

**RR Financial  
Consultants Limited**

Regd. Office : 412-422, Indraprakash Building  
21, Barakhamba Road, New Delhi-110001  
Tel. : +91-11-23352497  
+91-11-23354802  
CIN No. : L74899DL1986PLC023530  
Email Id : pamdr@rrfcl.com  
Website : www.rrfinance.com  
: www.rrfcl.com

**5<sup>TH</sup> September, 2017**

The Secretary,  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001

**Scrip code: 511626**

**Sub: Notice of 30<sup>th</sup> Annual General Meeting and Book Closure**

Dear Sir / Madam,

This is to inform you that the 30<sup>th</sup> Annual General Meeting of the company to be held on Friday 29<sup>th</sup> September, 2017 at 9.30 a.m. at 290, Gagan Vihar, New Delhi – 110051 to transact the ordinary and special business set out in the notice sent to all shareholders of the company on 5<sup>th</sup> September, 2017.

A copy of notice has been uploaded at the website of the company [www.rrfcl.com](http://www.rrfcl.com) and also enclosed herewith.

Pursuant to the provisions of section 91 of the Companies Act, 2013 and the applicable rules framed thereunder and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books for Equity shares of the company will remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of AGM.

Kindly take the above information for your record.

Thanking you  
Yours faithfully

**For R R Financial Consultants Limited**

For RR Financial Consultants Ltd.

Company Secretary

Farha Naaz  
Company Secretary  
M. No:- 36952



Place: New Delhi

**Registered Office: 412-422, 4<sup>TH</sup> Floor, Indraprakash Building, 21 Barakhamba Road  
New Delhi-110001**  
**CIN: L74899DL1986PLC023530, Ph. No: 011-23354802, Email Id: pamdrr@rrfcl.com**  
**Website: www.rrfcl.com**

## NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting (AGM)** of the members of **R R Financial Consultants Limited** will be held on the **day, 29<sup>th</sup> September 2017, Friday at 9:30 A.M at 290 Gagan Vihar, New Delhi - 110051**, 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 31<sup>st</sup> March, 2017, and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Ms. Ritu Prasad (DIN: 02341947), who retires by rotation at this Annual General meeting and being eligible, offer herself for re-appointment.
3. Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Manoj Garg & Associates, Chartered Accountants (Firm Registration No. 009684N), be and is hereby appointed as Auditors of the Company in place of the retiring auditor Sandeep Ramesh Gupta & Co., Chartered Accountants (Firm Registration No. 011984N), to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the thirty-fifth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS

4. 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 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 CAPITAL LIMITED/ RR CAPITAL 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 CAPITAL LIMITED/ RR CAPITAL 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.”

#### NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 & 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item No. 3 of the Notice, are also annexed.
2. **A member entitled to attend and vote at the annual general meeting (“the meeting”) 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.** Pursuant to the provisions of section 105 of the companies act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of the proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.
3. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
4. 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.
5. The Register of Members and the Share Transfer books shall remain closed from **23.09.2017 to 29.09.2017** (both days Inclusive).
6. Members desiring any information as regards accounts 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. Proxies should bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled in for attending the meeting.
7. 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.

8. 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**).

**9. 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 **Central Depository Services Limited (CDSL)**.
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper.
3. 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 **26<sup>th</sup> September, 2017 at 9AM** and ends on **28<sup>th</sup> September, 2017 at 6PM** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22<sup>nd</sup> September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) Launch internet browser by typing the following URL: [www.evotingindia.com](http://www.evotingindia.com).
- (3) Click on shareholders
- (4) Now Enter the login credentials as follows:

<b>User – ID</b>	<b>For Members holding shares in Demat Form:-</b>  <b>a) For CDSL : _ 16 digits beneficiary ID,</b> <b>b) For NSDL : _8 Character DP ID followed by 8 Digits Client ID,</b>  <b>Members holding shares in Physical Form enter Folio Number registered with the Company</b>
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- (5) Next enter the Image Verification as displayed and Click on Login
- (6) 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.



(7) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<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"> <li>• <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</b></li> </ul>
<b>DOB</b>	<p>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</p>
<b>BANK DETAILS</b>	<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"> <li>• 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</li> </ul>

(8) After entering these details appropriately, click on **“SUBMIT”** tab.

(9) 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 demat holders 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.

(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 (170829005) for the relevant **<R R 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, and 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 Shareholders should be mailed to helpdesk.evoting@cdslindia.com and on approval of the list 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 favor 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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

➤ **Other Instructions**

- i) The E-voting period commences on **26<sup>th</sup> September, 2017 at 9.00 AM** and ends on **28<sup>th</sup> September, 2017 at 6.00 PM** During this time Members of the Company, holding shares either in physical form or in dematerialized form as on **22<sup>nd</sup> September, 2017** may cast their vote electronically. The e-voting module shall be disabled by **28<sup>th</sup> September, 2017 at 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 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 Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- v) 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.
- vi) 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.
- vii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.rrfcl.com](http://www.rrfcl.com)) and on the CDSL's website (<https://evoting.cdslindia.com>) 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 RE-APPOINTMENT/APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015:**

Particulars	<b>Ms. Ritu Prasad</b>
Date of Birth	<b>21.02.1969</b>
Qualification	<b>MBA</b>
Date of Joining the Board	<b>07.12.2014</b>
Profile of Director	<b>Non Executive Women Director</b>
Directorship held in other Companies (excluding section 8 Companies)	<b>19</b>
Memberships/Chairmanships of committees of other companies	<b>-</b>
Number of shares held in the Company	<b>120400</b>

## ANNEXURE TO NOTICE OF 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. 3 & 4 of the accompanying Notice.

### **Item No. 3**

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an auditor for more than two terms of five consecutive years. In view of the above, M/s Sandeep Ramesh Gupta & Co. can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 30, 2017, proposed the appointment of M/S Manoj garg & Associates, Chartered Accountants (Firm Registration No. 009684N), as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the thirty-fifth AGM to be held in the year 2022.

M/S Manoj garg & Associates have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

### **Item No. 4**

The Board of Directors of the Company in its meeting held on 11<sup>th</sup> June 2017 decided to change the name of the Company from “**R R FINANCIAL CONSULTANTS LIMITED** to **RR FINANCE CAPITAL LIMITED /RR CAPITAL 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.

**For and on behalf of the Board**

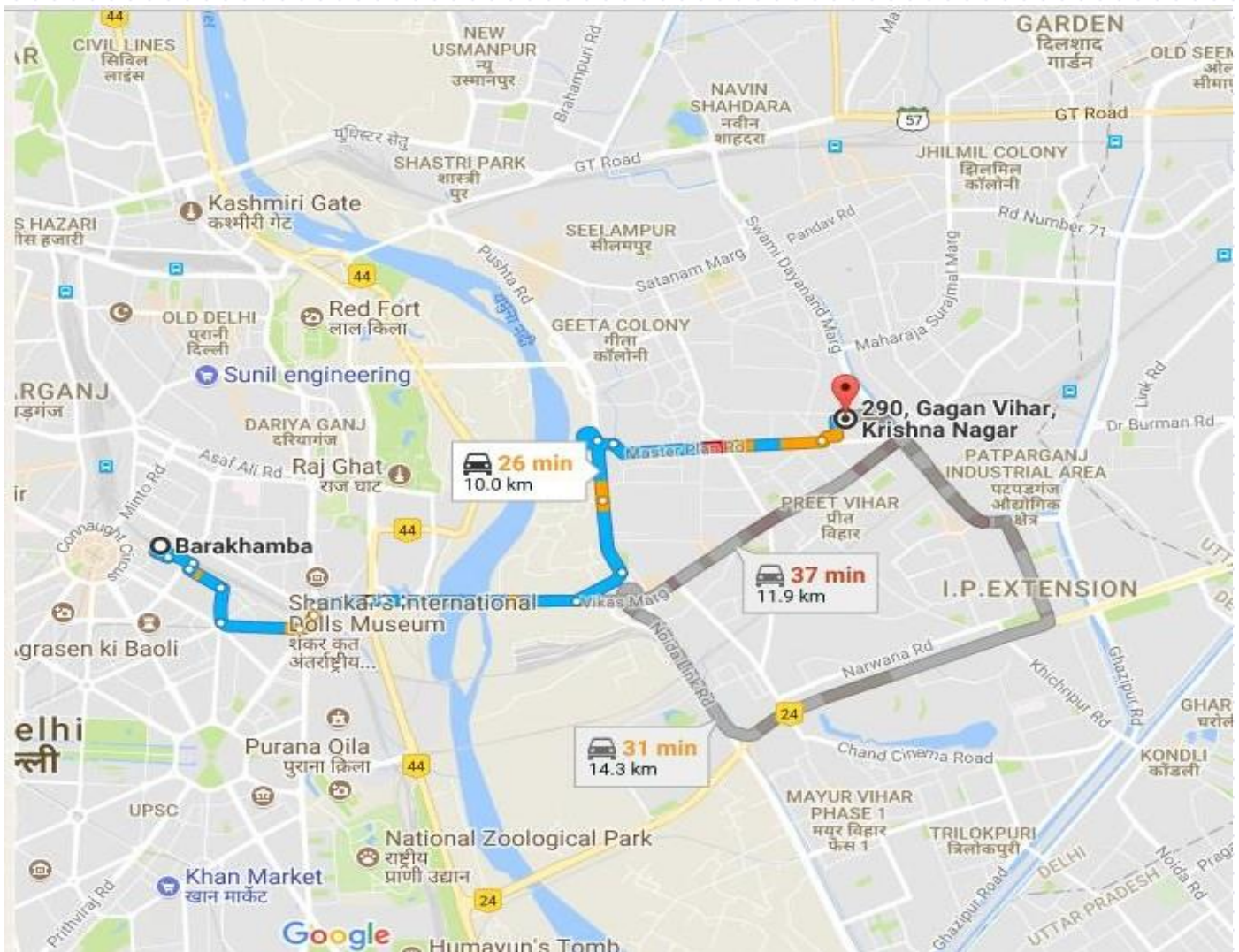
**Date : 04<sup>th</sup> September, 2017**  
**Place : New Delhi**

**RAJAT PRASAD**  
**MANAGING DIRECTOR**  
**IN: 00062612**



**VENUE OF AGM**

<p>30<sup>th</sup> Annual General Meeting</p>	<p>Day : Friday                  Date : 30<sup>th</sup> September, 2017                  Time : 9:30AM                  Venue : 290 Gagan Vihar, New Delhi - 110051</p>
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**R R Financial Consultants Limited**

**Registered Office: 412-422, 4<sup>TH</sup> Floor, Indraprakash Building, 21 Barakhamba Road  
New Delhi-110001**

**CIN: L74899DL1986PLC023530, Ph. No: 011-23354802, Email Id: pamdrr@rrfcl.com**

**Website: [www.rrfcl.com](http://www.rrfcl.com)**

**PROXY FORM**

Name of the member(s) :
Registered Address :
E-mail Id :
Folio No./ DP ID-Client ID No. :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1) Name :.....Address :.....  
.....

Email Id .....Signature :.....

1) Name :.....Address :.....  
.....

Email Id :.....Signature :.....

2) Name :.....Address :.....  
.....

Email Id :.....Signature :.....

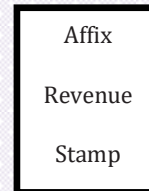
as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **Thirtieth Ninth Annual General Meeting** of the Company, to be held on **29<sup>th</sup> September 2017, Friday at 9:30 A.M at 290 Gagan Vihar, New Delhi - 110051** and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2.	To appoint a director in place of Ms. Ritu Prasad (DIN: 02341947), who retires from office by rotation and being eligible, offers himself for re- appointment.
3.	Appointment of M/s Manoj garg & Associates , Chartered Accountants as Statutory Auditors of the Company
<b>Special Business</b>	
4.	To consider and if thought fit to pass Special Resolution for change in name of the company.

Signed this.....day of.....2017

Signature of Shareholder : .....

Signature of Proxy holder : .....



**NOTE :**

1.This form of Proxy, in order to be effective, should be deposited duly completed at the Registered Office of the Company, at 412-422, 4<sup>th</sup> Floor, Indraprakash Building, 21 Barakhamba Road, New Delhi - 110001 not less than Forty-Eight (48) Hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the **Thirtieth** AGM.



**R R Financial Consultants Limited**

**Registered Office:** 412-422, 4<sup>TH</sup> Floor, Indraprakash Building, 21 Barakhamba Road  
New Delhi-110001

**CIN:** L74899DL1986PLC023530, **Ph. No:** 011-23354802, **Email Id:** pamdrr@rrfcl.com

**Website:** [www.rrfcl.com](http://www.rrfcl.com)

**ATTENDANCE SLIP**

(Particulars to be completed by Member/Proxy)

Name of Member :

.....  
.....

(In Block Letters):

Folio Number/DP. Id\*/CLIENT Id\*:

.....  
.....

No. of Shares held:

.....  
.....

Name of Proxy, if attending for Member:

.....  
.....

(in Block Letters)

I hereby record my presence at the **Thirtieth Annual General Meeting** of the Company, to be held on **29<sup>th</sup> September 2017, Friday at 9:30 A.M at 290 Gagan Vihar, New Delhi - 110051.**

.....

Member's/Proxy's Signature\*\*

To be signed at the time of handing over the slip.

\*\*Applicable if shares are held in electronic form

**MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE MEETING. NO COPY OF THE REPORT WILL BE DISTRIBUTED AT THE MEETING.**