



**RR Financial
Consultants Limited**

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REVISED NOTICE

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting (AGM)** of the members of **RR Financial Consultants Limited** will be held on **Wednesday, the 31st December 2014, at 9:30 A.M** at 13/24 Village Daulatpur, New Delhi - 110043, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 30th June, 2014, Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To appoint Ms. Ritu Prasad as director in place of Late Shri Raghunandan Prasad.
3. To appoint M/s Sandeep Ramesh Gupta & Co., Chartered Accountants as Auditors of the company to hold office from the conclusion of this meeting to the conclusion of the next meeting and to fix their remuneration.

SPECIAL BUSINESS

4. REGULARISATION OF MR. RAJAT PRASAD

To Consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Rajat Prasad appointed as an Additional Director of the Company by The Board of Directors and ceases to hold office under section 260 of the companies Act, 1956 and in Respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed Director of the Company liable to retirement by rotation".

5. APPOINTMENT OF MR. RAJAT PRASAD AS MANAGING DIRECTOR

RESOLVED that **subject to the rectification by the shareholders** of the company in General Meeting and pursuant to the provisions of the Sections 198, 309, & 310 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956 and other related provisions if any, Mr. Rajat Prasad be and is hereby appointed as Managing Director of the Company with effect from 13th March, 2014 for a period of 5 years to be remunerated in the manner provided herein below:

- a) Salary of Rs. 2,00,000 per month.
- b) Commission on net profits as per the provisions of the Companies Act, 1956 at the rate to be determined by the Board of Directors from time to time.
- c) Fully furnished accommodation or House Rent Allowances at the rate of 60% of salary.
- d) Medical Reimbursement against submission of bills.
- e) Hospitalization Insurance
- f) Leave Travel Concession once in a calendar year upto Rs. 1,00,000/- per annum.
- g) A Company maintained Car with Driver for official and personal use. As and when needed. The valuation for personal use shall be as per Income Tax Rules.
- h) One mobile and one telephone at residence for official use, which will be available for his personal use also as and when needed. The Company shall recover expenditure on personal long distance calls.
- i) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- j) Gratuity at the rate not exceeding half a month's salary for each completed year of service.
- k) Encashment of leave at the end of the tenure.
- l) Reimbursement of Entertainment Expenses incurred in the ordinary course of business.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year, the remuneration as above shall be paid as minimum remuneration subject to the ceiling as prescribed in schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps as may be required to give effect to this resolution.

FURTHER RESOLVED THAT the remuneration committee and/ or the Board of Directors of the Company may revised the remuneration payable to Mr. Rajat Prasad from time to time at its discretion subject, however, to the overall limits laid down under schedule XIII read with other applicable provisions of the Companies Act, 1956 without further reference to the shareholders."

By Order of the Board of Directors


RAJAT PRASAD
MANAGING DIRECTOR

Place : New Delhi
Date : 15th December, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH NEED NOT BE A MEMBER OF THE COMPANY. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Members proxies should bring the attendance slip sent herewith duly filled in for attending the Annual General Meeting. Members are requested to bring their copy of Annual Report while attending the Annual General Meeting.
3. A Statement pursuant to sec 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto
4. The Register of Members and the Share Transfer books shall remain closed from 24.12.2014 to 31.12.2014 (both days Inclusive).
5. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the date of meeting, so as to enable the management to keep the information ready. Proxies should bring their copy of the Annual Report for reference at the meeting as also the attendance slip duly filled in for attending the meeting.
6. Members desirous of appointing their nominee for the shares held by them may apply in the nomination form (Form 2B) in duplicate. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
7. A Member receive an email from cs@rrfcl.com (for members whose Email IDs are registered with the Company's Registrar and Transfer Agent i.e. M/s Link Intime India Private Limited
8. **VOTING THROUGH ELECTRONIC MEANS:**
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 and Clause 35B of the Listing Agreement entered into with the stock exchange, the company is pleased to provide members facility to exercise their right to vote at the 27th AGM by electronic means. The Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating evoting to enable the shareholders to cast their votes electronically, E Voting is optional.

The instructions for e-voting are as follows:

- (1) Launch internet browser by typing the following URL: www.evotingindia.com.
- (2) Click on shareholders
- (3) Enter the login credentials as follows:

User - ID

For Members holding shares in Demat Form:-

- a) For CDSL : _ 16 digits beneficiary ID,
- b) For NSDL: _8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form
enter Folio Number registered with the Company

- (4) Next enter the Image Verification as displayed and Click on Login
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form | |
|---------------------|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▣ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▣ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field | |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format | |
| Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ▣ Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above | |

- (7) After entering these details appropriately, click on "SUBMIT" tab.
- (8) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the dematholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (9) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (11) Click on the EVSN for the relevant <RR FINANCIAL CONSULTANTS LIMITED> on which you choose to vote.
- (12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (17) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login And password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (18) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (19) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts
- (20) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained

II Other Instructions

- i) The evoting period commences on __24th__ December, 2014, 9:00 AM and ends on 26TH DECEMBER, 2014 6:00 PM. During this time members of the Company, holding shares either in physical form or in dematerialized form as on 28th November, 2014 may cast their vote electronically. The e-voting module shall be disabled by 26th December, 2014, 6:00 PM 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 cut off date, being 1:1
- iii) Ms. Shilpi Bhardwaj, Company Secretary in Practice has been appointed as a Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- iv) The scrutinizer shall within a period not exceeding three (3) working days from conclusion of the evoting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 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 along with the Scrutinizer Report(s) will be available on the website on the Company (www.rrfcl.com) and on CDSL's website (<https://evoting.cdslindia.com>) within two (2) days of passing of the resolutions at the AGM of the Company and communication at the same to the BSE Ltd.

By Order of the Board of Directors


RAJAT PRASAD
MANAGING DIRECTOR

Place : New Delhi
Date : 15th December, 2014

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 1956 in respect of the special business items

8. **MR. Rajat Prasad** was appointed as an Additional Director with effect from 12th March, 2014 after the approval of the Board of Directors as per the provisions of section 260 of the Companies Act, 1956. Thereafter, he was appointed as Managing Director of the Company w.e.f. 13th March, 2014

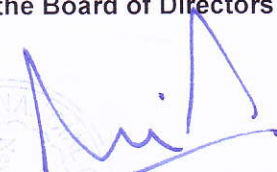
According to the provisions of section 260 of the Companies Act, 1956, he holds office director only upto the date of the Annual General meeting of the Company. The Board considers it desirable that the Company should continue to avail itself of his services as Director & Managing Director .

Therefore, The Board recommended regularizing his appointment as director of the company.

9. Pursuant to provisions of the Companies Act, 1956, Board approve the appointment of **Mr. Rajat Prasad** as Managing Director of the Company subject to subsequent shareholders approval with effect from 13th March, 2014 .

Therefore the board recommended the appointment & remuneration of **Mr. Rajat Prasad** as Managing Director of the Company in the Annual General Meeting.

By Order of the Board of Directors


RAJAT PRASAD
MANAGING DIRECTOR

Place: New Delhi
Date: 15th December, 2014