



**RR Financial  
Consultants Limited**

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**MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF M/S RR FINANCIAL CONSULTANTS LIMITED HELD ON WEDNESDAY, THE 31<sup>ST</sup> DAY OF DECEMBER, 2014 AT 9:30 A.M AT 13/24, VILLAGE DAULATPUR, NEW DELHI - 110043**

**Present:**

Ms. Deepti Grover	:	Company Secretary
Shareholders/Members in person	:	15
Proxies	:	4

**With a heavy heart, we inform you that Mr. Raghunandan Prasad, Chairman is no more with us. His Phenomenal contribution in the growth of RR Group will always remain in our heart.**

**Therefore, with a consent of members, Mr. Rajat Prasad, has become the Chairman of the Company.**

**Mr. Rajat Prasad, Chairman** of the Company presided over the meeting and addressed the shareholders. He suggested to treat the notice of the meeting as read and accepted, as the Annual Report has already been sent to shareholders.

Thereafter, he invited the members to raise queries which were clarified to their satisfaction & afterwards, Auditors' Report and other papers forming part of the Annual Report were taken as read with the permission of Shareholders.

Subsequently, he requested the Shareholders to propose the Resolution(s) /Agenda items.

As you know that this time Voting has been done as per provisions of section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of below mentioned resolution. According, the members who were present and not casted their vote electronically were asked to vote through ballot paper.

**Ms. Shilpi Bhardwaj**, who has been appointed as scrutinizer was also present and she presented the e voting results before the member. Finally, after considering evoting results as well as vote casted through ballot paper, following resolutions were passed;

**ITEM NO. 1: ADOPTION OF ANNUAL ACCOUNTS, REPORT OF DIRECTORS AND AUDITORS THEREON**

The Company Secretary took item No. 1 for the adoption by the members & read the resolution.

**“RESOLVED THAT** the Profit and Loss Account for the year ended 30<sup>th</sup> June, 2014 and the Balance Sheet as on that date, the Report of Directors and Auditors thereon alongwith the necessary documents required to be annexed or attached thereto as laid before the members at this meeting be and are hereby considered, approved and adopted.”

Resolution was passed by majority.

**ITEM NO. 2: APPOINTMENT OF MS. RITU PRASAD AS DIRECTOR IN PLACE OF LATE MR. RAGHUNANDAN PRASAD**

The Company Secretary took item No. 2 for the approval of the members & read the resolution.

**“RESOLVED THAT** Ms. Ritu Prasad, Casual Director who tenure expires on date of Annual General Meeting, and being eligible and offers himself for appointment, be and is hereby re-appointed as a Director of the Company.”

Thereafter the resolution was put to vote and was passed by majority.

**ITEM NO. 3: APPOINTMENT OF AUDITORS OF THE COMPANY**

The Company Secretary took item No. 3 for the approval of the members & read the resolution.

**“RESOLVED THAT** M/s Sandeep Ramesh Gupta & Co., Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as fixed by the Board of Directors, based on the recommendations of the Audit Committee.”

Eventually, the resolution was put to vote and was passed by majority.

**ITEM NO. 4: REGULARISATION OF APPOINTMENT OF MR. RAJAT PRASAD**

The Company Secretary took item No. 4 for the approval of the members & read the 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 161(1) of the companies Act, 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”.

Thereafter the resolution was put to vote and was passed by majority.

**ITEM NO. 5: Appointment of Mr. Rajat Prasad as Managing Director of the Company**

The Company Secretary took item No. 5 for the approval of the members & read the resolution

**RESOLVED** that 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 13<sup>th</sup> 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.”

Thereafter the resolution was put to vote and was passed by majority.

The meeting came to an end with a vote of thanks to the Chairman.

**Date:** 2<sup>nd</sup> January, 2015  
**Place:** New Delhi



**RAJAT PRASAD**  
**CHAIRMAN**

