exists**

S.No.	Name of the Related Party	Relationship
1	Shri Rajat Prasad	Key Managerial Personnel
2	Mrs. Minu Tandon	Key Managerial Personnel
3	Mrs. Priyanka Singh	Key Managerial Personnel
4	Shri Jeetesh Kumar	Key Managerial Personnel
5	Shri Pawan Gupta	Key Managerial Personnel
6	Shri Rajiv Kumar Saxena	Key Managerial Personnel
7	Rakesh Khana	
8	Shri Vijay Mohan Malik	Key Managerial Personnel
9	RR Fine Art Enterprises (P) Ltd	Associate
10	Shivom Infra Estates (P) Ltd	Associate
11	Shivom Holding (P) Ltd	Associate

b **Transactions during the year with related parties.**

Amount Due from us as	Key Managerial Personnel	₹167.39 Lacs
Amount Due to us as	Associate Company	₹ 7.10 Lacs
Director Remuneration	Key Managerial Personnel	₹ 39.06 Lacs
Purchase of Bonds	Key Managerial Personnel	-
Sale of Bonds	Key Managerial Personnel	-

Contingent Liabilities and Commitments

45

(to be extent not provided for)

(i) Contingent liabilities shall be classified as:

₹

Particulars	As at 31 March 2023	As at 31 March 2022
(a) Claims against the company not acknowledged as debts; Claim by the clients against issuer company having Govt. Guarantee for recovery of Bonds amount in which RR Financial has been made a party.	742.41 Lacs	761.91 Lacs
(b) Bank guarantees outstanding against Loan for subsidiary Co.	830 Lac	700.90 Lac
(c) Bank guarantees outstanding against Stock Exchange for subsidiary Co.	Nil	21.50 Lac

(d) Other money for which the company is contingently liable	Nil	Nil
(ii) Commitments shall be classified as		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	Nil	Nil
(b) Uncalled liability on shares and other investments partly paid;	Nil	Nil
(c) Other commitments (specify nature)	Nil	Nil

46 INCOME TAX EXPENSES

(a) Income tax expenses	As at 31.03.2023	As at 31.03.2022
Current Tax:		
Current income tax for the year	9,745	8,346
Adjustments for current tax of prior periods	1,989	56
(A)	<u>11,733</u>	<u>8,402</u>
Deferred Tax		
Decrease/(increase) in deferred tax asset	1,595	2,241
Decrease/(increase) in deferred tax liabilities		
Unused tax(credit)[Mat credit entitlement]		
Unused tax(credit)/reversal[Mat credit entitlement] of prior periods	(8,370)	(4,268)
(B)	<u>(6,775)</u>	<u>(2,027)</u>
(A)+(B)	<u>4,958</u>	<u>6,375</u>

Reconciliation of tax expenses and the accounting profit multiplied by India domestic tax rate for

(b) March 31 2017 and March 2018		
Accounting Profit Before Income tax expenses	64,364	53,287
Tax at Indian tax rate of (Company paid tax under section 115JB(Minimum Alternate Tax) of Income Tax Act,1961)	9,745	8,346
Tax effect of :		
Non Deduction tax expenses	-	-
Tax effects of amounts which are not deductible in calculating taxable income		
Dividend Income	-	-
Capital Receipt	-	-
Other items	-	-
Tax relating to earlier years	1,989	56
Deferred tax Assets	1,595	2,241
MAT Credit Entitlement	(8,370)	(4,268)
Income tax Expenses	<u>4,958</u>	<u>6,376</u>

47 Financial instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(l) to the financial statements.

(a) Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2023 is as follows

(₹ lakhs)

Particulars	Fair value through profit & loss	Fair value through OCI	Amortised Cost	Total Carrying Value
Financial Assets				
Cash and cash equivalents	-	-	246	246
Bank deposits	-	-	-	-
Earmarked balances with banks	-	-	88	88

Investments	-	82	-	82
Trade receivables	-	-	613	613
Loans	-	-	234	234
Inventories	-	100	-	100
Other financial assets	-	-	5	5
Total	-	183	1,187	1,369
Financial liabilities				
Trade payables	-	-	87	87
Borrowings	-	-	800	800
Other financial liabilities	-	-	1	1
Total			887	887

The carrying value of financial instruments by categories as at March 31, 2022 is as follows

(₹ lakhs)

Particulars	Fair value through profit & loss	Fair value through OCI	Amortised Cost	Total Carrying Value
Financial Assets				
Cash and cash equivalents	-	-	359	359
Bank deposits	-	-	-	-
Earmarked balances with banks	-	-	58	58
Investments	-	7	-	7
Trade receivables	-	-	498	498
Loans	-	-	232	232
Inventory	-	101	-	101
Other financial assets	-	-	3	3
Total		108	1,150	1,258
Financial liabilities				
Trade payables	-	-	41	41
Borrowings	-	-	1,009	1,009
Other financial liabilities	-	-	1	1
Total	-	-	1,051	1,051

Fair value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the company's assets and liabilities are measured at fair value in balance sheet.

(₹ lakhs)

Particulars	Fair value hierarchy as at March 31, 2023		
	Level 1	Level 2	Level 3
Investment in quoted equity instruments	108.88	-	-
Investment in unquoted equity instruments	-	72.72	-
Unquoted Debenture	-	0.81	-
Quoted Debenture/Securities	0.18	-	-
	109.06	73.53	-

(₹ lakhs)

Particulars	Fair value hierarchy as at March 31, 2022		
	Level 1	Level 2	Level 3
Investment in quoted equity instruments	0.34	-	-
Investment in unquoted equity instruments	-	72.72	-
Unquoted Debenture	-	0.81	-
Quoted Debenture/Securities	0.18	-	-
	0.52	73.53	-

The fair value of financial instruments have been calculated in reference to the intermediate market rate of the stocks available.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's principal financial liabilities, comprise of loans and borrowing, trade and other payables. The main purpose of these financial liabilities is to finance the company operations. The company financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The company is exposed to market risk, interest rate risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Such changes in the value of financial instruments may results from changes in the interest rate risk, credit, liquidity and other market changes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of financial instruments will fluctuate because of changes in market interest rates.

Credit risk:

Credit risk is the risk that counterparty will not meet its obligations under a financial instruments or customer contracts, leading to a financial loss. The company is exposed to credit risk from its operating activities(primarily trade receivable) and from its investing activities and financial institutions and other financial instruments.

Liquidity risk:

Liquidity risk is the risk that an entity will have difficulties in paying its financial liabilities. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

48 Previous years figures has been regrouped and rearranged wherever considered necessary so as to make them comparable with those of the current year.

49 Micro, Small and Medium Enterprises Development Act, 2006

On the basis of information and record available with the Management, the following disclosure pursuant to the above Act are made for the amounts due to the Micro and Small Enterprises, who have registered with the competent authorities:

Particulars	2022-23	2021-22
The principal amount and the interest due thereon remaining unpaid to any Micro / Small Supplier	Nil	Nil
The interest by the buyer as above, along with the amount of payment made beyond the appointed date during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (Which has been paid but beyond the appointed day during the year) but without adding the interest.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting years.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small / Micro Enterprises.	Nil	Nil

50 SEGMENT REPORTING

As per the management all fees are received from financial services and capital market. Therefore in accordance with Indian accounting standard 108 on segment reporting, financial services is the only reportable business segment and cannot be segregated. In the circumstances segment information required by Ind AS 108 of the Institute of Chartered Accountants of India, is not applicable.

51 Deferred Tax

The management has provided / account for deferred tax liability / assets in holding company, in accordance with the Indian Accounting Standards 12 issued by The Institute of Chartered Accountants of India (Ind AS 12) on 'Accounting for Taxes on Income' as the same is expected to be realized in the foreseeable future. Further, the management has provided/account for deferred tax liability in subsidiary companies, in accordance by the Indian Accounting Standard 12 issued by The Institute of Chartered Accountants of India.

52 Foreign Currency Transactions

Expenditure incurred in Foreign Currency	Nil
Income in Foreign Currency	Nil
Other Receipts	Nil

53 All Parties Accounts are subject to confirmation.

54 In the opinion of the Board of Directors, all assets other than fixed assets have a value on realization in the ordinary course of Business at least equal to the amount at which they are stated unless specified otherwise.

55 Embarked balance with Bank in deposit accounts include deposit of Rs 5000000/- (previous year Rs 5000000/- under lien with IRDA)

56 In one of the subsidiary which is NBFC Management has classified all Advances/Loans given as standard Assets as in its opinion and as per stipulations of contract all advances/Loans including Interest are payable on demand.

57 No provision has been made for amount of Rs 3 Crore Paid against claim by a Investor in view of Management same is recoverable from issuer company.

58 No provision has been for Sundry debtors more than 12 months (as shown In note no 8and 14) in respect to seven subsidiaries companies which includes revenues provided on estimated basis in the earlier years as mentioned in Accounting Policy of the financial statements as steps is being taken by the management to reconcile and recover the amount.

59 Non operative bank balances whether in debit or credit are subject to confirmation and reconciliation.

60 There were no business activities in four subsidiaries of the Group from previous years. However, the accounts of the company have been prepared on the basis of going concern assumption as the management does not see any uncertainty to meet the third party obligations as of now.

61 The accumulated losses of two of the subsidiary of the "Group" have exceeded the net worth of the company and the company has been incurring cash losses for the past few years. However, the accounts of the company have been prepared on the basis of going concern assumption as in the opinion of the management does not see any uncertainty to meet the third party obligation."

62 Previous year figures are regrouped and rearrange wherever necessary so as to make them comparable with those of the current year.

63 Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand or
(b) without specifying any terms or period of repayment

Type of Borrower		Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters			
As at 31-3-2023			
As at 31-3-2022			
Directors			
As at 31-3-2023			
As at 31-3-2022			
KMP			
As at 31-3-2023			
As at 31-3-2022			
Related Party			
As at 31-3-2023		7.10 Lakhs	3.04
As at 31-3-2022		7.10 Lakhs	3.06

64 Following Ratios to be disclosed:-

S. No	PARTICULARS	NUMERATOR	DENOINATOR	MARCH 31,2023	MARCH31,2022	VARIATION	REASON FOR VARIANCE
(a)	Current Ratio,	Current Assets	Current Liabilities	2.314	2.310	0.167	
(b)	Debt Equity Ratio,	Total Debt	Shareholders Equity	0.722	0.912	-20.77	
(c)	Debt Service Coverage Ratio,	Earnings for debt service=Net Profit after Taxes + Non cash-operating expenses	Debt Service = Interest & Lease Payments +Principal Repayments	0.003	0.004	-22.248	
(d)	Return on Equity Ratio,	Net Profit after taxes - Preferences Dividend(if any)	Average Shareholders Equity	0.0537	0.042	26.635	Due to increase in profitability
(e)	Inventory turnover ratio,	Cost of goods sold	Average Inventory	NA	NA		
(f)	Trade Receivables turnover ratio,	Net Credit sales = Gross Credit Sales - sales return	Avg Account Recievable	NA	NA		
(g)	Trade payables turnover ratio,	Net Credit purchases = Gross Credit purchases - purchases return	Average trade Payables	NA	NA		
(h)	Net capital turnover ratio,	Net sales = Total sales - sales return	Working capital = Current assets - Current Liabilities	1.913	1.611	18.76	
(i)	Net profit ratio,	Net profit	Net Sales = Total Sales - sales return	0.0325	0.032	0.09	

(j)	Return on Capital employed,	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deffered Tax Liability	0.023	0.020	13.49	
(k)	Return on investment	Interest (Finance Income)	Investment	NA	NA		
(l)	Operating profit Margin(%)	Earning before interest and taxes	Revenue from operations	0.0717	0.082	-12.61	
(m)	Return on Net Worth (%)	Total comprehensive income for the year, net of tax	Net Worth	0.012	0.010	25.09	Due to increase in profitability

65 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

66 Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

67 The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami property .

68 The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond statutory period .

69 The Company has not invested in Crypto currency or virtual Currency during the financial year .

70 The Company do not has not have any such transaction which is not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Acts, 1961(such as search or survey or any other relevant provisions of the Income Tax Act , 1961

71 The Company do not have any transactions with the Companies struck off.

Significant Accounting Policies and
Notes forming part of the Financial Statements

(1-71)

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

AUDITOR'S REPORT

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

Rajat Prasad
(Managing Director)
DIN:- 00062612

Priyanka Singh
(Director)
DIN:- 05343056

Suman Negi
(Company Secretary)

Vijay Mohan Malik
(CFO)

For G.C.Agarwal & Associates
(Chartered Accountants)
Firm Regn. No. 017851N

PLACE: New Delhi
DATED: 18/05/2023

G.C.Agarwal
Partner
Membership no: 083820

STANDALONE INDEPENDENT AUDITOR'S REPORT**G.C. AGARWAL & ASSOCIATES**

(Chartered Accountants)

240, Ghalib Apartments, Parwana road, Pitampura, New Delhi-110034

INDEPENDENT AUDITORS' REPORTTO THE MEMBERS OF **R R FINANCIAL CONSULTANTS LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **R R FINANCIAL CONSULTANTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the statements of Profit and Loss (including Other Comprehensive Income), Statements of changes in equity and Statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit, including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and

fair view of the financial position, financial performance (including other comprehensive income), cash flows and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred as the "order"), based on our audit, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:-
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from Our examination of those books;
 - c. The Standalone Balance Sheet, the Standalone Statements of Profit and Loss (including Other comprehensive income), the Standalone Cash Flow Statements and Standalone statements change in equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the applicable Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31 March 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023, from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its standalone financial position in its financial statements – Refer Note 44 and 52 to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2023;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year in consideration.
- iv.
 - a. The Company's Management has represented that, to the best of its knowledge and belief, *as disclosed in the Note No. 60 to the standalone financial statements*, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity,

including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b. The Company's Management has represented, that, to the best of its knowledge and belief, *as disclosed in the Note No. 61 to the standalone financial statements*, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as prescribed under (a) and (b) above, contain any material mis-statements.
- v. The Board of Directors of the Company has neither proposed nor declared any dividend during the year, accordingly the provisions of Rule 11(f) is not applicable.
- vi. Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 01.04.2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.
- h. With respect to the matter to be included in the Auditor's Report under section 197(16):
The Company has not paid any managerial remuneration for the year ended 31st March, 2023 to its directors

For: G.C.AGARWAL & ASSOCIATES
(Chartered Accountants)
Firm Regn No.017851N

Place: New-Delhi
Dated: 18-May-2023

(G.C.AGARWAL)
Partner
Membership No. 083820
UDIN: 23083820BGYOLC8806

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report that:

i

- a. The Company has maintained proper records of Property, Plants and Equipment but full particulars including quantitative details and situation of Property, Plants and Equipment has not been recorded.
- b. The company does not have intangible assets;
- c. According to information and explanation given to us the management during the year has physically verified the Property, Plants and Equipment in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
- d. According to the information and explanation given to us and on the basis of the examination of records of the company, the title deeds of immovable properties are held in the name of the company as at the Balance Sheet date.
- e. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- f. As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii

- a. According to the information and explanation given to us physical verification of inventory of shares /debentures has been conducted at reasonable intervals by the management and discrepancies noticed on such physical verification between physical stocks and books records were not material considering the operations of the company and the same have been properly dealt with in the book of account.
- b. According to the information and explanation given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year.

iii

- a. During the year the company has made investments in, provided guarantee, security given, granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, as per following details-

Particulars	Guarantees. In lakhs	Security	Loans/ Investment (Rs. In Lakhs)	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	830.30	-	-	--
- Associates		-	--	--
- Others		-	9.99	--
Balance outstanding as at balance sheet date in respect of above cases -				
-Subsidiaries	830.30	-	-	--
- Joint Ventures	-	-	--	--
- Associates	-	-	9.99	--
- Others				

- b. According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's

interest;

- c. There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
- d. Since the term of arrangement does not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.
- e. No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f. The company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment as per following details-

	Aggregate Amount	% of Total outstanding
Promoter		
Related Parties	83.29 Lakhs	100%

- iv. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the companies Act, 2013, with respect to loans and advances given, investment made to the extent applicable to the Company. As per the information and explanation given to us, the Company has not given any guarantee or provided any security in connection with a loan to other body corporate or person.
- v. The Company has neither accepted any deposits from the public nor accepted any amount which are deemed to be deposits within the meaning of Sections 73 to 76 of the companies Act 2013, and the rules framed there under to the extent applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the companies Act 2013, for any of the services rendered by the Company.
- vii.
 - a. According to the records of the Company and the information and explanation given to us, the Company has been generally regular in depositing its undisputed statutory dues such as Provident Fund, Employees' State Insurance, Income Tax, Service Tax, goods and service tax Customs Duty, Excise Duty, and any other material statutory dues whichever is applicable to the Company with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues as at 31 March 2023, for a period of more than six months from the date they became payable.
 - b. According to the information and explanation given to us, no statutory due is outstanding on account of dispute.
- viii. According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix.
 - a) According to the records of the Company examined by us and the information and explanation given to us the company does not have any loans or borrowings from the financial institution or bank or debenture holders as at the balance sheet date. Accordingly, Paragraph 3(ix(a)) of the Order is not applicable
 - b) According to the information and explanations given by the management, the company is not declared wilful defaulter by any bank or financial institution or other lender;
 - c) In our opinion and according to the information and explanations given by the management, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year. Hence, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.
 - d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes

- e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person during the year on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x.
- a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.
- b. The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi.
- a. In our opinion and according to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c. According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.
- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the companies Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv.
- a. Based on the information and explanations provided to us and our audit procedures, in our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the company.
- xvi. a. The company has obtained registration under section 45-IA of the Reserve Bank of India Act 1934.
- b. In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- c. According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- xvii. Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable to the company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither

give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company is not required to spend any amount under sub section 5 of section 135 of the Act. Accordingly, the reporting para 3(xx) of the order is not applicable to the Company.

For G.C.AGARWAL & ASSOCIATES
(Chartered Accountants
Firm Regn. No.017585N

Place: New Delhi
Dated: 18th May 2023

(G.C.AGARWAL)
PARTNER
Membership No. 083820

Annexure B to the Independent Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of R R FINANCIAL CONSULTANTS LIMITED ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In Our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For G.C.AGARWAL & ASSOCIATES
(Chartered Accountants
Firm Regn. No.017585N

Place: New Delhi
Dated: 18 May 2023

(GCAGARWAL)
PARTNER
Membership No. 083820

M/S. RR FINANCIAL CONSULTANTS LIMITED

BALANCE SHEET AS AT

31-Mar-2023

(All amounts in ₹ Hundred, unless otherwise stated)

S.No.	PARTICULARS	NOTE NO.	As at March 31,2023	As at March 31,2022
I	ASSETS			
1	NON-CURRENT ASSETS			
	(a) PROPERTY PLANT AND EQUIPMENTS	3	533.41	533.41
	(b) CAPITAL WORK IN PROGRESS		-	-
	(C) GOODWILL		-	-
	(d) INTANGIBLE ASSETS	4	-	-
	(e) FINANCIAL ASSETS			
	(i) INVESTMENTS	5	26,15,394.77	26,15,394.77
	(ii) LOANS	7	83,290.31	83,290.31
	(ii) TRADE RECEIVABLE	8	-	-
	(iv) OTHER FINANCIAL ASSETS	9	-	-
	(f) DEFERRED TAX ASSETS (NET)	10	10,375.27	11,440.20
	(g) NON CURRENT TAX ASSETS(NET)	11	30,309.83	30,309.83
	(h) OTHER NON-CURRENT ASSETS	12	18,79,993.81	18,79,993.81
	TOTAL NON CURRENT ASSETS (i)		46,19,897.40	46,20,962.33
2	CURRENT ASSETS			
	(a) INVENTORIES	13	1,00,385.02	1,01,149.89
	(b) FINANCIAL ASSETS			
	(i) INVESTMENTS	6	10,151.64	161.64
	(ii) TRADE RECEIVABLE	14	528.76	319.71
	(iii) CASH AND CASH EQUIVALENTS	15	2,396.92	3,097.35
	(iv) BANK BALANCE OTHER THAN (iii) ABOVE	16	-	-
	(v) LOANS	17	-	-
	(vi) OTHER FINANCIAL ASSETS	18	-	-
	(c) CURRENT TAX ASSETS(NET)	19	2,098.02	4,266.83
	(d) OTHER CURRENT ASSETS	20	-	-
	TOTAL CURRENT ASSETS(ii)		1,15,560.36	1,08,995.42
	TOTAL ASSETS (i+ii)		47,35,457.76	47,29,957.75

II	<u>EQUITY AND LIABILITIES</u>			
1	<u>EQUITY</u>			
	(a) EQUITY SHARE CAPITAL	21	11,06,945.00	11,06,945.00
	(b) OTHER EQUITY	22	28,16,413.95	28,16,287.42
	TOTAL EQUITY (i)		39,23,358.95	39,23,232.42
2	<u>LIABILITIES</u>			
	<u>NON-CURRENT LIABILITIES</u>			
	<u>(a) FINANCIAL LIABILITIES</u>			
	(i) BORROWINGS	23	1,53,499.45	1,30,999.45
	(ii) TRADE PAYABLES	24	284.48	392.48
	(iii) OTHER FINANCIAL LIABILITIES	25	-	-
	(b) DEFERRED TAX LIABILITIES (NET)	26	-	-
	(c) PROVISIONS	27	-	-
	(d) OTHER NON CURRENT LIABILITIES	28	-	-
	TOTAL NON CURRENT LIABILITIES (ii)		1,53,783.93	1,31,391.93
	<u>CURRENT LIABILITIES</u>			
	<u>(a) FINANCIAL LIABILITIES</u>			
	(i) BORROWINGS	29	4,94,148.48	6,64,950.00
	(ii) TRADE PAYABLES	30	-	-
	(iii) OTHER FINANCIAL LIABILITIES	31	-	-
	(b) OTHER CURRENT LIABILITIES	32	1,63,782.96	9,992.80
	(c) PROVISIONS	33	-	-
	(d) CURRENT TAX LIABILITIES(NET)	34	383.44	390.60
	TOTAL CURRENT LIABILITIES(iii)		6,58,314.88	6,75,333.40
	TOTAL EQUITY AND LIABILITIES(i+ii+iii)		47,35,457.76	47,29,957.75

RR FINANCIAL CONSULTANTS LIMITED

Standalone Cash Flow Statement For The Year Period of 1st April 2022 to 31st March 2023

(All amounts in ₹ Hundred, unless otherwise stated)

Particulars		Figures As at 31/03/2023	Figures As at 31/03/2022
A	Cash flow from operating activities		
	Profit before tax	1,758.46	2,318.05
	Adjustments for :		
	Depreciation	-	7.81
	Interest Received	-	(14.90)
	Dividend income	(42.17)	-
	Interest expense	-	-
	Unrealised foreign exchange (gain) / loss	-	-
	Increase in Fair Value of Assets/Inventory	-	-
	(Profit) / loss on sale of Property, plant & equipments	-	-
	Profit on sale of investment	-	-
	Operating profit before working capital changes	1,716.29	2,310.96
	Adjustments for :		
	(Increase) / decrease in other non current assets	-	-
	(Increase) / decrease in other current assets	-	189.81
	(Increase) / decrease in loan and advances	-	(24.90)
	(Increase) / decrease in inventories	764.87	21.97
	(Increase) / decrease in trade receivable	(209.05)	10,112.84
	(Increase) / decrease in other tax liabilities	1,064.93	1,997.35
	Increase/(decrease) in Provision	-	-
	Increase/(decrease) in trade payables	(108.00)	126.00
	Increase/(decrease) in other current liabilities	1,53,783.00	(1,52,010.40)
	Increase/(decrease) in other financial liabilities	-	-
	Cash generated from operations	1,57,012.04	(1,37,276.37)
	Current taxes paid	536.88	(2,772.24)
	Cash Flow from operating activity before Exceptional Items	1,57,548.92	(1,40,048.61)
	Exceptional items	-	-
	Net cash from operating activities (A)	1,57,548.92	(1,40,048.61)
B	Cash flow from investing activities		
	Purchase of Property, Plant and Equipments	-	-
	Sale of Property, plant and equipments	-	-
	(Increase)/decrease in current investments	(9,990.00)	7,000.00
	Profit on sale of investment	-	-
	Loans/ deposits with subsidiaries	-	-
	Interest Received	-	-
	Dividend received	42.17	-
	Net cash used in investing activities (B)	-9,947.83	7,000.00
C	Cash flow from financing activities		
	Proceeds from issue of share capital	-	-
	Repayment of long term borrowings	-	-
	Proceeds from long term borrowings	22,500.00	-
	Repayment from short term borrowings	-	-
	Proceeds from Short term borrowings	(1,70,801.52)	1,35,450.00
	Interest paid	-	(7.81)
	Dividend paid	-	-
	Corporate dividend tax	-	-
	Net cash used in financing activities (C)	(1,48,301.52)	1,35,442.19
	Net increase in cash and cash equivalents(A+B+C)	(700.43)	2,393.58
	Cash and cash equivalents at the beginning of the year	3,097.35	703.77
	Cash and cash equivalents at the end of the year	2,396.92	3,097.35
Components of cash and cash equivalents			
	On current accounts	896.23	1,046.66
	On deposits accounts	-	-
	Cash on Hand	1,500.69	2,050.69
	Total cash & cash equivalents	2,396.92	3,097.35

Notes:

1. *Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 issued by the Institute of Chartered Accountants of India*
2. *Previous year's figures regrouped / recasted where ever necessary*

For and on behalf of the Board of Directors

Rajat Prasad Priyanka Singh Suman Negi Vjay Mohan Malik
(Managing Director) (Director) (Company Secretary) (CFO)
DIN:- 00062612 DIN:- 05343056 M.No.

Place : New Delhi
Date : 18/05/2023

As per our report of even date attached
For : G.C.Agarwal & Associates
Chartered Accountants
(Firm Regn No.017851N)

G.C.Agarwal
(Partner)
(Membership no.083820)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023**(a) Equity share capital**

Particulars	As at 31/03/2023		As at 31/03/2022	
	No. of Shares	Amounts	No. of Shares	Amounts
Balance at the beginning of the reporting period	1160700	11607000	1160700	11607000
Add:-	-	-	-	-
Balance at the end the reporting period	1160700	11607000	1160700	11607000

(b) Other Equity

For the year ended 31st MARCH 2022

(₹inlakhs)

Particulars	Securities premium Accounts	General Reserve	Retained Earning	Equity instruments through other comprehensive income	Others	Total
As at April 01,2021	241.43	427.27	2,146.28	1.15	-	2816.12
Profit for the year	-	-	0.17	-	-	0.17
Other Comprehensive income for the Year	-	-	-	-	-	0.00
Total Comprehensive income	241.43	427.27	2,146.45	1.15	-	2816.29
Dividend	-	-	-	-	-	0.00
Transfer to reserve	-	-	-	-	-	0.00
Balance as at March 31st, 2022	241.43	427.27	2,146.45	1.15	-	2816.29

See accompanying Notes forming part of Financial Statements

For the year ended 31st
MARCH 2023

(₹inlakhs)

Particulars	Securities premium Accounts	General Reserve	Retained Earning	Equity instruments through other comprehensive income	Others	Total
As at April 01,2022	241.43	427.27	2,146.45	1.15	-	2816.29
Profit for the year	-	-	0.13	-	-	0.13
Other Comprehensive income for the Year	-	-	-	-	-	0.00
Total Comprehensive income	241.43	427.27	2,146.57	1.15	-	2816.41
Dividend	-	-	-	-	-	0.00
Transfer to reserve	-	-	-	-	-	0.00
Balance as at March 31st, 2023	241.43	427.27	2,146.57	1.15	-	2816.41

The accompanying notes form an integral part of the standalone financial statements.
As per our report of even date attached.

For and on behalf of the Board of Directors

Rajat Prasad **Priyanka Singh** **Suman Negi** **Vjay Mohan Malik**
(Managing Director) (Director) (Company Secretary) (CFO)
DIN:- 00062612 DIN:- 05343056 M.No.

As per our report of even date attached
For : G.C.Agarwal & Associates
Chartered Accountants
(Firm Regn No.017851N)

Place : New Delhi
Date : 18/05/2023

G.C.Agarwal
(Partner)
(Membership no.083820)

NOTES TO THE STANDLONE FINANCIAL STATEMENTS**1 Corporate overview**

RR Financial consultants ltd(" the company") is a public limited company domiciled in India and incorporated under the provisions of companies Act,1956. The address of its corporate office is 412-422, 4th floor, Indraprakash building, 21 barakhamba road, New Delhi 110001. Its shares are listed on BSE Ltd. The company is engaged in investment related activities such as investment in subsidiary & brokerage of financial products

2 Significant Accounting Policies**(A) Basis of Preparation of Financial Statements**

The financial statements are prepared in accordance with Indian Accounting Standards(Ind AS) notified under section 133 of companies act 2013 ("ACT") read with Companies(Indian Accounting Standards) Rules 2015; and the other provisions of the act and rules thereafter.

The financial statements have been prepared on a going concern basis under historical cost convention basis, except for certain financial instruments measured at fair value.

The company financial statements are presented in Indian Rupees (₹) All figures appearing in the financial statement are rounded to the nearest Indian Rupees (₹) in Hundred, except where otherwise indicated.

(B) Use of Judgments & Estimates

The preparation of financial statements requires the Management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the result are known / materialised.

(C) Revenue Recognition

Income is being accounted for on accrual basis

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable. The revenue is recognized net of GST(if any)

(D) Property, plant and equipment

- i) Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses if any.
- ii) The initial cost of an Fixed Assets are stated at cost, including freight, installation, duties and taxes, finance charges and other incidental expenses incurred during construction or installation to bring the assets to their state of intended use.
- iii) The company has elected to use the exemption available under Ind AS 101 to continue the carrying value of all of its property, plant and equipments as recognised in the financial statements as the date of transition of Ind AS, measured as per previous GAAP and use that as its deemed cost on date of transition (1st April 2018).
- iv) Depreciation on property, plant and equipment is provided on the Straight Line Method by considering the revised useful life of the assets in the manner prescribed under schedule II to the Companies Act, 2013.
- v) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are amortised over their respective individual estimated useful life's on straight line method. The company has elected to continue with the carrying value for all its intangible assets as recognised in its Indian GAAP financials as deemed cost as at the transition date (1st April 2017).

(E) Impairment of Non Financial Assets

Impairment loss is provided; if any, to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amount of assets to the extent that it does not exceed the carrying amounts that would been determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.

(F) Valuation of Investment

Investments are valued at acquisition cost Provision is made for diminution in the value of investment which is perceived to be of permanent nature.

(G) Inventories

Stocks of quoted share /debentures and other securities are valued at fair price, but where the fair value is not available, we consider the last value provided.

Stocks of unquoted shares/debenture and other securities valued at fair fair value to the extent possible.

The difference between the fair value of inventory and the cost price or market price which ever is lower recognised in Other comprehensive income.

(H) Investment in subsidiaries, Joint ventures and Associates

Investment in equity shares of subsidiaries, joint ventures and associates are recorded at cost .

(I) Financial Instruments

A financial instrument is any contract that gives rise to a financial assets to one entity and financial liability to another entity.

Financial Assets**(i) Financial assets at amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

These are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non current assets. Financial assets are measured initially at fair value plus transaction cost.

Financial assets at amortised cost are represented by trade receivable, security deposits, cash and cash equivalent, employee and other advances.

(ii) Financial assets at fair value through other comprehensive Income(FVTOCI) : All equity investments are measured at fair values. Investments which are held for trading purpose/Investment purpose and where the company has exercised the option to classify the investments as fair value through other comprehensive income (FVTOCI), all fair value changes on the investments are recognised in OCI. The accumulated gain or losses recognised in OCI are classified to retained earnings on sale of such investments.**Financial liabilities****Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and in case of loan and borrowings net of directly attributable costs.

Financial liabilities are subsequently measured at amortised cost. For trade and other payable maturity within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

(J) Investment Property

Investment property is property(land or a building-or part of a building-or both) held either to earn rental income or for capital appreciation or for both, but not for sale in ordinary course of business. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

(K) Taxation**(K. 1) Current income tax**

Provision for Income tax for the current period is made if applicable on the basis of established tax liability as per the applicable provisions of the Income Tax Act, 1961.

(K. 2) Deferred Tax**(i)** Deferred Tax is recognised on temporary difference between the carrying amount of assets and liabilities the financial statements and the corresponding tax bases used in computation of taxable profits.

Deferred tax liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or assets realized, based on tax rates(and tax laws) that have been enacted or subsequently enacted at the end of reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(ii) A deferred tax asset is recognised for unclaimed MAT credits that are carried forward as deferred tax assets.**(L) Gratuity is being provided on cash basis.****(M) Foreign Currency Transaction****(i)** Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of transaction.**(ii)** Monetary items denominated in foreign currencies at the year-end are translated at the year end rate, the resultant gain or loss will be recognized in the statement of profit and loss account.

- iii) Any gain or loss arising on account of exchange difference on settlement of transaction is recognized in the statement of profit and loss account.

(N) Provision and contingencies

The company creates a provision when there exists a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources, when there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

(O) Research and Development

Revenue expenditure on research and development is charged as an expense in the year in which it is incurred under respective heads of accounts. Expenditure which results in the creation of capital assets is capitalised and depreciation is provided on such assets as applicable.

(P) Earnings per share

The Basic earning per share is computed by dividing profit or loss attributable to equity shareholders of the company by weighted average number of equity shares outstanding during the year. The company did not have any potential dilutive securities in any of the years presented.

3 PROPERTY PLANT AND EQUIPMENTS

(a) The Changes in the carrying value of property, plant and equipments for the year ended March 31,2023 are as follows

Particulars	Land Freehold	office Equipment	vehicle	Total
Gross carrying value as of April 1,2022	513.00	2,262.35	1,39,701.96	1,42,477.31
Additions	-	-	-	-
Deletions	-	-	1,39,701.96	1,39,701.96
Gross carrying value as of March 31,2023	513.00	2,262.35	-	2,775.35
Accumulated Depreciation as of April 1,2022	-	2,241.94	1,32,716.86	1,34,958.80
Depreciation for the Year	-	-	-	-
Disposals	-	-	1,32,716.86	1,32,716.86
Accumulated Depreciation as of March 31,2023	-	2,241.94	-	2,241.94
Net Carrying Amount As at March 31,2023	513.00	20.41	-	533.41
Net Carrying Amount As at March 31,2023	513.00	20.41	6,985.10	7,518.51

The Changes in the carrying value of property, plant and equipments for the year ended March 31,2022 are as follows

Particulars	Land Freehold	office Equipment	vehicle	Total
Gross carrying value as of April 1,2021	513.00	2,262.35	1,39,701.96	1,42,477.31
Additions	-	-	-	-
Deletions	-	-	1,39,701.96	1,39,701.96
Gross carrying value as of March 31,2022	513.00	2,262.35	-	2,775.35
Accumulated Depreciation as of April 1,2021	-	2,241.94	1,32,716.86	1,34,958.80
Depreciation for the Year	-	-	-	-
Disposals	-	-	1,32,716.86	1,32,716.86
Accumulated Depreciation as of March 31,2022	-	2,241.94	-	2,241.94
Net Carrying Amount As at March 31,2022	513.00	20.41	-	533.41

Net Carrying Amount As at March 31,2022	513.00	20.41	6,985.10	7,518.51
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4 **INTANGIBLE ASSETS**

The Changes in the carrying value of intangible assets for the year ended March 31,2023 are as follows

Particulars	Intellectual Property Rights	Software	Others	Total
Gross carrying value as of April 1,2022	-	-	-	-
Additions	-	-	-	-
Deletions	-	-	-	-
Gross carrying value as of March 31,2023	-	-	-	-
Accumulated Depreciation as of April 1,2022	-	-	-	-
Depreciation for the Year	-	-	-	-
Disposals	-	-	-	-
Accumulated Depreciation as of March 31,2023	-	-	-	-
Net Carrying Amount As at March 31,2023	-	-	-	-
Net Carrying Amount as at March 31,2022	-	-	-	-

The Changes in the carrying value of intangible assets for the year ended March 31,2022 are as follows

Particulars	Intellectual Property Rights	Software	Others	Total
Gross carrying value as of April 1,2021	-	-	-	-
Additions	-	-	-	-
Deletions	-	-	-	-
Gross carrying value as of March 31,2022	-	-	-	-
Accumulated Depreciation as of April 1,2021	-	-	-	-
Depreciation for the Year	-	-	-	-
Disposals	-	-	-	-
Accumulated Depreciation as of March 31,2022	-	-	-	-
Net Carrying Amount as at March 31,2022	-	-	-	-
Net Carrying Amount as at March 31,2021	-	-	-	-

5 **NON CURRENT INVESTMENT:**

INVESTMENTS IN EQUITY SHARES (QUOTED)

INVESTMENTS IN SUBSIDIARY UNQUOTED EQUITY SHARES AT COST

Particulars	No. of units 31/03/2023	No. of units 31/03/2022	As at 31/03/2023	As at 31/03/2022
RR INFRA ESATE PVT. LTD.	77,770	77,770	488341.73	4,88,341.73
RR INVESTORS CAPITAL SERVICES PVT. LTD. [F.V. Rs. 10]	11,25,000	11,25,000	2,07,450.00	2,07,450.00
RR INSURANCE BROKERS PRIVATE LIMITED. [F.V. Rs. 10]	25,00,000	25,00,000	5,67,000.00	5,67,000.00
ARIX CONSULTANT PVT. LTD. [F.V. Rs. 10]	50,000	50,000	5,000.00	5,000.00
RR EQUITY BROKERS PVT. LTD.	10,00,00,000	10,00,00,000	11,47,603.04	11,47,603.04
RR FINCAP PVT. LTD. [F.V. Rs. 1]	2,00,00,000	2,00,00,000	2,00,000.00	2,00,000.00
Total			2615394.77	2615394.77

6 CURRENT INVESTMENT:

PARTICULARS	As at 31/03/2023	As at 31/03/2022
INVESTMENTS IN EQUITY SHARES (UNQUOTED) At cost -	9,990.00	-
Zixdo Technologies Private Limited		
INVESTMENTS IN MUTUAL FUND	161.64	161.64
TOTAL	10,151.64	161.64

7 LOANS

PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a) SECURITY DEPOSITS		
CONSIDERED GOOD	-	-
CONSIDERED DOUBTFUL	-	-
LESS: ALLOWANCE FOR DOUBTFUL	-	-
	-	-
(b) LOANS TO RELATED PARTY	78,171.16	78,171.16
(c) LOANS TO EMPLOYEES	-	-
(d) LOAN TO OTHERS		
CONSIDERED GOOD	5,119.15	5,119.15
CONSIDERED DOUBTFUL		
LESS: ALLOWANCE FOR DOUBTFUL		
TOTAL	83,290.31	83,290.31

8 TRADE RECEIVABLES:**(Unsecured unless otherwise stated)**

PARTICULARS	As at 31/03/2023	As at 31/03/2022
CONSIDERED GOOD	-	-
CONSIDERED DOUBTFUL	-	-
LESS: ALLOWANCE FOR DOUBTFUL	-	-
TOTAL	-	-

9 OTHER FINANCIAL ASSETS

PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a) INTEREST RECIVABLE	-	-
(b) SECURITY DEPOSITS	-	-
(c) LONG TERM BANK DEPOSIT(MORE THAN 12 MONTHS)	-	-
(d) ADVANCES TO SUBSIDIARY	-	-
(e) CLAIMS	-	-
(f) OTHERS	-	-
TOTAL	-	-

10 DEFERRED TAX :

Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the company net deferred income tax as follows.

Deferred tax assets:

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
	THE BALANCE COMPROMISE TEMPORARY DIFFERENCE ATTRIBUTAL TO:		
(a)	DEPRECIATION	3,113.57	4,178.50
(b)	UNUSED TAX CREDITS(MAT CREDIT ENTITELEMENT)	7,660.73	7,660.73
(c)	OTHERS	(399.03)	(399.03)
	TOTAL DEFERRED TAX ASSETS	10,375.27	11,440.20

	MOVEMENT IN DEFERRED TAX	As at 31/03/2023	As at 31/03/2022
	CHARGED/(CREDITED)		

TO PROFIT & LOSS	1,064.93	4,178.50
TO OTHER COMPREHENSIVE INCOME	-	13.00
UNUSED TAX CREDITS(MAT CREDIT ENTITLEMENT)	-	7,660.73
TOTAL	1,064.93	11,852.23

11 **NON CURRENT TAX ASSETS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	ADVANCE INCOME TAX AND TAX DEDUCTED AT SOURCE (NET OF PROVISION FOR TAXATION)	30,309.83	30,309.83
	TOTAL	30,309.83	30,309.83

12 **OTHER NON-CURRENT ASSETS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	ADVANCE TO RELATED PARTIES	15,79,265.06	15,79,265.06
(b)	SECURITY DEPOSITS TO RELATED PARTIES	-	-
(c)	SECURITY DEPOSITS TO OTHERS	728.75	728.75
(d)	PREPAID EXPENSES	-	-
(e)	OTHER ADVANCE	3,00,000.00	3,00,000.00
	TOTAL	18,79,993.81	18,79,993.81

13 **INVENTORIES**

Investments in equity instruments designated at fair value through other comprehensive income

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
1	A P Rayon Ltd.	88.65	88.65
2	Elder Health Care Ltd.	42.75	42.75
3	Gujarat Inject Ltd.	2.32	2.32
4	Essar Securities Ltd.	7.60	7.60
5	KC Textiles Ltd.	31.65	31.65
6	Motorol India Ltd.	21.00	21.00
7	Motorol India Ltd. (bonus)	21.00	21.00
8	Namaste Export Ltd.	10.40	10.40
9	Pal Peugeot Ltd.	729.80	729.80
10	Parasram Puria Synthetics Ltd.	950.00	950.00
11	Pasupati Spinning & Weaving Mill Ltd.	6.12	6.12
12	PCS Data General India Ltd.	94.05	94.05
13	Pittie Cement & Industries Ltd.	400.00	400.00
14	Rajasthan Breweries Ltd.	293.25	293.25
15	Rinki Petrochemicals Ltd.	10.00	10.00
16	Sanghi Polyesters Ltd.	1.35	1.35
17	Sarla Credit & Securities Ltd	21,230.70	21,230.70
18	TANFAC Industries Ltd	167.00	167.00
19	Winsome Yarns Ltd	18.72	18.72
20	ISGEC HEAVY ENGINEERING LTD	-	-
21	ISGEC HEAVY ENGINEERING LTD	1,390.80	1,390.80
22	Rathi Alloys Steel Ltd.	17.00	17.00
23	SJVN	1,137.00	-
24	Cadital Health Care	-	1,901.87
	Total of Quoted Shares	26,671.16	27,436.03
S. No.	Unquoted Shares	As at 31/03/2023	As at 31/03/2022
1	Disco Electronics	22.5	22.5
2	Esanda Finance & Leasing Ltd	2700	2700
3	Narayan Travels & Tours Ltd	35000	35000
4	Narayan Travels & Tours Ltd(RRSSBL)	20000	20000
5	Spartek Goods (P) Ltd	15000	15000
	Total of Unquoted Shares	72,722.50	72,722.50

	Unquoted Debenture		
1	Pasupati Spinning & Weaving Mills	807.5	807.5
	Total of Unquoted Debentures	807.50	807.50
	Quoted Debenture/Securities		
1	DCM Shri Ram Consolidate (NCD)	22.11	22.11
2	Herdila Unimers Ltd. (NCD)	6.25	6.25
3	ICICI Ltd.	56	56
4	Niwam Spinning (FCD)	99.5	99.5
5	UP Power Bonds	-	-
6	SBI Bank Bonds	-	-
	Total of Unquoted Debenture/Securities	183.86	183.86
	TOTAL	1,00,385.02	1,01,149.89

14 TRADE RECEIVABLES:
(Unsecured unless otherwise stated)

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	Considered Good	528.76	319.71
(b)	Considered doubtful	-	-
(c)	Less: Allowance For Doubtful Debts	-	-
	TOTAL	528.76	319.71

Aging for trade receivable from the due date of payment for each of the category		Rs in Lakhs					
S. No	PARTICULARS	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i)	Undisputed Trade Receivables - Considered good						
	As at 31-3-2023	0.21	0	0.31	0	0	0.52
	As at 31-3-2022	0.31	0		0	0	0.31
(ii)	Undisputed Trade Receivables - Considered doubtful						
	As at 31-3-2023	0	0	0	0	0	0
	As at 31-3-2022	0	0	0	0	0	0
(iii)	Disputed Trade Receivables - Considered good	0	0	0	0	0	0
(iv)	Disputed Trade Receivables - Considered doubtful	0	0	0	0	0	0
	TOTAL	0.52	0	0.31	0	0	

15 CASH & CASH EQUIVALENTS :

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	BALANCE WITH BANKS		
	IN DEPOSITS ACCOUNTS	-	
	IN CURRENT ACCOUNTS	896.23	1,046.66
(b)	CHEQUES, DRAFTS ON HAND	-	
(c)	CASH ON HAND	1,500.69	2,050.69
	TOTAL	2,396.92	3,097.35

16 OTHER BANK BALANCE

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	Earmarked Balance		
	DEPOSITS WITH ORIGINAL MATURITY FOR MORE THAN 3 MONTHS BUT LESS THAN 12 MONTHS	-	-
(b)	DEPOSITS WITH ORIGINAL MATURITY FOR MORE THAN 12 MONTHS	-	-

(c)	MARGIN MONEY	-	-
	TOTAL	-	-

17 **LOANS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURITY DEPOSITS		
	CONSIDERED GOOD	-	-
	CONSIDERED DOUBTFUL	-	-
	LESS: ALLOWANCE FOR DOUBTFUL	-	-
		-	-
(b)	LOANS TO RELATED PARTIES	-	-
(c)	LOANS TO EMPLOYEES	-	-
(d)	LOAN TO OTHERS	-	-
	CONSIDERED GOOD	-	-
	CONSIDERED DOUBTFUL	-	-
	LESS: ALLOWANCE FOR DOUBTFUL	-	-
	TOTAL	-	-

18 **OTHER CURRENT FINANCIAL ASSETS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	INTEREST RECIVABLE	-	-
(b)	SECURITY DEPOSITS	-	-
(c)	EMPLOYEE ADVANCES	-	-
(d)	ADVANCES TO SUBSIDIARY	-	-
(e)	CLAIMS	-	-
(f)	OTHERS	-	-
	TOTAL	-	-

19 **CURRENT TAX ASSETS (NET)**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	CURRENT YEARS TAXES RECOVERABLE(NET OF LIABILLITY)	-	-
(b)	ADVANCE PAYMENT OF INCOME TAX	-	-
(c)	LESS: PROVISION FOR TAXATION	(262.50)	(96.00)
(d)	ADVANCE PAYMENT OF GST	2,360.52	4,362.83
(e)	INPUT CGST	-	-
(f)	INPUT IGST	-	-
(g)	INPUT SGST	-	-
	TOTAL	2,098.02	4,266.83

20 **OTHER CURRENT ASSETS:**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	PREPAID EXPENSES	-	-
(b)	ADVANCE TO SUPPLIERS	-	-
(c)	ADVANCE OTHERS THAN CAPITAL ADVANCES	-	-
(d)	RECOVERABLE FROM GST	-	-
	TOTAL	-	-

21 **SHARE CAPITAL:**

S.	PARTICULARS	As at 31/03/2023	As at
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No		31/03/2022
(a)	(i) AUTHORISED: 12,000,000 (LAST YEAR 12,000,000) EQUITY SHARES OF Rs.10/-EACH	12,00,000.00
(b)	(ii) ISSUED, SUBSCRIBED & PAID UP SHARE AT THE BEGINNING OF THE ACCOUNTING PERIOD 1,10,60,700/- (Previous Year 1,10,60,700/-) EQUITY SHARE OF ` 10/- ADD: FORFIETED SHARE 15600 Share (Previous year 15600 share)	11,06,070.00 875.00
	TOTAL	11,06,945.00

A Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

S. No	PARTICULARS	As at 31/03/2023		As at 31/03/2022	
		Number	Value	Number	Value
(a)	SHARE OUTSTANDING AT THE BEGINNING OF THE PERIOD	1,10,60,700	11,06,07,000	1,10,60,700	11,06,07,000
(b)	ISSUED DURING THE YEAR	-	-	-	-
(c)	SHARE OUTSTANDING AT THE END OF THE PERIOD	1,10,60,700	11,06,07,000	1,10,60,700	11,06,07,000

B The Group has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The group declares and pays dividend in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company in proportion to the number of equity shares held

C Details of Shareholders holding more than 5% shares

S. No	Name of Shareholder	AS AT MARCH 2023		AS AT MARCH 2022	
		No. of Share held	% of Holding	No. of Share held	% of Holding
	RAJAT PRASAD	6495977	58.73%	6495977	58.73%

D Details of forfeited shares

E Shares held by the promoter at the end of the year						
S. No	PARTICULARS	As at 31/03/2023		As at 31/03/2022		Change %
		No. of Shares	%	No. of Shares	%	
1	RAJAT PRASAD	6495977	0.5873	6495977	58.73%	0
2	PRIYANKA SINGH	58273	0.0052	58273	0.0052	0

22 OTHER EQUITY:

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	RESERVE AND SURPLUS	-	-
(b)	SECURITY PREMIUM ACCOUNT	2,41,425.00	2,41,425.00
(c)	GENERAL RESERVE	4,27,268.77	4,27,268.77
(d)	RETAINED EARNING	21,46,572.76	21,46,446.23
(e)	EQUITY THROUGH OTHER COMPREHENSIVE INCOME	1,147.42	1,147.42
(f)	OTHER RESERVES		
	TOTAL OTHER EQUITY	28,16,413.95	28,16,287.42

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	4,27,268.77	4,27,268.77
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	4,27,268.77	4,27,268.77
(b)	SECURITIES PREMIUM ACCOUNT		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	2,41,425.00	2,41,425.00
	ADDITIONS DURING THE YEAR	-	-

	Less:- BONUS SHARES ISSUED		-
	AT THE END OF THE ACCOUNTING PERIOD	2,41,425.00	2,41,425.00
(c)	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	21,46,446.23	21,46,275.34
	ADDITIONS DURING THE YEAR	126.53	170.89
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	Less : ALLOCATIONS AND APPROPRIATIONS		
	INTERIM DIVIDEND		-
	TAX ON DIVIDEND		-
	AT THE END OF THE ACCOUNTING PERIOD	21,46,572.76	21,46,446.23
(d)	EQUITY THROUGH OTHER COMPREHENSIVE INCOME		
	OPENING BALANCE	1,147.42	1,147.42
	ADDITIONS/(DELETION) DURING THE YEAR	-	-
	CLOSING BALANCE	1,147.42	1,147.42
	GRAND TOTAL(A+B+C+D)	28,16,413.95	28,16,287.42

**23 NON CURRENT LIABILITIES
LONG TERM BORROWINGS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURED		
	(a.) BONDS / DEBENTURES	-	-
	(b.) TERM LOANS	-	-
	(c.) LOANS FROM RELATED PARTIES	-	-
	(d.) OTHER LOANS AND ADVANCE	-	-
		-	-
(b)	UNSECURED		
	(a.) BONDS / DEBENTURES	-	-
	(b.) TERM LOANS	-	-
	(c.) LOANS FROM RELATED PARTIES	1,53,499.45	1,30,999.45
	(d.) OTHER LOANS AND ADVANCE	-	-
		1,53,499.45	1,30,999.45
	TOTAL	1,53,499.45	1,30,999.45

24 NON CURRENT TRADE PAYABLES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SUNDRY CREDITORS	284.48	392.48
(b)	DUE TO SUBSIDIARIES	-	-
(c)	DUE TO OTHERS	-	-
	TOTAL	284.48	392.48

Aging for trade payable from the due date of payment for each of the category							
S. No	PARTICULARS	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i)	MSME						
	As at 31-3-2022	0	0.02	0	0	0.26	0.28
	As at 31-3-2021	0	0.13	0	0	0.26	0.39
(ii)	Others						
	As at 31-3-2022	0	0	0	0	0	0
	As at 31-3-2021	0	0	0	0	0	0
(iii)	Disputed Dues- MSME	0	0	0	0	0	0
(iv)	Disputed Dues- Others	0	0	0	0	0	0

26 DEFERRED TAX LIABILITIES (NET)

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	DEFERRED TAX LIABILITIES	-	-
	TOTAL	-	-

27 **LONG-TERM PROVISIONS:**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	PROVISIONS FOR EMPLOYEE BENEFITS	-	-
(b)	OTHERS	-	-
	TOTAL	-	-

28 **OTHER NON CURRENT LIABILITIES**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	ADVANCES FROM SUBSIDIARY	-	-
(b)	ADVANCES FROM OTHERS	-	-
(c)	OTHERS	-	-
	TOTAL	-	-

29 **BORROWINGS**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURED		
	(a) BONDS / DEBENTURES	-	-
	(b) TERM LOANS	-	-
	(c) LOANS FROM RELATED PARTIES	-	-
	(d) OTHER LOANS	-	-
		-	-
(b)	UNSECURED		
	(a) BONDS / DEBENTURES	-	-
	(b) TERM LOANS	-	-
	(c) LOANS FROM RELATED PARTIES	4,94,148.48	6,64,950.00
	(d) OTHER LOANS	-	-
		4,94,148.48	6,64,950.00
	TOTAL	4,94,148.48	6,64,950.00

30 **TRADE PAYABLES**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SUNDRY CREDITORS	-	-
(b)	DUE TO SUBSIDIARIES	-	-
(c)	DUE TO OTHERS	-	-
	TOTAL	-	-

31 **OTHER FINANCIAL LIABILITIES**

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	SECURITY	-	-
(b)	DEPOSITS	-	-
(c)	OTHER LIABILITIES (INCLUDING CREDITORS FOR EXPENSES AND OTHERS)	-	-
	TOTAL	-	-

32 OTHER CURRENT LIABILITIES

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	REVENUE IN ADVANCE	-	-
(b)	OTHER ADVANCE	-	-
(c)	STATUTORY LIABILITIES	-	-
(d)	OTHER LIABILITIES PAYABLE	11,075.21	9,487.69
(e)	TEMPORARY OVERDRAWN BANK BALANCE AS PER BOOK	1,52,707.75	505.11
	TOTAL	1,63,782.96	9,992.80

33 CURRENT PROVISIONS

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	PROVISIONS FOR EMPLOYEE BENEFITS	-	-
(b)	LIABILITIES OF EXPENSES FOR EXPENSES PROVISION	-	-
(c)	PROVISION FOR CURRENT YEAR TAX	-	-
	TOTAL	-	-

34 CURRENT TAX LIABILITIES (NET)

S. No	PARTICULARS	As at 31/03/2023	As at 31/03/2022
(a)	CURRENT TAX LIABILITIES	383.44	390.60
	TOTAL	383.44	390.60

35 REVENUE FROM OPERATIONS**Investment Income**

INCOME FROM SECURITIES TRADING (NET)	(520.45)	71.98
BROKERAGE, CONSULTANCY & AUXILIARY SERVICES	78,022.54	77,808.82
OTHER OPERATING REVENUES	-	-
NET REVENUE FROM OPERATIONS	77,502.09	77,880.80

Note (i):- Income from securities trading net of (after reducing value of purchase 1137/-and value of opening stock ₹101149.89/- from value of sale 1381.42 and value closing stock ₹100385.02/- in previous year Income from securities trading net of (after reducing value of purchase ₹1901.87/- and value of opening stock ₹ 99935.95/- from value of sale 1995.82and value closing stock ₹99913.98/-

36 OTHER INCOME:

INTEREST INCOME	-	-
DIVIDEND INCOME	42.17	-
NET GAIN/LOSS ON SALE OF FIXED ASSETS	-	14.90
NET GAIN/LOSS ON INVESTMENT	-	-
OTHER NO-OPERATING INCOME	67.86	158.78
	110.03	173.68

37 EMPLOYEE BENEFITS EXPENSE

SALARY AND WAGES	-	-
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	DIRECTOR'S REMUNERATIONS	-	-
	CONTRIBUTION TO PROVIDENT FUND & ESI	-	-
	ARREAR PROVIDENT FUND & ESI	-	-
	OTHER EXPENSES	-	-
	WORKERS AND STAFF WELFARE	-	-
	BONUS	-	-
		<hr/>	<hr/>
		-	-
		<hr/> <hr/>	<hr/> <hr/>
38	<u>FINANCIAL COSTS:</u>		
	INTEREST EXPENSES	-	-
	INTEREST TO BANK	-	-
	INTEREST TO PARTIES/DISTRIBUTORS (NET)	-	-
	INTERST ON TDS & OTHER TAXES	-	7.81
	OTHER BORROWING COSTS	-	-
	APPLICABLE NET GAIN/LOSS ON FOREIGN	-	-
	CURRENCY TRANSACTIONS AND TRANSLATIONS	-	-
		<hr/>	<hr/>
		-	7.81
		<hr/> <hr/>	<hr/> <hr/>
39	<u>DEPRECIATION AND AMORTZATION EXPNSE:</u>		
	DEPRECIATION	-	-
	PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	-	-
		<hr/>	<hr/>
		-	-
		<hr/> <hr/>	<hr/> <hr/>
40	<u>OTHER EXPENSES:</u>		
	ADVERTISEMENT EXPS./BUSINESS PROMOTION EXP.	7,484.51	2,509.76
	BANK CHARGES	11.21	32.14
	CONVEYANCE EXPENSES	150.00	150.00
	ELECTICITY WATER & SANITARY EXP.	971.87	816.66
	FEE AND PENALTIES	-	-
	FESTIVAL CELEBERATION EXPENSES	-	-
	GENERAL EXPENSES	1,971.67	2,145.08
	INSURANCE	-	289.81
	LEGAL EXPENSES	600.00	300.00
	PAYMENT TO AUDITORS	500.00	500.00
	PRINTING & STATIONERY	-	-
	POSTAGE & COURIER EXP.	-	-
	PROFESSIONAL CHARGES	14,346.00	14,650.00
	RENT PAID	-	-
	REPAIR & MAINTENANCE EXP.	5,965.08	5,913.30
	CLAIM AND DAMAGES EXP.	-	-
	SUB BROKERAGE / COMMISSION & INCENTIVES ETC.	31,902.95	41,101.84
	SUBSCRIPTION/MEMBERSHIP FEES	9,000.00	3,250.00
	SECRETARIAL EXPENSES	2,537.25	2,224.55
	TELEPHONE EXP.	314.72	759.33
	SECURITY GUARD EXPENSES	-	745.40

TOUR AND TRAVELING EXPENSES	98.40	287.13
OFFICE REPAIR	-	-
VEHICLE RUNNING EXP.	-	53.59
COMPUTER REPAIR AND MAINTANCE	-	-
TRAVELLING EXPENSES	-	-
BAD DEBTS WRITTEN OFF	-	-
NEWS PAPER AND PERIODICALS	-	-
ROUND OFF	-	0.04

TOTAL	75,853.66	75,728.63
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41 PAYMENTS TO AUDITORS

PARTICULARS

STATUTORY AUDIT FEES	50,000.00	50,000.00
Other Matters -Certification Fee	5,000.00	10,000.00
TOTAL	55,000.00	60,000.00

42 EARNINGS PER SHARES

a Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	12,653.00	17,089.00
b Weighted Average number of Equity Shares used as denominator for calculating EPS	1,10,60,700.00	1,10,60,700.00
c Basic and Diluted Earnings per Share (₹)	0.001	0.002
d Face Value per Equity Share (₹)	10.00	10.00

43 RELATED PARTY DISCLOSURE

As per Ind AS 24, the disclosures of transactions with the related parties given below:

a List of Related Parties (as identified and certified by the Management)

Parties where control exists

S.NO.	Name of the Related Parties	Relationship
1	Arix Consultants Pvt. Ltd.	Subsidiary
2	RR Equity Brokers Pvt. Ltd.	Subsidiary
3	RR Fincap Pvt. Ltd.	Subsidiary
4	RR Infra Estates Pvt. Ltd.	Subsidiary
5	RR Insurance Broker Pvt. Ltd.	Subsidiary
6	RR Investors Capital Services Pvt. Ltd.	Subsidiary
7	Lakshmi Narayan Infra Estates Pvt. Ltd .	Subsidiary
8	Priya Darshan Real Estate Pvt. Ltd.	Subsidiary
9	RR Commodity Broker Pvt. Ltd.	Subsidiary
10	RR Information & Investment Research Pvt. Ltd.	Subsidiary
11	RR Investor Distribution Company Pvt. Ltd.	Subsidiary
12	RR Investor Securities Trading Pvt. Ltd.	Subsidiary

13	RR Investors Retail Services Pvt. Ltd.	Subsidiary
14	RR IT Solution Pvt. Ltd.	Subsidiary
15	RR Land Estate Pvt. Ltd.	Subsidiary
16	RR Fine Art Enterprises (P) Ltd)	Associate
17	Shivom Infra Estates (P) Ltd	Associate

S.No.	Key Management Personal	Relationship
1	RAJAT PRASAD	MANAGING DIRECTOR
2	PRIYANKA SINGH	DIRECTOR
3	SUMAN NEGI(CS)	Key Managerial Personnel

b

S.No.	Nature of Transaction	(₹ in Lakhs)					
		31st March, 2023			31st March, 2022		
		Subsidiary Co.	Associate Co.	KMP	Subsidiary Co.	Associate Co.	KMP
1	Sale of Bonds	-	-	-	1.99	-	-
2	Purchase of Bonds	-	-	-	1.90	-	-
3	Sale of Services / Allocation of Exp.	-	-	-	-	-	-
4	Purchase Services / Allocation of Exp.	27.91	-	-	19.71	-	-
5	Sale of Propriety	-	-	-	-	-	-
6	Investment	2,615.39	-	-	2,615.39	-	-
7	Amount Due from us as at	480.24	-	167.39	613.45	-	182.50
8	Amount Due to us as at	1,657.45	5.11	-	1,657.45	5.11	-
9	Director Remuneration	-	-	-	-	-	-
10	Interest Paid & Received	-	-	-	-	-	-

44 CONTINGENT LIABILITIES AND COMMITMENTS

(to be extent not provided for)

(i) Contingent liabilities shall be classified as:

Particulars	As at March 31,2023	As At March 31,2022
(a) Claims against the company not acknowledged as debts; Claim by the clients against issuer company having Govt. Guarantee for recovery of Bonds amount in which RR Financial has been made a party.	647.43 Lac	662.52 Lac
(b) Bank guarantees outstanding against Loan for subsidiary Co.	830.300 Lac	700.90 Lac
(c) Bank guarantees outstanding against Stock Exchange for subsidiary Co.	Nil	Nil
(d) Other money for which the company is contingently liable	Nil	Nil

(ii) Commitments shall be classified as:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	Nil	Nil
(b) Uncalled liability on shares and other investments partly paid;	Nil	Nil
(c) Other commitments (specify nature)	Nil	Nil

45 INCOME TAX EXPENSES**Current Tax:**

Current income tax for the year	262.50	96.00
Adjustments for current tax of prior periods	304.50	53.80
(A)	567.00	149.80

Deferred Tax

Decrease/(increase) in deferred tax asset	1,064.93	1,997.35
Decrease/(increase) in deferred tax liabilities		
Unused tax(credit)[Mat credit entitlement]		
Unused tax(credit)/reversal[Mat credit entitlement] of prior periods	-	-
(B)	1,064.93	1,997.35
(A)+(B)	1,631.93	2,147.15

(b) Reconciliation of tax expenses and the accounting profit multiplied by India domestic tax rate for 31 MARCH 2023 and 31 MARCH 2022

Accounting Profit Before Income tax expenses	1,758.46	2,318.04
Tax at Indian tax rate of 19..24% (Company paid tax under section 115JB(Minimum Alternate Tax) of Income Tax Act,1961)	262.50	96.00
<u>Tax effect of :</u>		
Non Deduction tax expenses	-	-
Tax effects of amounts which are not deductible in calculating taxable income		
Dividend	-	-
Income	-	-
Capital	-	-
Receipt	-	-
Other items	-	-
Tax relating to earlier years	304.50	53.80
Deferred tax assets	1,064.93	1,997.35
MAT Credit Entitlement	-	-
Income tax Expenses	1,631.93	2,147.15

46 FINANCIAL INSTRUMENT

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(l) to the financial statements.

(a) Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2023 is as follows

(₹ lakhs)

Particulars	Fair value through profit & loss	Fair value through OCI	Amortised Cost	Total Carrying Value
Financial Assets				
Cash and cash equivalents	-	-	2.40	2.40

Bank deposits	-	-	-	-
Earmarked balances with banks	-	-	-	-
Investments	-	-	2,625.55	2,625.55
Trade receivables	-	-	0.53	0.53
Loans	-	-	83.29	83.29
Inventories	-	100.39	-	100.39
Other financial assets	-	-	-	-
Total	-	100.39	2,711.76	2,812.15
Financial liabilities				
Trade payables	-	-	0.00	0.00
Borrowings	-	-	647.65	647.65
Other financial liabilities	-	-	-	-
Total	-	-	647.65	647.65

The carrying value of financial instruments by categories as at March 31, 2022 is as follows

(₹ lakhs)

Particulars	Fair value through profit & loss	Fair value through OCI	Amortised Cost	Total Carrying Value
Financial Assets				
Cash and cash equivalents	-	-	3.10	3.10
Bank deposits	-	-	-	-
Earmarked balances with banks	-	-	-	-
Investments	-	-	2,615.56	2,615.56
Trade receivables	-	-	0.32	0.32
Loans	-	-	83.29	83.29
Inventories	-	101.15	-	101.15
Other financial assets	-	-	-	-
Total		101.15	2,702.26	2,803.41
Financial liabilities				
Trade payables	-	-	0.00	0.00
Borrowings	-	-	795.95	795.95
Other financial liabilities	-	-	-	-
Total	-	-	795.95	795.95

Fair value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the company's assets and liabilities as measured at fair value in balance sheet.

(₹ lakhs)

Particulars	*Fair value hierarchy as at March 31, 2023		
	Level 1	Level 2	Level 3
Investment in quoted equity instruments	36.82	-	-
Investment in unquoted equity instruments	-	72.72	-
Unquoted Debenture	-	0.81	-

Quoted Debenture/Securities	0.00	-	-
Total	36.82	73.53	-

Particulars	*Fair value hierarchy as at March 31, 2022		
	Level 1	Level 2	Level 3
Investment in quoted equity instruments	27.60	-	-
Investment in unquoted equity instruments	-	72.72	-
Unquoted Debenture	-	0.81	-
Quoted Debenture/Securities	0.18	-	-
Total	27.78	73.53	-

* The fair value of financial instruments have been calculated in reference to the intermediate market rate of the stocks available.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's principal financial liabilities comprise of loans and borrowing, trade and other payables. The main purpose of these financial liabilities is to finance the company operations. The company financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The company is exposed to market risk, interest rate risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Such changes in the value of financial instruments may results from changes in the interest rate risk, credit, liquidity and other market changes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of financial instruments will fluctuate because of changes in market interest rates.

Credit risk:

Credit risk is the risk that counterparty will not meet its obligations under a financial instruments or customer contracts, leading to a financial loss. The company is exposed to credit risk from its operating activities(primarily trade receivable) and from its investing activities and financial institutions and other financial instruments.

Liquidity risk:

Liquidity risk is the risk that an entity will have difficulties in paying its financial liabilities. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

47 SEGMENT REPORTING

As per the management all fees are received from financial services and capital market. Therefore in accordance with Indian accounting standard 108 on segment reporting, financial services is the only reportable business segment and cannot be segregated. In the circumstances segment information required by Ind AS 108 of the Institute of Chartered Accountants of India, is not applicable.

48 MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT Act, 2006

On the basis of information and record available with the Management, the following disclosure pursuant to the above Act are made for the amounts due to the Micro and Small Enterprises, who have registered with the competent authorities:

Particulars	(Amount in ₹)	
	2022-23	2021-22
The principal amount and the interest due thereon remaining unpaid to any Micro / Small Supplier	Nil	Nil
The interest by the buyer as above, along with the amount of payment made beyond the appointed date during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small / Micro Enterprises	Nil	Nil

49 **DEFERRED TAX**

The management has provided/accounted for deferred tax liability/assets in terms of Indian accounting standard (IND AS-12) on " Income Taxes " issued by the Institute of Chartered Accountants of India apply from the current year.

50 **FOREIGN CURRENCY TRANSACTION**

Expenditure incurred in Foreign Currency	Nil
Income in foreign currency	Nil
Other information	Nil

51 In the opinion of the Board of Directors, all assets other than fixed assets have a value on realization in the ordinary course of Business at least equal to the amount at which they are stated unless specified otherwise.

52 No provision has been made for amount of ₹ 3 Crore Paid against claim by a Investor in view of Management same is recoverable from issuer company.

53 Parties accounts whether is debit or credit are subject to reconciliation and confirmation.

54 Non operative Bank balances whether in debit or credit are subject to confirmation and reconciliation.

55 Non operative Bank balances whether in debit or credit are subject to confirmation and reconciliation.

56 Previous year figures are regrouped and rearrange wherever necessary so as to make them comparable with those of the current year.

57 Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters		
As at 31-3-2022		
As at 31-3-2021		
Directors		
As at 31-3-2022		

As at 31-3-2021		
KMP		
As at 31-3-2022		
As at 31-3-2021		
Related Party		
As at 31-3-2023	1662.55	100%
As at 31-3-2022	1662.52	100%

58 Following Ratios to be disclosed:-

S. No	PARTICULARS	NUMERATOR	DENOMINATOR	MARCH 31,2023	MARCH31,2022	VARIATION in %	REASON FOR VARIANCE
(a)	Current Ratio,	Current Assets	Current Liabilities	7.19	7.00	2.70	
(b)	Debt-Equity Ratio,	Total Debt	Shareholders Equity	0.59	0.72	-18.63	
(c)	Debt Service Coverage Ratio,	Earnings for debt service=Net Profit after Taxes + Non cash-operating expenses	Debt Service = Interest & Lease Payments +Principal Repayments	NA	NA		
(d)	Return on Equity Ratio,	Net Profit after taxes - Preferences Dividend(if any)	Average Shareholders Equity	0.00011	0.00015	-0.260	
(e)	Inventory turnover ratio,	Cost of goods sold	Average Inventory	NA	NA		
(f)	Trade Receivables turnover ratio,	Net Credit sales = Gross Credit Sales - sales return	Avg Account Receivable	NA	NA		
(g)	Trade payables turnover ratio,	Net Credit purchases = Gross Credit purchases - purchases return	Average trade Payables	NA	NA		
(h)	Net capital turnover ratio,	Net sales = Total sales - sales return	Working capital = Current assets - Current Liabilities	(0.14)	-0.138	3.84	
(i)	Net profit ratio,	Net profit	Net Sales = Total Sales - sales return	0.002	0.002	0.000	

(j)	Return on Capital employed,	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Defferred Tax Liability	0.0004	0.0005	-21.68	
(k)	Return on investment	Interest (Finance Income)	Investment	NA	NA		
(l)	Operating profit Margin(%)	Earning before interest and taxes	Revenue from operations	0.02	0.030	-23.8	
(m)	Return on Net Worth (%)	Total comprehensive income for the year, net of tax	Net Worth	0.00003	0.0000	-25.961	due to decrease in profit

- 59 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- 60 Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 61 The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami property .
- 62 The Company do not have any transactions with the Companies struck off.
- 63 The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond statutory period .
- 64 The Company do not has not invested in Crypto currency or virtual Currency during the financial year.
- 65 The Company do not has not have any such transaction which is not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Acts, 1961(such as search or survey or any other relevant provisions of the Income Tax Act , 1961

For and on behalf of the Board of Directors

Rajat Prasad **Priyanka Singh** **Suman Negi** **Vijay Mohan Malik**
 (Managing Director) (Director) (Company Secretary) (CFO)
 DIN:- 00062612 DIN:- 05343056 M.No.

As per our report of even date attached
For : G.C.Agarwal & Associates
 Chartered Accountants
 (Firm Regn No.017851N)

Place : New Delhi
 Date : 18/05/2023

G.C.Agarwal
 (Partner)
 (Membership no.083820)

