RR Financial
Consultants Limited
Regd. Office : 412-422, Indraprakash Building
21, Barakhambha Road,
New Delhi-110001
Tel. : 01144441111
CIN No. : L74899DL1986PLC023530
Email Id : pamdrr@rrfcl.com
Website : www.rrfinance.com
www.rrfcl.com

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

Date: 18.09.2025

Ref: Our letter dated September 07th, 2025 & Scrip Code: 511626

Sub: Addendum to the Notice of 38th Annual General Meeting of the Company to be held on September 30th, 2025.

Dear Sir/Madam,

Please refer to our letter dated September 07th 2025, submitting Notice of the 38th Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, September 30th, 2025 at 12.30 P.M. The Board of Directors have decided to add resolution no. 7 in the Notice of 38th AGM relating to appointment of Secretarial Auditor in terms of **Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD–PoD– 2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

All other resolutions as proposed in the Notice for 38th AGM along with the explanatory statements and notes shall remain unaffected. Please refer to the addendum enclosed for further details as available on the website of the Company at www.rrfcl.com .

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
Digitally signed by Rajat Prasad
Date: 2025.09.18 17:32:21 +05'30'

Rajat Prasad
Managing Director
DIN: 00062612

Encl: as above

ADDENDUM TO THE NOTICE OF THE 38TH ANNUAL GENERAL MEETING (AGM)

7. Appointment of Secretarial Auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of **M/s Sudhir Arya & Associates, Practicing Company Secretaries (COP No: 8391 Peer Review Certificate No: 2675/2022)** as the Secretarial Auditors of the Company for a period of five (5) years, commencing on April 01, 2025 until March 31, 2030 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report, on such remuneration as set out in the Explanatory Statement annexed to the Notice of the AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

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."

For and on behalf of the Board

sd/-
Rajat Prasad
Managing Director

Date: 18.09.2025
Place: New Delhi

ANNEXURE TO NOTICE OF 38TH 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 No. 7of the accompanying Notice.

ITEM NO. 7 APPOINTMENT OF SECRETARIAL AUDITOR:

Securities and Exchange Board of India (“SEBI”) vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, has amended Regulation 24A of SEBI Listing Regulations. As per the said amendment to Regulation 24A of the SEBI Listing Regulations, which came into effect from 01 April 2025, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31st March, 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the SEBI Listing Regulations.

Pursuant to the above requirement, the Board at its meeting held on 05th August 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of **“M/s Sudhir Arya & Associates, Practicing Company Secretaries (COP No: 8391 Peer Review Certificate No: 2675/2022)** as Secretarial Auditors of the Company for a period of five consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD–PoD– 2/CIR/P/ 2024/185 dated December 31, 2024 (“SEBI Circular”) read with provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The appointment is subject to shareholders’ approval at the AGM.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., **M/s Sudhir Arya & Associates,** has been recommended to be appointed as the Secretarial Auditor of the Company.

There is no material change in the terms of the remuneration paid to the Secretarial Auditor of the Company. The remuneration will be mutually decided between the Board of Directors and the Secretarial Auditor.

The Company has received written consent from **M/s Sudhir Arya & Associates** and a certificate that he satisfies the qualification criteria provided under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (“SEBI Circular”) and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, SEBI Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard.

The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. He has further confirmed that he is eligible for the proposed appointment as Secretarial Auditor of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular. While recommending **M/s Sudhir Arya & Associates** for appointment, the Board and the Audit Committee evaluated various factors, including her capability to handle a diverse and complex business environment, its existing experience in the Company’s business segments, its industry standing, the clientele it serves, and its technical expertise. **M/s Sudhir Arya & Associates** was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, approval of the shareholders is sought for appointment of **M/s Sudhir Arya & Associates** as the Secretarial Auditors of the Company for the period of 5 years commencing from 1st April 2025.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members.

For and on behalf of the Board

sd/-
Rajat Prasad
Managing Director

Date: 18.09.2025
Place: New Delhi