



R. R. SECURITIES LIMITED

203, Supath Apartment,
Near Vijay Char Rasta,
Navrangpura, Ahmedabad-380009.

OUR COMPANY'S CIN REGISTRATION NUMBER IS L65910GJ1993PLC020169

RRSL/LIST/ASE-BSE/CL34-FORM A/2015-16

DATE: 06th October, 2016.

To
Sr.General Manager & Company Secy.
Listing Department,
The Stock Exchange, Ahmedabad.
1st Floor, Kamdhenu Complex,
Near Panjara Pole, Ambawadi,
Opp. Sahajanand College,
Ahmedabad – 380 015.

To
Deputy General Manager,
Department of Corporate Services,,
The Stock Exchange, Mumbai,
1st Floor, Rotunda Bldg.,
Adjacent to P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sirs,

Sub: Submission of Form-A with the Annual Report for the year 2015-16.

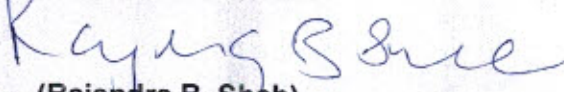
Ref: Compliance to Regulation 34 of SEBI (LODR),2015

With reference to above subject, we are sending here with Form A along with **6 Copies** of Audited Balance sheet of our company for Financial Year 2015-16 along with Cash Flow Statement in Compliance to SEBI (LODR),2015 for the year ended 2015-16 as per requirements of the Listing Agreement.

Please find the same in order and acknowledge receipt.

Thanking you, we remain,

Yours faithfully,
FOR R R SECURITIES LIMITED


(Rajendra B. Shah)
Director & Compliance Officer

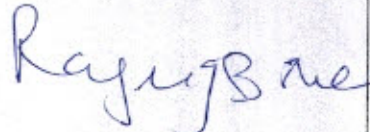
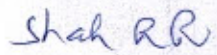
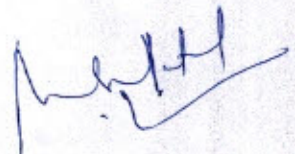
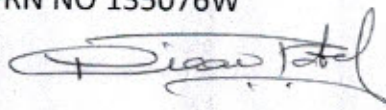


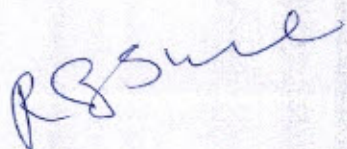
R. R. SECURITIES LIMITED

203, Supath Apartment,
Near Vijay Char Rasta,
Navrangpura, Ahmedabad-380009.

OUR COMPANY'S CIN REGISTRATION NUMBER IS L65910GJ1993PLC020169

FORM A

| No. | Particulars | Details |
|-----|--|--|
| 1. | Name of the Company | R R Securities Limited |
| 2. | Annual standalone financial statements for the year ended | 31 st March, 2016 |
| 3. | Type of Audit observation | Not Applicable |
| 4. | Frequency of observation | Not Applicable |
| 5. | To be signed by: <ul style="list-style-type: none">• Director• Chief Financial Officer• Audit Committee Chairman• Auditors of the Company | <p>Mr. Rajendra B Shah </p> <p>Mrs. Rita R Shah </p> <p>Mr. Manish G Patel </p> <p>For, Nirav A. Patel & Associates FRN NO 135076W  Mr Nirav Patel Proprietor MEMBERSHIP NO. 151282</p> |



R. R. SECURITIES LIMITED

COMPANY REGISTRATION NO: 04-20169

CIN NO: L65910GJ1993PLC020169

**23RD ANNUAL REPORT OF
R R SECURITIES LIMITED
FOR THE YEAR 31/03/2016**

REGISTERED OFFICE: 203, SUPATH APARTMENT,
NEAR VIJAY CROSS ROAD,
NAVRANGPURA,
AHMEDABAD-380009

E-MAIL: rrsl1994@yahoo.com

NOTE TO THE SHAREHOLDERS

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting, Shareholders are requested to kindly bring their copies to the meeting

TWENTY THIRD ANNUAL GENERAL MEETING PROGRAMME

DATE : 30TH SEPTEMBER 2016

DAY : FRIDAY

TIME : 11.30 A.M.

VENUE : 203, SUPATH APARTMENT,
VIJAY CHAR RASTA,
NAVRANGPURA,
AHMEDABAD- 380009

CONTENTS:

- 1) Board of Directors and Other Information.
- 2) Notice.
- 3) Directors' Report and Corporate Governance Report.
- 4) Secretarial Audit Certificate in FORM MR -3.
- 5) Auditors' Report.
- 6) Balance Sheet.
- 7) Profit & Loss Account.
- 8) Schedules to Balance sheet & Profit Loss Account
- 9) Notes to the Accounts.
- 10) Balance Sheet Abstract & Company's General Business Profile.
- 11) Cash Flow Statement pursuant to Clause 32 of the Listing Agreement
- 12) Auditors Report to Cash Flow Statement.
- 13) Attendance Sheet & Proxy Form.

BOARD OF DIRECTORS

| | |
|------------------------------|--------------------------------|
| Shri Rajendra B. Shah | Chairman & Whole-Time Director |
| Smt. Rita R. Shah | Managing Director |
| Shri Ajitsinh. K. Chavda. | Director |
| Shri Manish Girishbhai Patel | Director |

COMPANY LAW CONSULTANT

M/s Kamlesh M. Shah & Co.,
Company Secretaries,
801 – A, Mahalay Building,
Opp. Hotel President,
Off. C.G. Road,
Ahmedabad – 380 009

BANKERS OF THE COMPANY

The Jammu & Kashmir Bank Ltd
Ground Floor, Pareseema Annexe,
C.G.Road. Ahmedabad

Kalupur Commercial Co.op.Bank Limited
Memnagar Branch, Ahmedabad.

IDBI BANK LIMITED

Off: C. G Road, Ahmedabad-380009

STATUTORY AUDITORS

M/S Nirav A. Patel & Associates
Chartered Accountants
Ahmedabad

LISTING AT

AHMEDABAD

The Stock Exchange Ahmedabad
Kamdhenu Complex,
Nr. Panjarapole,
Ambawadi, Ahmedabad 380 015

MUMBAI

The Stock Exchange Mumbai
P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

REGISTERED OFFICE

203, Supath Apartment,
Vijay Char Rasta, Navrangpura
Ahmedabad- 380 009

COMPLIANCE OFFICER

Rajendra. B. Shah.
203, Supath Vijay Char Rasta.

Navrangpura,
Ahmedabad 380 009

R.R. SECURITIES LIMITED

CIN: L65910GJ1993PLC020169

NOTICE

NOTICE is hereby given to the Members of the **R.R. SECURITIES LIMITED** that 23rd Annual General Meeting of the Members of the Company will be held on FRIDAY, the 30th September, 2016 at 11.30 A.M. at the Registered Office of the Company at 203, Supath Apartment, Near Vijay Char Rasta, Navrangpura, Ahmedabad: 380 009 to transact the following business :

ORDINARY BUSINESS

(1) To Receive, Consider, Approve and Adopt the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31/03/2016, the Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.

(2) To Appoint a Managing Director in place of Mr. Rajendra Babulal Shah who retires by rotation and being eligible offers himself for reappointment.

(3) To Consider and if thought fit to pass with or without modification following Resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to provisions of Section 139 (1) and other applicable provisions of the Companies Act 2013 (Corresponding provisions of Section 224(1B) of the Companies Act 1956) read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules 2014 as in force, the consent of the members of the Company be and is hereby accorded to the Appointment of M/s. Nirav A Patel & Associates, a firm of Chartered Accountants (CA FIRM Registration Number: 135076W and CA Member No: 151282), as Statutory Auditors of the Company for the next financial year i.e. for the financial years 2016-17 and to fix their remuneration as per section 139(2) of the Companies Act 2013.

DATE : 30th May, 2016
PLACE: AHMEDABAD.

BY ORDER OF THE BOARD OF DIRECTORS
OF R.R. SECURITIES LIMITED

SD/-
(RAJENDRA B. SHAH)
CHAIRMAN AND WHOLE-TIME DIRECTOR

The Register of Members of the Company will remain closed from 23/09/2016 TO 30/09/2016 (both days inclusive)

NOTES:

- 1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- 3) **A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.** A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) The Register of members and share transfer books of the Company shall remain closed from 23/09/2016 TO 30/09/2016 (Both days inclusive) as per the provisions of section 154 of the Companies Act 1956 and the provisions of the Clause 16 of the Listing Agreement.
- 5) Members desiring any information on accounts are requested to write to the Company 7 days before the meeting to enable the management to keep the information ready Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, LINK INTIME INDIA (P) LIMITED. Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
- 6) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 8) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company
- 9) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.rrsecurities.com and may be accessed by the members.
- 10) Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
- 11) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Instructions for e-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" i.e. **R R SECURITIES LIMITED** from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 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# | <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> |
| Dividend 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 Dividend 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. |
|--|---|

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. The R R SECURITIES LIMITED, on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.

General Instructions:

- a. **The voting period begins on 27th September 2016 at 9.00 a.m. and ends on 29th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The EVSN number for e.voting generated on the website www.evotingindia.com is 160908043.**
- b. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- c. Mr. Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- d. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- e. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rrecurities.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the ASE and BSE Limited

INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 23RD ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

| | |
|--|---|
| Particulars | Mr. Rajendra Babulal Shah |
| Director Identification Number. | 00394384 |
| Date of Birth. | 27/08/1960 |
| Age. | 56 Years |
| Educational Qualification | Company Secretary |
| Experience (No. of Years) | 26 Years |
| Business field in which Experience. | Edible oil manufacturing and Marketing, Real Estate Development |
| Date of Appointment as Director in the Company. | 10/09/1993 |
| Directorship held in any other Company. | R B Shah Projects Private Limited, Aakash Agri Industries Limited, Shree Proteins Private Limited |
| Member of any Committees of the Directors in the Company. | Remuneration Committee, Audit Committee, Stakeholders Relation Committee |
| Member of any committees of the Directors in other Companies with names of the Company. | N.A. |
| Member of any Trade Association/ Charitable Organization/ NGOs etc. | N.A. |

R. R. SECURITIES LIMITED

DIRECTOR'S REPORT

To,
The Members,
R.R. SECURITIES LIMITED.

Dear Shareholders,

Your Directors have pleasure in presenting herewith the 23rd Audited Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2016.

FINANCIAL HIGHLIGHTS

During the financial year 2015-16, the financial operational result of the Company is as follows:
(Amount in Rs)

| Particulars | For the year ended on 31st March, 2016 | For the year ended on 31st March, 2015 |
|-------------------------------------|---|---|
| Total Income. | 11,19,780 | 3,179,208 |
| Total Expenses. | 7,17,438 | 13,94,388 |
| Exceptional Items | 0 | 91,407 |
| Profit Before Tax. | 4,02,342 | 1,693,413 |
| Depreciation. | 98,862 | 98,861 |
| Provision for Tax. | 1,10,000 | 560,000 |
| Differed Tax (Assets) Liability. | (21,325) | (42,348) |
| Fringe Benefit Tax | NIL | NIL |
| Excess Provision of IT Written Back | NIL | NIL |
| Net Profit/(Loss) for the Year | 3,13,667 | 1,384,747 |

SHARE CAPITAL STRUCTURE

There was no change in Number of shares and value of shares in the Authorized, Issued, Subscribed and Paid up Share Capital Structure of the Company.

DIVIDEND

During the year under review the directors have not recommended any Dividend to be paid in order to strengthen the long term resources of the Company.

TRANSFER OF UNPAID/UNCLAIMED DIVIDEND

The Company does not have any amount of Unpaid/Unclaimed Dividend which is required to be transferred to the Investors Education & Protection fund as required under Section 205(C) of the Companies Act 1956. There are no other statutory amount like outstanding unpaid Refund Amount on Share Applications, unpaid interests or principal of Deposits and Debentures etc lying with the company which are required to be transferred to Investors Education and Protection Fund.

YEAR UNDER REVIEW

During the year under review your company had earned a total income of Rs. 11, 19,780 /- (Previous Year Rs. 31, 79,208/-). After meeting with the day to day and total expenses of Rs. 7,17,438/- (Previous year of Rs. 13,94,388/-), Provisions of Depreciation of Rs. 98,862/- (Previous year Rs. 98,861 /-), Provision of Income Tax Rs. 1,10,000/- (Previous year Rs. 5,60,000 /-), Deferred Tax Liability Rs.(21,325) /- (Previous Year of Rs (42,348 /-), Fringe Benefit Tax of Rs. NIL(Previous year Rs. NIL /-) the company has earned a net Profit for the year of Rs. 3,13,667/- (Previous year Net Profit of Rs. 13,84,747 /-).

BUY BACK OF SHARE CAPITAL

The Company had not made any Buy Back of its paid up equity shares during the year in terms of section 77A, 77AA and 77B of the Companies Act 1956. Hence no specific disclosure is required to be made in this report

DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not made any inter corporate loans, investments, given any corporate guarantee to any other body corporate, subsidiary, associate or any other company.

DEPOSITS

During the year under review your company has neither invited nor accepted any public deposit or deposits from the public as defined under section 73(1) of Companies Act 2013 (section 58A of Companies Act, 1956).

COMPLIANCE TO CODE OF CORPORATE GOVERNANCE:

The Complete Report on Corporate Governance is given separately after this report.

DEMATERIALISATION OF SECURITIES:

Your Company's Equity shares are admitted in the System of Dematerialization by both the Depositories namely NSDL and CDSL. The Company has signed tripartite Agreement through Registrar and Share Transfer Agent LINK INTIME INDIA (P) LIMITED. The Investors are advised to take advantage of timely dematerialization of their securities. The ISIN allotted to your Company is INE 474 H 01014. Total Share dematerialized up to 31st March 2016 were **1, 35,400** which **constitute 4.49% of total capital**. Your Directors request all the shareholders to dematerialize their shareholding in the company as early as possible.

COMPLIANCE WITH THE LISTING AGREEMENT:

The company is regular in making timely compliance of all the applicable clauses of the Listing Agreement from time to time whether it is event based compliance or time bound compliance of monthly, quarterly, half yearly or yearly compliances. Your Company has already paid Annual Listing fees of the Bombay stock exchange Limited and Ahmedabad Stock Exchange for and up to the financial year 2016-17. The highest, lowest, average

prices recorded on the Bombay Stock Exchange on every month of the financial year 2015-16 including the volume in shares traded is separately given in other information para of Corporate Governance report attached here to. During the year your company has neither issued any shares or stock options or ESOPs or other employee benefits.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's discussion and perceptions on existing business, future outlook of the industry, future expansion and diversification plans of the Company and future course of action for the development of the Company are fully explained in a separate Para in Corporate Governance Report.

DIRECTORS

Mr. Rajendra. Babulal. Shah, Chairman and Whole time director of the Company retires by rotation as per provisions of the Act at this Annual General Meeting. However being eligible offers himself for reappointment. Your Directors recommend appointing him by passing resolutions.

The Company has received declarations from Mr. Ajitsinh K. Chavda and Mr. Manish G. Patel, the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges. Members are requested to refer to the Notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors and the period of their appointment. The Board recommends the passing of the Resolutions at Item No. 4 (2), (3) of the Annual General Meeting Notice.

Managing Director

Mrs. Rita R. Shah is the Managing Director of the Company. Because of the Company's bad financial position she is not taking any managerial Remuneration.

Formation of Audit Committee in Compliance to Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR),2015 on Corporate Governance

In Compliance with the provisions of Section 177 of the Companies Act 2013 your company has formed an Audit Committee within the Organization consisting of 3 independent directors. An Internal Auditors have been appointed as Advisors in their professional capacity on this committee. The area of operations and functional responsibilities assigned to the committee are as per the guidelines provided in Regulation 18 of the SEBI (LODR),2015 for implementation of code of corporate governance. The Committee meets at least once in a quarter and gives its report of each meeting to the Board for its approval, record and information purposes. The detail of powers, responsibilities and system of functioning of this committee is given in report on Corporate Governance forming part of this report.

STATUTORY INFORMATION

The Information required to be disclosed in the report of the Board of Directors as per the provisions of Section 134 of the Companies Act-2013 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 regarding the conservation of energy; technology absorption, foreign exchange earnings

and outgo are not applicable to the company. As Company is not manufacturing any product or providing any services.

MATERIAL CHANGES

Except the information given in this report there are no material changes have taken place after completion of the financial year up to the date of this report which may have substantial effect on business and finances of the company.

EMPLOYEES

There are no employees of the company who were in receipt of the remuneration of Rs.1.20 Cr.in the aggregate if employed for the year and in receipt of the monthly remuneration of Rs. 8,00,000/- in the aggregate if employed for a part of the year under review. Hence the information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as amended being not applicable is not given in this report.

PARTICULARS OF THE EMPLOYEES

Particulars of the employees as required under provisions of section 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are not attached with this report since there was no employee who was in receipt of remuneration in excess of limits prescribed under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

DISCLOUSER AS PER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014

i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

| | |
|-----------------------------------|-----|
| Total Remuneration expenses: | NIL |
| Managerial Remuneration Expenses: | NIL |
| Other employees Remuneration: | NIL |

ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:

No remuneration is increased for Managing Director, CFO, CEO, CS or Manager.

iii) The percentage increase in the median remuneration of employees in the financial year

During the year there was no increase in remuneration of any employees during the financial year.

iv) The number of permanent employees on the rolls of company; 1 (One)

v) The explanation on the relationship between average increase in remuneration and company performance;

No Increase of remuneration if any is only due to Inflationary expenses. So there is no any direct relationship between the average increase in remuneration and company's performance.

vi) Comparison of the remuneration of the Key managerial personnel against the performance of the company ;

The KMP i.e. Managing Director is not paid any managerial Remuneration. Hence, his remuneration is not comparable inter company, intra company or inter industry as a whole.

vii) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

Closing Market Price of shares of Company as on 31/03/2015: Rs.2.64/-
Closing Market Price of shares of Company as on 31/03/2016: -No Trade
Earnings Per share for the financial year ended on 31/03/2015:Rs.0.46/-
Earnings per share for the financial year ended on 31/03/2016: Rs.0.10 /-

As the Company EPS is very minimal, the PE Ratio is Minimum.

viii) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration ;

NOT APPLICABLE as there was no increase in Remuneration of any employees of the company or the Managerial Personnel of the Company.

ix) Comparison of the each remuneration of the key managerial personnel against the performance of the company: Not Comparable.

x) The key parameters for any variable component of remuneration availed by the directors;
NOT APPLICABLE.

xi) The ratio of the remuneration of the highest paid director to the of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and No employee is receiving remuneration in excess or higher than the remuneration of Director or Key Managerial Personnel.

xii) Affirmation that the remuneration is as per the remuneration policy of the company.

All remuneration of the Employees and directors are decided by Nomination & Remuneration Committee and by the Board of Directors within the organization.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of Companies Act, 2013 (Section, 217(2AA) of the Companies Act, 1956) your Directors declare that:

i) In preparation of the annual accounts, ***as far as possible and except to the extent if any accounting standards mentioned by the auditors in their report as not complied with***, all other applicable accounting standards had been followed along with proper explanation relating to material departures;

- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are responsible 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 after the profit or loss of the company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of the 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;
- iv) The Directors had prepared the annual accounts on a going concern basis.
- v) The Directors, in the case of listed company, had laid down internal financial control to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The Director had devised proper system to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION AS TO INDEPENDENT DIRECTORS: (Pursuant to Provisions of section 149(6) of the Companies Act 2013).

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
 - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
 - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
 - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
 - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR
 - (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its

holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR

- (v) Who possesses such other qualifications as may be prescribed.

DECLARATION BY BOARD AS PER REQUIREMENT OF SECTION 178

In compliance with Section 178 (1) as also in compliance with SEBI (LODR),2015 Regulations, the Board of Directors does hereby declare that:

- a. The Company has proper constitution of the Board of Directors including independent directors in proportion as per requirement of SEBI (LODR),2015 Regulations. However, the Company is still in process for appointing a suitable person as woman director as required under Section 149 of the Companies Act, 2013 as well as the CEO and Company Secretary in Job.
- b. The Company has constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee as per requirements of the SEBI (LODR),2015 Regulations and provisions of the Companies Act 2013.
- c. The Company has the policy for selection and appointment of independent directors who are persons of reputation in the society, have adequate educational qualification, sufficient business experience and have integrity & loyalty towards their duties.
- d. The Company does not pay any managerial remuneration to its Managing Directors and Directors because of Company's weak financial position.
- e. The Independent Directors are not paid any sitting fee for attending Board and other committee meetings as decided by the Board from time to time.
- f. The Company is not paying any commission on net profits to any directors.

AUDITORS

STATUTORY AUDITOR

M/S. NIRAV A PATEL & ASSOCIATES, present Statutory Auditors of the company have given their letter of consent and confirmation under provisions of Section 139(1) of Companies Act, 2013 read with Rule 4 and 6 of The Companies (Audit and Auditors) Rules, 2014 (Section 224(1B) of the Companies Act, 1956) for reappointment as Statutory Auditors of the Company for the next Financial year i.e.2016-2017. Necessary Resolution making their appointment as the Statutory Auditors and fixing their remuneration is proposed to be passed at the Annual General Meeting.

INTERNAL AUDITORS

The company is in process of appointing an independent Chartered Accountant to act as an Internal Auditor as per suggestion of auditors in order to strengthen the internal control system for the Company. However, as in the company during the previous financial year, there were no much financial transactions or trading business activities, looking to the size of the company and its business operations and transactions, the matter is being discussed with the statutory auditors on making of compliance with this requirements.

SECRETARIAL AUDITOR

The Company has appointed M/s. KAMLESH SHAH & SHAH CO. as the secretarial auditor for the financial year 2015-16. They have given their report in the prescribed form MR-3 which is annexed to this report as an ANNEXURE.

OBSERVATION OF THE SECRETARIAL AUDITOR

- The Chief Financial Officer [CFO] is yet to be appointed as per requirement of Section 196,197,203(1) read with rule 8 of Companies (Appointment and remuneration of Managerial Personnel) rules 2014.***

AUDITORS OBSERVATION

There are no adverse observations made by the Auditors in their report. However notes to the Accounts to itself are clarificatory and self explanatory in the nature.

APPRECIATION

Your Directors take this opportunity to acknowledge the trust reposed in your company by its Shareholders, Bankers and clients. Your Directors also keenly appreciate the dedication & Commitment of all our employees, without which the continuing progress of the company would not have been possible.

**Place: Ahmedabad.
Date: 30th May, 2016**

**On Behalf of the Board of Directors
of R.R. SECURITIES LIMITED**

**SD/-
(RAJENDRA B. SHAH)
Chairman and Whole-Time Director**

| | | | | | | | | | |
|---|----------|--------------|--------------|-------------|----------|--------------|--------------|-------------|----------|
| a) Individual/ HUF | 0 | 41200 | 41200 | 1.37 | 0 | 41200 | 41200 | 1.37 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total (A) (1) | 0 | 41200 | 41200 | 1.37 | 0 | 41200 | 41200 | 1.37 | 0 |
| (2) Foreign | | | | | | | | | |
| a) NRI- Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks. FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 0 | 41200 | 41200 | 1.37 | 0 | 41200 | 41200 | 1.37 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non-Institution | | | | | | | | | |
| a) Bodies Corp. | 7900 | 827200 | 835100 | 27.67 | 3900 | 827100 | 831000 | 27.53 | -0.14 |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.2 lakh | 122800 | 1674600 | 1797400 | 59.55 | 123200 | 1753800 | 1877000 | 62.19 | 2.64 |

| | | | | | | | | | |
|---|---------------|----------------|----------------|--------------|---------------|----------------|----------------|--------------|--------------|
| ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh | 0 | 344400 | 344400 | 11.41 | 0 | 260600 | 260600 | 8.63 | -2.78 |
| c) Others (specify) | 0 | 0 | 0 | 0 | 8300 | 0 | 8300 | 0 | 0 |
| Non Resident Indians | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Overseas Corporat Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Clearing Members | 100 | 0 | 100 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(2):- | 130700 | 2846200 | 2976900 | 98.63 | 135400 | 2841500 | 2976900 | 98.35 | -0.28 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 130700 | 2846200 | 2976900 | 98.62 | 135400 | 2841500 | 2976900 | 98.35 | |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 130700 | 2887400 | 3018100 | 100 | 135400 | 2841500 | 3018100 | 100 | 0 |

(ii) Shareholding of promoters

| SN | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|----|--------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total share | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | |
| 1 | Rajendra B. Shah | 20700 | 0.69 | 0 | 20700 | 0.69 | 0 | 0 |
| 2 | Rita R. Shah | 20500 | 0.69 | 0 | 20500 | 0.68 | 0 | 0 |
| | | | | | | | | |
| | Total | 41200 | 1.37 | 0 | 41200 | 1.37 | 0 | 0 |

(iii) Change in Promoter's Shareholding (Please Specify, if there is No Change)

NO CHANGE

| SN | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----|---|---|----------------------------------|---|----------------------------------|
| | | No. of share | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | | | | |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | At the end of the year | | | | |

(iv) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs)

| | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----|------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Akash Agro Industries Ltd. | 749900 | 24.85 | 749900 | 24.85 |
| 2 | Manisha H. Vora | 97500 | 3.23 | 97500 | 3.23 |
| 3 | Saryubala H. Vora | 63700 | 2.11 | 63700 | 2.11 |
| 4 | Osiajee Housing Finance Ltd. | 47400 | 1.57 | 47400 | 1.57 |
| 5 | Kamlesh Shankarlal | 40300 | 1.34 | 40000 | 1.33 |
| 6 | Parul Harshad Shah | 31600 | 1.05 | 31600 | 1.05 |
| 7 | Kamlaben Babulal Shah | 28000 | 0.9277 | 28000 | 0.9277 |
| 8 | Dinesh V Shah | 14300 | 0.4738 | 14300 | 0.4738 |
| 9 | Navin V. Shah | 13100 | 0.4340 | 13100 | 0.4340 |
| 10 | Rajni V Shah | 12300 | 0.4075 | 12300 | 0.4075 |

(V) Shareholding of directors and key managerial personnel:

| 1 | Rita R. Shah, Managing Director | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | 20,500 | 0.69 | 20,900 | 0.69 |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | 400(Sale on 1/4/2014) | 0.01 | - | - |
| | At the end of the year | 20,500 | 0.68 | 20,500 | 0.69 |

| 2 | Rajendra B. Shah, Whole Time Director | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | 20,700 | 0.69 | 20,700 | 0.69 |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL | NIL | NIL | NIL |
| | At the end of the year | 20,700 | 0.69 | 20,700 | 0.69 |

| | | | | | |
|---|---|---|----------------------------------|---|----------------------------------|
| 3 | Manish G. Patel, Director | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer , bonus/ sweat equity etc): | NIL | NIL | NIL | NIL |
| | At the end of the year | - | - | - | - |

| | | | | | |
|---|---|---|----------------------------------|---|----------------------------------|
| 4 | Ajitsinh K. Chavda, Director | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer , bonus/ sweat equity etc): | NIL | NIL | NIL | NIL |
| | At the end of the year | - | - | - | - |

(VI) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | | | |
| Change in Indebtedness during the financial year | | | | |
| * Addition | | | | |
| * Reduction | | | | |
| Net Change | | | | |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | | | |

NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|-----|---|----------------------------|-----------------|
| | | Rita R. Shah | 0 |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0 | 0 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission - as % of profit - others, specify... | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | 0 | 0 |

B. Remuneration to other directors: (NOT APPLICABLE)

Directors are not paid any remuneration

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|--|--|--|-----------------|
| | | NIL | | | | |
| 1 | Independent Directors | | | | | |
| | Fee for attending board committee meetings | | | | | |
| | Commission | | | | | |
| | Others, please specify | | | | | |
| | Total (1) | | | | | |
| 2 | Other Non-Executive Directors | | | | | |
| | Fee for attending board committee meetings | | | | | |
| | Commission | | | | | |
| | Others, please specify | | | | | |
| | Total (2) | | | | | |
| | Total (B)=(1+2) | | | | | |

| | | | | | |
|-------------------------------|--|--|--|--|--|
| Total Managerial Remuneration | | | | | |
|-------------------------------|--|--|--|--|--|

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Mr. Rajendra B. Shah has been appointed as the WTO cum CS without paying any remuneration. The Company does not have CEO/CFO. So they are not paying any Remuneration.

| SN | Particulars of Remuneration | Key Managerial Personnel | | |
|----|---|--------------------------|---------|-------|
| | | CS | CFO/CEO | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | | | |
| | - as % of profit | - | - | - |
| | others, specify... | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total | - | - | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|------|------------------------------|-------------------|---|-------------------------------|------------------------------------|
|------|------------------------------|-------------------|---|-------------------------------|------------------------------------|

A. COMPANY

| | | | | | |
|-------------|----|----|----|----|----|
| Penalty | No | No | No | No | No |
| punishment | No | No | No | No | No |
| compounding | No | No | No | No | No |

B. DIRECTORS

| | | | | | |
|-------------|----|----|----|----|----|
| Penalty | No | No | No | No | No |
| punishment | No | No | No | No | No |
| compounding | No | No | No | No | No |

C. OTHER OFFICERS IN DEFAULT

| | | | | | |
|-------------|----|----|----|----|----|
| Penalty | No | No | No | No | No |
| punishment | No | No | No | No | No |
| compounding | No | No | No | No | No |

ANNEXURE – II TO THE DIRECTORS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014]

To,
The Members,
R.R SECURITIES LIMITED
CIN: L65910GJ1993PLC020169

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **R R SECURITIES LTD.**(Hereinafter called the Company).Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the records of **R R SECURITIES LTD** 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, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by **R R SECURITIES LTD (CIN: L65910GJ1993PLC020169)** for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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 Takeover) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Training)Regulations,1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Employee 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;

- (f) The Securities and Exchange Board of India (Registrar 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 and
- (h) The Securities and Exchange Board of India (Buyback of Securities)Regulations, 1998;
- (vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India though it is applicable w.e.f 1st day of July 2016 and not mandatory right now is also complied.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchanges.

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

I/We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executives Directors, Independent Directors and Woman Director **Except**

The Chief Financial Officer [CFO] is yet to be appointed as per requirement of Section 196,197,203(1) read with rule 8 of Companies (Appointment and remuneration of Managerial Personnel) rules 2014.

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 provision 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 clarification 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.

I/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 compliances with applicable laws, rules, regulations and guidelines.

I/We further report that during the audit period the company has not made any

- (I) Public/ Right/Preferential issue of shares/ debentures/sweat equity, etc.
- (II) Redemption/ buy-back of securities
- (III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (IV) Merger/ amalgamation/reconstruction etc.
- (V) Foreign technical collaborations

Place: Ahmedabad
Date: 30th May, 2016

FOR KAMLESH M. SHAH & CO.,
PRACTICING COMPANY SECRETARIES
sd/-
(Kamlesh M. Shah)
ACS: 8356, COP: 2072.

ANNEXURE-A

Securities Laws

1. All Price Sensitive Information was informed to the stock exchanges from time to time
2. All investors complain directly received by the RTA& Company is recorded on the same date of receipts and all are resolved within reasonable time.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are not applicable to Company.

Environmental Laws

AS the company is not engaged in the manufacturing activities so the Environmental laws are not applicable to the company.

Taxation Laws

The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments.

Place: Ahmedabad
Date: 30th May, 2016

FOR KAMLESH M. SHAH & CO.,
PRACTICING COMPANY SECRETARIES

sd/-

(Kamlesh M. Shah)
ACS: 8356, COP: 2072

REPORT ON CORPORATE GOVERNANCE

MANAGEMENT PERCEPTION ON CORPORATE GOVERNANCE

The company believes that good Corporate Governance practices enable the Board to direct and control the affairs of the company in an efficient manner. Your Company conducts its affairs in a fair, transparent and professional manner. As such, the company steps to put in place the system of Corporate Governance as per the guidelines provided in Reg. 27 SEBI (LODR),2015 Regulations. Further with the formation of the various committees within the organizations, the company also complies with various provisions of the Companies Act, 1956 as well as SEBI and Stock Exchange requirements. As per the norms prescribed under Listing Agreement being applicable to the company and in compliance to Section 177 of Companies Act, 2013 (section 292A of Companies Act, 1956), the company had complied with the code of corporate governance on 31st March, 2016.

Board of Directors

As on 31st March 2016, the composition of the Board of Directors is shown as below. The Chairman is a non-executive Director and hence the composition of Independent Director is more than 50% comprising of non-executive independent directors.

| Name of the Director | Designation | Type | Executive / Non Executive |
|-----------------------------|-----------------------|----------------------|---------------------------|
| Mr. Rajendra B. Shah | Chairman And Director | Promoter Director | Non-Executive |
| Ms. Ritaben R. Shah | Managing Director | Promoter Director | Non-Executive |
| Mr. Ajitsingh K. Chavda | Director | Independent Director | Non-Executive |
| Mr. Manish Girishbhai Patel | Director | Independent Director | Non- Executive |

BOARD MEETINGS

During the year under review, 5 Board Meetings were held on 30th May, 2015; 14th August 2015, 30th September 2015; 2nd November 2015, 4th February 2016. The details of the attendance of the directors in the board meeting along with number of meeting held during their tenure are given below.

DETAILS OF OTHER DIRECTORSHIP/COMMITTEE MEMBERSHIP OR CHAIRMAN OF ANY COMMITTEE IN OTHER COMPANIES:

| Sr No. | Name of Directors | Directorship in other Company | Whether Chairman or Member of any Committee in Other Company? |
|--------|-----------------------------|--|---|
| 1. | Mr. Rajendra B. Shah | Akash Agro Industries Ltd R.R.Vibrant Polymers Ltd Shree Proteins Pvt Ltd R B Shah Projects Pvt Ltd | No Chairmanship Or Member Of Any Committee Of Any Other Company |
| 2. | Mr. Manish Girishbhai Patel | Akash Agro Industries LTD Shree Proteins Pvt Ltd. | No Chairmanship Or Member Of Any Committee Of Any Other Company |
| 3. | Ms. Ritaben R. Shah | R B Shah Projects Pvt. Ltd | No Chairmanship Or Member Of Any Committee Of Any Other Company |
| 4. | Mr. Ajitsingh K. Chavda | NIL | No Chairmanship Or Member Of Any Committee Of Any Other Company |

Note:

None of the above mentioned Directors hold directorship in more than 15 Public Limited Companies.

CODE OF CONDUCT

The company has already adopted a code of conduct for all employees of the company and executive directors. The board has also approved a code of conduct for the non-executive directors of the company.

All board members and senior management personnel (as per SEBI (LODR) Regulation, 2015) have affirmed compliance with the applicable code of conduct has been provided in the Annual Report.

The directors and senior management of the company have made disclosures to the board confirming that there are no material financial and/ or commercial transactions between them and the company that could have potential conflict of interest with the company at large.

COMPOSITION OF COMMITTEES

A. AUDIT COMMITTEE:

Brief description of the terms of reference for a qualified and independent audit committee has been set up by the board. The terms of reference of the Audit Committee include;

- a. Review of quarterly and half yearly financial results with the management and the statutory auditors;
- b. Review with the management and statutory auditors of the annual financial statements before submission to the Board;
- c. Review with the management, statutory auditors and the internal auditors about the nature and scope of audits and of the adequacy of internal control system;
- d. Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;
- e. Review of the financial report process and disclosure of financial information;
- f. Review of the adequacy of the internal audit function;
- g. Look into the reasons for any substantial defaults in payments to the depositors, shareholders, creditors, if any;
- h. Recommending the appointment and removal of External Auditors, fixation of audit fees and approval for payment for any other services;
- i. Authority to investigate into any matter covered by section 292A of the Company Act, 1956;
- j. Reviewing the Company's financial and risk management policies

COMPOSITION OF AUDIT COMMITTEE

| | Name | Type |
|---|-----------------------------|---|
| 1 | Mr. Manish Girishbhai Patel | Chairman |
| 2 | Mr. Rajendra B. Shah | Member |
| 3 | Mr. Nirav A. Patel | CA to act as Tax, Finance & Audit Advisor |

FUNCTIONS OF AUDIT COMMITTEE:

The Audit Committee is headed by Mr. Manish G. Patel as Chairman and includes other director Mr. Rajendra B. Shah. The Committee is regularly giving feedback on daily financial and accounting position of the company to the Board. In addition thereto the company has also appointed Mr. Nirav Patel, C.A. as Advisor for Finance, Accounts and Taxation matters from time to time. The role of professional advisors has been of an Advisory nature. They do not take part in the proceedings of the committee. However they are giving their expert guidance on making compliance with the Accounting Standards, Financial transactions and accounting and Taxation matters, Company Law and other Corporate Legal Matters etc.

The Committee meets at least once in every quarter and prepare its minutes on the proceedings and business discussed, transacted. All committee Reports and minutes are placed before the Board in all its meetings for information, guidance, directions and taking the same on record.

Other functions, powers, duties etc. of the committee are defined taking in to account the legal provisions of the Listing Agreement and the same are kept flexible to be decided by the Board from time to time.

ESTABLISHMENT OF THE INTERNAL AUDIT SYSTEM

The company has already established the Internal Audit System under the Chairmanship of the Audit Committee. The Managing Director and the Chief Financial Officer of the company both are jointly responsible for giving full accounts to the committee including to carry out any suggestions of the committee. The audit system ensures proper financial control and accounting of the transactions as per the established accounting standards.

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

FUNCTIONS OF STAKEHOLDERS RELATIONSHIP COMMITTEE

This Committee looks in to all aspects and business related to Shares and retail investors. The Committee also looks after the Dematerialization process of equity shares.

The Committee is also empowered to keep complete records of Shareholders, Statutory Registers relating to Shares and Securities, maintaining of the complete records of Share Demated, Investors Grievances and complaints received from investors and also from various agencies.

The Committee also take advise and seek legal opinions from advocates to look after the legal cases and problems relating to the investors, shares etc.

The Committee meets every month to approve all the cases of shares demat, transfer, issue of duplicate and resolution of investors complaints, submission of information to various statutory authorities like NSDL/CDSL, SEBI, Stock Exchanges, Registrar of Companies periodically and from time to time.

Other functions, roles, duties, powers etc. have been clearly defined in line with the Clause 49 of the Listing Agreement and are kept flexible for modification by the Board from time to time.

COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

| | Name | Type |
|---|-----------------------------|---|
| 1 | Mr. Manish Girishbhai Patel | Chairman |
| 2 | Mr. Rajendra B. Shah | Member |
| 3 | *Shri Kamlesh M. Shah | Company Secretary to act as Secretar to Committee |

*(In the Advisory capacity only)

C. REMUNERATION COMMITTEE

The Company has not paid any remuneration as the company does not have any Managing Director or Whole time Director. Also no remuneration or commission in profit was given to Independent and Non-Executive Directors in terms of Commission or Sitting Fees. No Employees or Key Manager Persons were given ESOP or Employee Stock Option Scheme (ESOS) during the year.

| | Name of the Director | Commission | Sitting Fees |
|---|----------------------|------------|--------------|
| 1 | Mr. Rajendra B. Shah | NIL | NIL |

| | | | |
|---|-----------------------------|-----|-----|
| 2 | Ms. Ritaben R. Shah | NIL | NIL |
| 3 | Mr. Ajitsingh K. Chavda | NIL | NIL |
| 4 | Mr. Manish Girishbhai Patel | NIL | NIL |

COMPOSITION OF REMUNERATION COMMITTEE

| | Name | Type |
|---|-----------------------------|----------|
| 1 | Mr. Manish Girishbhai Patel | Chairman |
| 2 | Mr. Rajendra B. Shah | Member |
| 3 | Ms. Ritaben R. Shah | Member |

NO. OF BOARD AND COMMITTEE MEETINGS HELD DURING THE YEAR:

| Name of the Committee | No. of Meetings held |
|-------------------------------------|----------------------|
| Board | 5 |
| Audit Committee of Board | 5 |
| Stakeholders Relationship Committee | 5 |
| Remuneration Committee | 1 |

ATTENDANCE OF THE DIRECTORS IN VARIOUS MEETINGS:

| | Name of the Director | Board Meeting | AC Meeting | SRC Meeting | RC Meeting |
|---|-----------------------------|---------------|------------|-------------|------------|
| 1 | Mr. Rajendra B. Shah | 5 | 4 | 12 | 1 |
| 2 | Ms. Ritaben R. Shah | 5 | - | - | 1 |
| 3 | Mr. Ajitsingh K. Chavda | 5 | - | - | - |
| 4 | Mr. Manish Girishbhai Patel | 5 | 4 | 12 | 1 |

DIRECTORS PRESENT AT THE LAST ANNUAL GENERAL MEETING - DATED 30TH SEPTEMBER 2014

| | | |
|---|-----------------------------|----------------------|
| 1 | Mr. Rajendra B. Shah | Chairman & Director. |
| 2 | Ms. Ritaben R. Shah | Director |
| 3 | Mr. Ajitsingh K. Chavda | Director |
| 4 | Mr. Manish Girishbhai Patel | Director |

DETAILS OF ANNUAL GENERAL MEETINGS HELD DURING THE LAST 5 FINANCIAL YEARS

| Sr. No. | Date of Annual General Meeting | Venue of Annual General Meeting |
|---------|--------------------------------|--|
| 1 | September 30, 2015 | 203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009 |
| 2 | September 30, 2014 | 203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009 |
| 3 | September 30, 2013 | 203, Supath, Vijay Char Rasta, Navrangpura, |

| | | |
|---|--------------------|--|
| | | Ahmedabad-380009 |
| 4 | September 29, 2012 | 203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009 |
| 5 | September 30, 2011 | 203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009 |

POLICIES

A. POLICY ON RELATED PARTY TRANSACTIONS

SCOPE AND PURPOSE OF THE POLICY

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“Act”) read with the Rules framed there under and Regulation 23 of SEBI (LODR) Regulation, 2015(as amended by SEBI Circulars dated April 17, 2014 and September 15, 2014), our Company has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23 of SEBI (LODR) Regulation, 2015 requires a company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In light of the above, our Company has framed this Policy on Related Party Transactions (“Policy”). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

OBJECTIVE OF THE POLICY

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23 of SEBI (LODR) Regulation, 2015 any other laws and regulations as may be applicable to the Company.

MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

a) Identification of related parties:-

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and SEBI (LODR),2015 Regulations.

b) Identification of related party transactions:-

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and SEBI (LODR),2015 Regulations.

DISCLOSURES

The Company shall disclose, in the Board’s report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business along with the justification for entering into such transaction.

B. FAMILIARIZATION POLICY FOR INDEPENDENT DIRECTORS

PURPOSE AND OBJECTIVE OF THE POLICY

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

- The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes/presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programmes/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- New Independent Directors are provided with copy of latest Annual Report, the Company's Code of Conduct, the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.
- The Company provides the Directors with the tours of company's facilities from time to time.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Tata Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

C. RISK MANAGEMENT POLICY

LEGAL FRAMEWORK

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

BACK GROUND AND IMPLEMENTATION

The Company is prone to inherent business risks. The objective of Risk Management Policy shall be identification, evaluation, monitoring and minimization of identifiable risks. This policy is in compliance with the amended SEBI (LODR), 2015 Regulations which requires the Company to lay down procedure for risk assessment and procedure for risk minimization. The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

COMMITTEE

The Company has not made Risk Management Committee but the Board of Directors & Audit Committee is looking after the Risk Management of the Company.

D. CORPORATE SOCIAL RESPONSIBILITY POLICY

India's new Companies Act, 2013 has introduced several new provisions which change the face of Indian corporate business. One of such new provisions is Corporate Social Responsibility (CSR). As per Section 135 of

the Companies Act, 2013, it provides the threshold limit for applicability of the CSR to a Company i.e. (a) net worth of the company to be Rs 500 crore or more; (b) turnover of the company to be Rs 1000 crore or more; (c) net profit of the company to be Rs 5 crore or more.

Our Company is the Loss making one. So that CSR Policy is Not Applicable to the Company. So any CSR Activities have not been undertaken by the Company & has not made Corporate Responsibility Committee.

E. VIGIL MECHANISM POLICY

LEGAL FRAMEWORK

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

As per the SEBI (LODR) Regulation, 2015 agreement between listed companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called „Whistle Blower Policy“ for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.

POLICY

In compliance of the above requirements, **R R Securities Limited**, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

F. SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (POLICY WHERE MORE THAN 4 WOMEN WORKING) AND ELIMINATION OF CHILD LABOUR POLICY.

The Company is not employing more than 4 women employees as well as the Company is not employing any child labor. So these both policies are not applicable to the Company.

INVESTORS SERVICES:

Press Releases and Financial Results are made available on the website of the Company i.e. www.rrecurities.com. For the grievances of our investors the company has designated an e-mail id for investors i.e. investors_rrsl@yahoo.com.

Website:

www.rrecurities.com contains a sub menu on investor relations. It carries comprehensive information of interests to our investors including on the results of the company, quarterly report on corporate governance,

quarterly shareholding patterns, Annual Reports, business activities of the company as well as corporate actions made by the company. Website is updated time to time for the investor's information and awareness.

PASSING OF THE RESOLUTIONS BY POSTAL BALLOT SYSTEM

The Company had not passed any resolution by means of Postal Ballot at the last Annual General Meeting. The Company had during the financial year not passed any resolutions by means of Postal Ballot system.

MANAGEMENT DISCUSSION AND ANALYSIS

Statement in this Management Discussion and Analysis of Financial Condition and Results of the Company describing the company's objectives expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations forward looking statements are based on certain assumptions and expectations of future events.

The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events, actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include interconnect usage charges, determination of tariff and such other charges and levels by the regulatory authority, charges in government regulations, tax laws, economics developments within the country and such factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provision of the Companies Act, 1956(the Act) and comply with the Accounting Standards notified under section 211(3C) of the Act read with Companies (Accounting Standard) Rules, 2006. The management of R. R. Securities Limited has used estimate and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and loss for the years.

The following discussion on our financial condition and result of operations should be read together with our financial statements and the notes to these statements included in the Annual Report.

(a) PRESENT STRENGTH OF THE COMPANY

Company has engaged in business of investment and acquiring or otherwise and hold sell, by or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign governments, states, dominions, sovereigns, municipalities or public authorities or bodies and by any company, corporation, firm or person whether incorporated in India or elsewhere and to manage investment pools. Company has also engaged in business of real estate. Once, the market is identified, the management is hopeful of making optimum use of the fixed assets available in the company. R.R. Securities Limited has team of experience and result oriented entrepreneurs and businessman. The promoters has varied experience in line of financial Services and conversant with intricacies and nuances of the trade. The main promoter Mr. Rajendra Babulal Shah is a qualified Company Secretary. He has experience in the matter of Company Law, Finance and Stock and Shares.

The Company is in process to find appropriate persons with adequate exposure and experience in the field of finance, company law, marketing, Banking and investment for the appointment in the company, So Company can increase its business activities and increase its profitability in the coming years.

Financial Performance of the Company for the last Three Year as following:

| AMOUNT (in Rs). | | | |
|-------------------|-------------|-------------|-------------|
| | Mar 15 | Mar 14 | Mar 13 |
| Sales | 2,179,608 | 1,04,44,062 | 11,41,282 |
| Total Income | 3,179,208 | 1,31,64,795 | 25,17,914 |
| Expenditure | 1,394,,388 | 84,26,030 | 24,30,440 |
| Profit before Tax | 1,693,413 | 47,38,765 | 87,474 |
| Prov for Tax | 308,666 | 12,81,333 | 35,000 |
| Profit aft Tax | 1,384,747 | 34,57,432 | 68,512 |
| Share Capital | 3,01,81,000 | 3,01,81,000 | 3,01,81,000 |

In the last three years Company has made profit and by utilizing resources, manpower as well as experience of the management team of the company, Company will make good profit in the Coming year. The Net Profit Ratio on capital employed is also increasing day by day. The Company is expecting to earn 10% return on total capital employed in the near future.

(b) FUTURE OUT LOOK

The Indian Financial System will be playing a key role in implementation of various financial activities. The future year will be the great for the Company to make adequate profit. Company has made investments in various mutual funds like Birla Infrastructure Funds, Reliance Equity Funds, Fedility India Special Funds, ICICI Prudential LIQ. Fund etc.

(c) COMPANY'S ACTION PLAN

Following are whole business operations are going on with a great level of dedication and with the cordial support of all Management team, we expect a great business toward the Company's stakeholders.

R.R. Securities Limited has team of experience and result oriented entrepreneurs and businessman. The promoters has varied experience in line of Financial Services and conversant with intricacies and nuances of the trade. The main promoter Mr. Rajendra Babulal Shah is a qualified Company Secretary. He has experience in the matter of Company Law, Finance and Stock and Shares.

The Company currently operates as providing miscellaneous financial Services and investing in various securities like shares, debentures, stocks, mutual funds etc and company has also made an investment in real estate. Now the Company is in process of acquiring the Readymade House and Office properties like Flat, Buildings or Offices at the main places and give on rental basis to gathering the revenue for the meeting of daily expenses of the company.

MEANS OF COMMUNICATIONS

A] ESTABLISHMENT OF INTERNAL MANAGEMENT INFORMATION SYSTEMS

The company has established the Management Information System (MIS) whereby each and every functional department submits their performance reports and any type, nature, description of problems to their Functional heads. The functional heads have autonomy for redressal of problems and HRD problems or functional problems at their own level. Any problems requiring policy decisions are being intimated to Audit Committee for redressal or amendments in the policy and procedures. The progress reports are being regularly

on monthly basis intimated to the Audit Committee through the Financial Officer of the company who in turn put the same to Audit Committee meetings. All the Investors' grievances or share department related queries are addressed to the Compliance Officer who in turn put the same before the Stakeholders Relationship Committee.

B] INFORMATION SYSTEM BETWEEN COMMITTEES AND THE BOARD

Both Audit Committee and Stakeholders Relationship Committee receive periodical regular information from the concerned functional heads, after resolutions of all the problems communicate back the same to functional heads for further communications. The progress report and minutes of all meetings held of both the committees are being placed before the Board for information and taking the same on records.

C] INFORMATION SYSTEM BETWEEN THE COMPANY AND INVESTORS AND OTHER STAKE HOLDERS.

The company is regularly taking on record the unaudited financial results on quarterly basis as per requirements of the Clause 41 of the Listing Agreement. The material information relating to the business of the company is being intimated to the Stock Exchange who in turn publishes the same in their daily official bulletin. The Audited Financial Balance Sheet is being dispatched to all shareholders in time at their registered addresses.

CORPORATE SOCIAL RESPONSIBILITY:

The Company continues to strive for sustainability in their operations by promoting the integration of CSR into their business strategy as well as everyday functioning. During the year under review they focused on areas namely,

Environment:

The company communicates with its shareholders and general public through e-mails as per new Circular issued by the Act; hence the company has reducing paper consumption. Company has also maintain its own Website on which proper data regarding Company like results, Corporate Actions, Performance etc are available for the investors and general public.

VIGILLANCE MECHANISM

A. OVER COMING BARRIERS OF CURRENT OPERATIONS

This system is established under the chairmanship of Shri Rajendra B. Shah and he will be further assisted by chief operational officer (COO) and chief financial officer (CFO). The company's operational department ensures whistle blower upon failure / shut down or breaks down of business services supply systems and service utilities of its sports academy and entertainment division. Upon such intimation the company has established the systems for identifying the reasons for failure in continuous supply of business services, find out remedial action and to restore the services within minimum possible time so as to reduce overall business loss as well as the financial losses. In addition the Company has established data back up systems on CDs, DVDs, and is also in the process of hiring the data warehouse for retrieval of the various entertainment contents shoot and recorded on the Digital media. The Company is also planning to hire the Data warehouse center to securely warehouse all important entertainment related contents in digital forms safely.

The CFO blows the whistle upon any possible financial crunch or over/extensive financial liabilities. The short term financial management system ensures overcoming any unforeseen liabilities through overdrafts on deposits or temporary borrowing on Inter Corporate deposits basis. The long term financial planning ensures

productive use of long term financial funds. The company as far as possible ensures making separation in usage of short term and long term funds.

B. POSSIBLE THREATS TO FINANCIAL SYSTEMS

The company operates in a multimedia and entertainment industry wherein the company is required to make heavy financial investment in products, high cost of manpower which are basically in the nature of revenue (Short Term) but the product being generated is of long term usage and can be marketed over the years which generates revenue in years. Further the company also faces threats of possible shortage of short term funds due to non completion of final products or delay in completion of the final products. Any financial problems are being met through short financial borrowing from open market or by way of barter system marketing arrangements.

C. MANAGEMENT'S ACTION PLANS (TO OVERCOME POSSIBLE SYSTEM FAILURES)

These are the areas which are difficult for any management to overcome and control. Even though the company's HRD and technical department ensures performance appraisal of manpower which to some extent help in eliminating this risk.

DISCLOSURES

A) MATERIALLY RELATED PARTY TRANSACTIONS:

During the year the financial or business transactions made by the company with the related parties of Directors or the Key Managerial Person is detailed given under the Note No. 31 , Other notes forming part of accounts in notes to the Account.

B) DETAILS OF NON-COMPLIANCE

Company has complied with penalties imposed on the company or any of its directors by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

C) ACCOUNTING TREATMENT:

In the preparation of financial statements, the company has followed the Accounting Standards as prescribed under Companies (Accounting Standards) Rules 2006, as applicable. The Accounting Policies followed by the company to the extent relevant, are set out elsewhere in this Annual Report.

D) CEO AND CFO CERTIFICATION:

Shri Rajendra B. Shah, Whole- Time Director and Compliance Officer of the company and Smt. Rita R. Shah, Managing Director of the company being CEO & CFO of the company give certification on financial reporting and internal controls to the Board as required under SEBI (LODR) Regulation,2015 which is attached herewith at the end of the report.

STATUTORY COMPLIANCES MADE AND RETURNS ETC. FILED

The company has duly complied with the provisions of the Companies Act 1956, all the provisions of the Listing Agreement. The company has also filed various unaudited Financial Results, Balance Sheets, Income Tax returns

and other statutory returns with all the authorities in time. There are no defaults as on date in any such compliances and no legal action of any nature has been taken against the company or its officers / directors.

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board has established a Code of Conduct for all Board members and senior management of the company. None of the Directors or any of the Key managerial personnel had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year. Certificate of Compliance with the Code of Conduct for Board of Directors and Key Management Personnel is given herewith Board of Director Report.

OTHER DETAILS

REGISTERED OFFICE : 203, Supath, Vijay Char Rasta,
Navrangpura, Ahmedabad-380009

BOOK CLOSURE DATES : 23/09/2016 to 30/09/2016
(Inclusive of Both Days)

**REGISTRAR AND SHARE
TRANSFER AGENT** : LINK INTIME INDIA (P) LIMITED
2nd Floor, Sudarshan Complex,
Nr. Mithakhali Bridge, Navrangpura,
Ahmedabad-380 009.
Tele Phone: 91-079-26465179
Fax Number: 91-079-26465179
E-mail: ahmedabad@intimespectrum.com

ISIN NUMBER OF THE COMPANY: INE 474 H 01014.
FINANCIAL CALENDAR

Unaudited Results for the Quarter :
Ending on 30th June, 2016 : 30th July, 2016
Ending on 30th September, 2016 : 4th November, 2016
Ending on 31st December, 2016 : 30th January, 2017
Ending on 31st March, 2017 : 30th May, 2017

DETAILED PROGRAMME OF THE 23rd ANNUAL GENERAL MEETING

DATE : 30TH SEPTEMBER 2016
DAY : FRIDAY
TIME : 11.30 A.M.

VENUE : **REGISTERED OFFICE OF THE COMPANY AT**
203, SUPATH APARTMENT,
VIJAY CHAR RASTA,
NAVRANGPURA,
AHMEDABAD- 380 009.

Listing Details

Equity Shares of the company are listed and traded on
The Stock Exchange, Ahmedabad
The Stock Exchange, Mumbai

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares | No. of Trades | Total Turnover (Rs.) | Deliverable Quantity | % Deli. Qty to Traded Qty | Spread High-Low | Spread Close-Open |
|--------|------------|------------|-----------|-------------|---------------|---------------|----------------------|----------------------|---------------------------|-----------------|-------------------|
| Apr 15 | 2.64 | 2.64 | 2.64 | 2.64 | 500 | 4 | 1,320 | 500 | 100.00 | 0.00 | 0.00 |
| Aug 15 | 2.51 | 2.75 | 2.51 | 2.75 | 1,300 | 2 | 3,455 | 1,300 | 100.00 | 0.24 | 0.24 |
| Sep 15 | 2.68 | 2.75 | 2.48 | 2.48 | 4,300 | 10 | 11,419 | 4,300 | 100.00 | 0.27 | -0.20 |
| Oct 15 | 2.36 | 2.36 | 2.36 | 2.36 | 500 | 2 | 1,180 | 500 | 100.00 | 0.00 | 0.00 |
| Jan 16 | 2.25 | 2.25 | 2.25 | 2.25 | 100 | 1 | 225 | 100 | 100.00 | 0.00 | 0.00 |

Name of Stock Exchange

Ahmedabad Stock Exchange (ASE)
Mumbai Stock Exchange (BSE)

Trading Code

50232
530917

MARKET QUOTATIONS:

The Company has paid listing fees of the Bombay Stock Exchange. It has submitted all documents for quarterly, monthly, annual listing agreement compliance.

There was no trading done in the month of May, June, July, November December 2015, February and March 2016

MARKET PRICE DATA – HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR

(MARKET PRICE IN RS.)

Note: (1) The Face Value of equity shares of the company is Rs. 10/- per share.

(2) The Promoters and directors had not dealt in trading of the securities of the Company during the year under review. The Company's stock is not forming part of Stock Market General INDEX or Industry Specific INDEX. Hence, price movement of the Company's shares with movement of INDEX is not relevant and is not given herewith.

CATEGORY WISE HOLDING OF SHARES AS ON DATE 31/03/2016:

| Category | Shares | Percentage of Holding |
|------------------|--------|-----------------------|
| Promoters | 41200 | 1.37% |
| Bodies Corporate | 831000 | 27.53% |

| | | |
|-----------------|---------|----------|
| Public (Indian) | 2145900 | 71.10% |
| NRI | 0 | 0 |
| Total | 3018100 | 100.00 % |

DISTRIBUTION OF SHAREHOLDING AS ON DATE 31/03/2016:

| Description | | Holder (S) | | Holding (s) | |
|-------------|---------|------------|---------|-------------|---------|
| From | To | Folios | % | Shares | % |
| 1 | 500 | 6022 | 90.0419 | 1088400 | 36.0624 |
| 501 | 1000 | 475 | 7.1023 | 389200 | 12.8955 |
| 1001 | 2000 | 122 | 1.8242 | 186200 | 6.1694 |
| 2001 | 3000 | 30 | 0.4486 | 75600 | 2.5049 |
| 3001 | 4000 | 6 | 0.0897 | 22300 | 0.7389 |
| 4001 | 5000 | 2 | 0.02990 | 9100 | 0.3015 |
| 5001 | 10000 | 13 | 0.1944 | 94600 | 3.1344 |
| 10001 | & above | 18 | 0.2691 | 1152700 | 38.1929 |

DATE : 30th May, 2016

PLACE: Ahmedabad.

On Behalf of the Board of Directors

Of R.R. SECURITIES LIMITED

SD/-

(Rajendra B. Shah)

Chairman & Whole-Time Director

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

To,
The Members,
R.R. Securities Limited,
Ahmedabad.

I, Rajendra B. Shah, Chairman of the Company, hereby certify that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with SEBI (LODR) REGULATION, 2015 entered into with Stock Exchange.

As required by Clause 49 of the Listing Agreement, Certificate of Compliance with the Corporate Governance Requirements by the Company issued by Auditors is given as an annexure to the Directors' Report.

We further confirm that during the year, none of the Directors or any of the Key managerial persons had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year.

The above Report was adopted by the Board at their meeting held on 30th May, 2016.

Date: 30th May, 2016
Place: Ahmedabad

For and On Behalf of the Board of Directors
R.R. Securities Limited

SD/-
(Rajendra B. Shah)
Chairman & Whole-Time Director

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Rajendra B. Shah, Chairman of the Board of Directors and Mr. Manish Girishbhai Patel Chairman of an Audit Committee of R.R. Securities Limited, do hereby certify that:

- (a)** We have reviewed the financial statement and the cash flow Statement for the year and to the best of our knowledge and belief;
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
- (ii) 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)** As per the best of our knowledge and belief, no transactions entered into by R. R. Securities Limited during the year which is fraudulent, illegal or volatile of the company's Code of Conduct.
- (c)** We are responsible for establishing and maintaining internal controls for financial reporting in R.R. Securities Limited and we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting. We have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d)** We have indicated to the auditors and the audit Committee:
- (i) Significant changes in internal controls over financial reporting during the year.
- (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
- (iii) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the management of an employee having a significant role in the Company internal control system
- (e)** We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)
- (f)** We further declare that all Board Members and senior management have affirmed compliance with the code of conduct for the current year.

Date: 30th May, 2016
Place: Ahmedabad

For and On Behalf of the Board of Director of
R.R. Securities Limited

SD/-
(Manish G.Patel)
Director
Chairman-Audit Committee

SD/-
(Rajendra B. Shah)
WTD& Compliance
Officer

AUDITORS' REPORT ON COMPLIANCE WITH CORPORATE GOVERNANCE

To
The Members of
R.R. Securities Limited

We have examined the compliance of conditions of Corporate Governance by R.R. Securities Limited, for the period ended on 31st March, 2016 as stipulated in Regulation 27 of SEBI (LODR), 2015 of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has partly complied with the requirements and conditions of corporate governance as stipulated in the above mentioned listing agreement except for the Audit Committee which also consists of Promoters and directors.

We state that generally no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the company.

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.

On the basis of our review and according to the information and explanations given to us by the company, we state that in our opinion and to the best of our knowledge, the Company has complied with the mandatory requirements as contained in the Listing Agreement with the Stock Exchanges and as per Section 292A of the Companies Act 1956.

Place: Ahmedabad
Date: 30th May, 2016

For Nirav A. Patel & Associates
Chartered Accountant

SD/-
(Nirav Patel)
Proprietor
Membership no. 151282



INDEPENDENT AUDITOR'S REPORT

To,
**THE MEMBERS OF
R R SECURITIES LIMITED**
Report on the Financial Statements

I have audited the accompanying financial statements of R R Securities Limited ("the Company"), which comprises the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit.

I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

I conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid 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 state of affairs of the Company as at 31st March, 2016, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, I report that:

- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit.
- b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In my opinion, the aforesaid financial statements comply with the 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 Company and the operating effectiveness of such controls, refer to my separate report in "Annexure B"; and



g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement;
- ii. The Company 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 Company.

For, Nirav A Patel & Associates
Chartered Accountants
FRNo: 135076W



Nirav Patel
(Proprietor)
Membership No: 151282



Place of Signature: Ahmedabad
Date: 30/05/2016

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT:

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of my report of even date.)

(i) In respect of its fixed assets :

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) Majority of the assets has been physically verified by the management according to a program designed to cover substantial items, which in my opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the fixed assets during the year, no material discrepancies between the book records and physical inventory were noticed on such verification.
- c) According to the information and explanations given to me and records examined by me and based on the examination of the registered deed, transfer deeds, mutation of title papers provided to me, I report that, the title deed, comprising all the immovable properties of land and building which are freehold in the name of the Company as at the balance sheet date, except the following :
 - i. in respect of Prathana Upavan Land, Office building and World Business House Office were not in the name of the Company.

(ii)

- a) The inventory has been physically verified during the year by management. In my Opinion, the frequency of verification is reasonable.
- b) In my opinion and according to the information and explanation given to me the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of company and nature of its business.
- c) In my opinion and according to the information and explanation given to me, The Company has maintained proper records of its inventory and discrepancies noticed on verification between physical verification have been properly dealt with in the books of account of the Company.

(iii) In respect of the loans secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.

- a) The Company during the year under consideration has not granted any loan to Companies or parties covered in the register required maintained under Section 189 of the Act.
- b) In my opinion and according to the information and explanations given to me, the terms and conditions on which loan has been granted to companies covered under the register required maintained under Section 189 of the Companies Act, 2013 are not, prima facie,



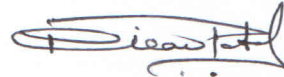
prejudicial to the interest of the Company

- c) There is no overdue amount of loans, taken by the Company in accordance with terms and conditions on which loan has been taken.
- (iv) Based on information and explanation given to me in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act
- (v) The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under are not applicable to the company.
- (vi) According to the information and explanation given to me, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 in respect of business carried out by the Company.
- (vii)
- a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.
- b) According to the information and explanation given to me, there are no dues of Income Tax, Wealth tax, Service Tax and Cess which have not been deposited on account of any dispute.
- c) According to the information given to me, there were no amounts which were required to be transferred to the Investor Education And Protection Fund by the Company.
- (viii) According to the information and explanation given to me, the Company has not defaulted in repayment of dues to a financial institution or bank or Debenture Holders
- (ix) The Company during the year under consideration has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, paragraph 3(ix) of the Order is not applicable.
- (x) Based on the audit procedures performed and representation obtained from management, I report that, no case of material fraud on or by the Company has been noticed or reported during the year under audit
- (xi) According to the information and explanations given to me, no managerial remuneration has been paid / provided in view of the provisions of Section 197 read with Schedule V to the Act. Therefore, paragraph 3(xi) of the Order is not applicable.



- (xii) In our opinion and according to the information and explanations given to me, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) is not applicable.
- (xiii) According to the information and explanations given to me and based on the examination of the records of the company, transactions with the related parties are in compliance with section 177 to 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.
- (xiv) According to the information and explanations given to me and based on the examination of the records of the company, the company has not made any preferential allotment or private placement of shares or partly convertible debentures during the year under consideration.
- (xv) According to the information and explanations given to me and based on the examination of the records of the company, the company has not entered into non cash transactions with the directors or person connection with him. Accordingly paragraph 3(xv) is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The Registration obtained has been surrender during the year under consideration.

For, Nirav A Patel & Associates
Chartered Accountants
FRNo: 135076W



Place : Ahmedabad
Date: 30/05/2016

Nirav Patel
(Proprietor)
Membership No: 151282

“Annexure B ” to the Independent Auditor’s Report of even date on the Financial Statements of VAN VET Private limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

I have audited the internal financial controls over financial reporting of the Company of March 31, 2016 in conjunction with my audit of the 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. 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

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 and, both issued by the Institute of Chartered Accountants of India. 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. My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 my 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 March 31, 2016, 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 issues by the Institute of Chartered Accountants of India.

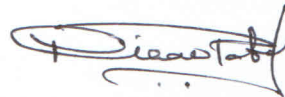
Place of Signature: Ahmedabad

Date: 30/05/2016

For, Nirav A Patel & Associates

Chartered Accountant

FRNo: 135076W



Nirav Patel

(Proprietor)

Membership No: 151282



R R SECURITIES LIMITED
BALANCE SHEET AS AT 31/03/2016

(Amount in Rs.)

| Particulars | Note No. | Figures as at the end of current reporting period | Figures as at the end of previous reporting period |
|--|----------|---|--|
| 1 | 2 | 3 | 4 |
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' funds | | | |
| (a) Share capital | 2 | 301,81,000 | 301,81,000 |
| (b) Reserves and surplus | 3 | 81,11,059 | 77,97,392 |
| (c) Money received against share warrants | | 0 | 0 |
| 2 Share application money pending allotment | | 0 | 0 |
| 3 Non-current liabilities | | | |
| (a) Long-term borrowings | | 0 | 0 |
| (b) Deferred tax liabilities (Net) | | 46,299 | 67,624 |
| (c) Other Long term liabilities | | 0 | 0 |
| (d) Long-term provisions | | 0 | 0 |
| 4 Current liabilities | | | |
| (a) Short-term borrowings | 4 | 36,20,226 | 127,08,224 |
| (b) Trade payables | 5 | 65,70,488 | 66,32,120 |
| (c) Other current liabilities | 6 | 1,28,280 | 1,50,345 |
| (d) Short-term provisions | | 0 | 0 |
| TOTAL | | 486,57,352 | 575,36,705 |
| II. ASSETS | | | |
| Non-current assets | | | |
| 1 (a) Fixed assets | 7 | | |
| (i) Tangible assets | | 46,78,492 | 47,77,354 |
| (ii) Intangible assets | | 0 | 0 |
| (iii) Capital work-in-progress | | 0 | 0 |
| (iv) Intangible assets under development | | 0 | 0 |
| (b) Non-current investments | 8 | 20,00,000 | 20,00,000 |
| (c) Deferred tax assets (net) | | 0 | 0 |
| (d) Long-term loans and advances | | 0 | 0 |
| (e) Other non-current assets | | 0 | 0 |
| 2 Current assets | | | |
| (a) Current Investments | | 0 | 0 |
| (b) Inventories | 9 | 322,66,118 | 229,02,431 |
| (c) Trade receivables | | | |
| (d) Cash and cash equivalents | 10 | 6,71,873 | 133,68,012 |
| (e) Short-term loans and advances | 11 | 90,16,650 | 146,94,005 |
| (f) Other current assets | 12 | 24,219 | (2,05,097) |
| TOTAL | | 486,57,352 | 575,36,705 |

Note 1 to 31 are forming the part of Balance sheet and Profit & loss

As per our report attached

For, Nirav A Patel & Associates
Chartered Accountants
FRN : 135076W

Nirav Patel
Proprietor
M. No. 151282

Ahmedabad, dated : 30/05/2016



For and on behalf of the Board
R R Securities Limited

Rajendra B. Shah
(Rajendra B. Shah)
Director
(00394384)

Rita R. Shah
(Rita R. Shah)
Director
(00394290)

Ahmedabad, dated : 30/05/2016

R R Securities Limited
Profit and loss Statement for the year ended 31/03/2016

(Amount in Rs.)

| Particulars | Refer Note No. | Figures for the current reporting period | Figures for the previous reporting period |
|--|----------------|--|---|
| A CONTINUING OPERATIONS | | | |
| I. Revenue from operations (gross) | 13 | 0 | 9,99,600 |
| II. Other income | 14 | 11,19,780 | 21,79,608 |
| III. Total Revenue (I + II) | | 11,19,780 | 31,79,208 |
| IV. Expenses: | | | |
| (a) Purchase Of Stock in Trade | 15 | 94,25,400 | 0 |
| (b) Changes in Inventories of finished goods, Work In Progress and Stock In Trade | 16 | (93,63,687) | 5,34,111 |
| (c) Employee benefits expense | 17 | 84,000 | 1,69,000 |
| (d) Finance costs | 18 | 400 | 1,56,023 |
| (e) Depreciation and amortization expense | - | 98,862 | 98,861 |
| (f) Other Expenses | 19 | 4,72,464 | 4,36,393 |
| Total expenses | | 7,17,438 | 13,94,388 |
| V. Profit before exceptional and extraordinary items and tax (III-IV) | | 4,02,342 | 17,84,820 |
| VI. Exceptional items | | | 0 |
| - Loss on sale of Assets | | 0 | 91,407 |
| VII. Profit before extraordinary items and tax (V - VI) | | 4,02,342 | 16,93,413 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit before tax (VII- VIII) | | 4,02,342 | 16,93,413 |
| X Tax expense: | | | |
| (a) Current tax | | 1,10,000 | 5,60,000 |
| (b) (Less:) MAT credit (where applicable) | | - | (2,08,986) |
| (C) Current tax expense relating to prior years | | - | - |
| (d) Net current tax expense | | (21,325) | (42,348) |
| (e) Deferred tax | 20 | 88,675 | 3,08,666 |
| Total tax Expense | | 67,350 | 3,08,666 |
| Profit (Loss) for the period from continuing operations (VII-VIII) | | 3,13,667 | 13,84,747 |
| B DISCONTINUING OPERATIONS | | | |
| XII(i) Profit/(loss) from discontinuing operations (before tax) | | 0 | 0 |
| XII(ii) Gain/(Loss) on disposal of assets/settlement of liabilities attributable to the discontinuing operations | | 0 | 0 |
| XII(iii) Add/(Less):Tax expense of discontinuing operations | | 0 | 0 |
| Profit/(loss) from Discontinuing operations (after tax) (XII-XIII) | | 0 | 0 |
| XIV Profit (Loss) for the period (XI + XIV) | | 3,13,667 | 13,84,747 |
| XV Earnings per equity share: | 21 | | |
| (1) Basic | | 0.10 | 0.46 |
| (2) Diluted | | 0.10 | 0.46 |

Note 1 to 31 are forming the part of Balance sheet and Profit & loss

For, Nirav A Patel & Associates
Chartered Accountants

FRN : 135076W

Nirav Patel
 Proprietor
 M. No. 151282

Ahmedabad, dated : 30/05/2016



For and on behalf of the Board
R R Securities Limited

Rajendra B. Shah *Rita R. Shah*
 (Rajendra B. Shah) (Rita R. Shah)
 Director Director
 (00394384) (00394290)

Ahmedabad, dated : 30/05/2016

R. R. SECURITIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31TH MARCH, 2016

| | (Amount Rs.) | |
|--|--------------------|--------------------|
| | 2015-16 | 2014-15 |
| A. Cash Flow from Operating Activities | | |
| Net Profit before tax and extraordinary items | 4,02,342 | 16,93,413 |
| Add / (Deduct) : Adjustments for | | |
| Interest Paid | - | 1,55,538 |
| Depreciation (net) | 98,861 | 98,861 |
| Provision for Doubtful Debts | - | - |
| Interest Income | 3,21,251 | (18,59,339) |
| Dividend Income | - | - |
| (Profit)/Loss on sale of assets | - | 91,407 |
| Preliminary Expenses Deferred Revenue written off | 4,20,112 | (15,13,533) |
| Operating Profit before working capital changes | 8,22,454 | 1,79,880 |
| Add / (Deduct) Adjustments for : | | |
| Trade Receivables | - | - |
| Inventories | (93,63,687) | 5,34,111 |
| Trade Payables | (61,632) | 1,69,685 |
| Loans and Advances | 56,77,355 | (22,18,017) |
| Other Current Liabilities | (22,065) | 27,278 |
| Other Current Assets | 1,58,767 | 22,477 |
| Cash Generated from Operations | (36,11,262) | (14,64,466) |
| Direct taxes paid (net of refunds) | (4,98,082) | (2,00,545) |
| Cash flow before extraordinary items | (4,98,082) | (2,00,545) |
| Net cash from operating activities | (32,86,890) | (14,85,131) |
| B. Cash Flow from Investing Activities | | |
| Activities - Inflow / (outflow) | | |
| Purchase of fixed assets (including CWIP and advances) | - | - |
| Proceeds from Sale of Fixed assets | - | 52,000 |
| (Increase)/Decrease in value of Investment | - | - |
| Net cash generated / (used) in investing activities | - | 52,000 |
| C. Cash Flow from Financing activities | | |
| Increase in Long term borrowings | - | - |
| Increase in Short term borrowings | (90,87,998) | (72,75,986) |
| Interest Income | (3,21,251) | 18,59,339 |
| Interest paid | - | (1,55,538) |
| Issue of shares/Equity Warrants | - | - |
| Net cash generated / (used) in financing activities | (94,09,249) | (55,72,185) |
| Net increase / (decrease) in cash equivalents | (126,96,139) | (70,05,316) |
| Cash & Cash Equivalents as at 1st April 2014 | | |
| (a) Cash & Bank Balalance | 3,71,767 | 3,73,328 |
| (b) Bank Deposits maturing within 1 year | 129,96,245 | 200,00,000 |
| Cash & Cash Equivalents as at 31st March 2015 | | |
| (a) Cash & Bank Balalance | 6,71,873 | 3,71,767 |
| (b) Bank Deposits maturing within 1 year | - | 129,96,245 |
| Cash and cash equivalents as at 31st March 2016 | 6,71,873 | 133,68,012 |

For, Nirav A Patel & Associates
Chartered Accountants
FRN : 135076W

Nirav Patel
Proprietor
M. No. 151282

Ahmedabad, dated : 30/05/2016



For and on behalf of the Board
R R Securities Limited

Rajendra B. Shah
(Rajendra B. Shah)
Director
(00394384)

Rita R. Shah
(Rita R. Shah)
Director
(00394290)

Ahmedabad, dated : 30/05/2016

R.R.SECURITIES LIMITED

NOTES TO THE BALANCE SHEET AS AT 31ST MARCH, 2016 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON THAT DATE

Note : 1

(A) THE SIGNIFICANT ACCOUNTING POLICIES

a) METHOD OF ACCOUNTING:

The accounts of the Company are prepared under the Historical Cost Convention using the accrual method of accounting.

The Accounts have been prepared on Mercantile Method of Accounting.

b) REVENUE RECOGNITION

All Incomes to the extent considered receivable respectively, unless specifically stated to be otherwise are accounted for on Accrual basis and except otherwise stated are on the same basis as adopted in the previous year.

(i) SALES AND INCOME:

The Sales are recorded when Bill of sale received in accordance with the terms of sales and on change of title in the goods and is inclusive of taxes. The Sales is shown Gross and discount is debited to kasar-vatav Account and sales returns are accounted separately.

The Income of Interest is accounted on accrual basis.

The Other Income is recognised to the extent and as and when considered / found receivable.

(ii) PURCHASE AND EXPENSES:

The purchases are shown net of taxes and tax set off.

The major items of the expenses are accounted for on time pro-rata basis and necessary provisions for the same are made.

c) FIXED ASSETS:

The Fixed Assets are stated at the cost and the related expenses like freight, taxes and other incidental and erection expenses are added to asset to bring asset in working condition for their intended use.

d) DEPRECIATION:

The Depreciation of Fixed Assets is provided based on the useful life of an asset in the manner prescribed in Schedule II to the Companies Act, 2013.

e) INVESTMENTS:

The investments are shown at cost and are inclusive of related expenses less any provision for permanent diminution in value.

f) INVENTORY:

Valuations of Inventories are at the Cost or Net Realisable Value whichever is less.

g) RETIREMENT BENEFITS:



Gratuity and Provident Fund Act are not applicable to the Company hence provision is not made.

h) **USE OF ESTIMATES :**

The Preparation of financial Statements requires the management to make estimates and assumptions considered in reported amount of assets and liabilities (including contingent liabilities) as on the date of the financial statements and reported income and expenses during the reporting period. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

i) **BORROWING COSTS:**

Borrowing Costs directly attributable to the acquisition, construction and production of qualifying assets are capitalised as part of the Cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

j) **TAXATION :**

Provision for current tax is computed as per Estimated Total Income in accordance with the provisions of Income Tax Act, 1961 taking into account available deductions and exemptions.

k) **DEFERED TAX**

Deferred Tax is recognised subject to the consideration of prudence in respect of deferred tax assets, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

l) **PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of a past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in financial statements.

J) **EARNING PER SHARE**

Basic earnings per share for equity shareholders have been calculated by dividing the Net Profit or loss after Tax by the weighted average number of equity shares outstanding during the period.



NOTE 2: SHARE CAPITAL

Note 2.1 Share Capital

| Share Capital | As at 31 March 2016 | | As at 31 March 2015 | |
|---|---------------------|-------------------|---------------------|-------------------|
| | Number | Amount Rs. | Number | Amount Rs. |
| <u>Authorised</u> | | | | |
| Equity Shares of ₹ 10 each | 31,00,000 | 310,00,000 | 31,00,000 | 310,00,000 |
| <u>Issued, Subscribed & Paid up</u> | | | | |
| Equity Shares of ₹ 10 each | 30,18,100 | 301,81,000 | 30,18,100 | 301,81,000 |
| Total | 30,18,100 | 301,81,000 | 30,18,100 | 301,81,000 |

Note 2.2 Reconciliation of shares outstanding at the beginning and end of the reporting period

| Particulars | Equity Shares | |
|--|------------------|------------------|
| | 2015-16 | 2014-15 |
| Shares outstanding at the beginning of the year | 30,18,100 | 30,18,100 |
| Shares Issued during the year | 0 | 0 |
| Shares bought back during the year | 0 | 0 |
| Shares outstanding at the end of the year | 30,18,100 | 30,18,100 |

Note 2.3 Details of shareholders holding more than 5 % in the company

| Name of Shareholder | As at 31 March 2016 | | As at 31 March 2015 | |
|--------------------------------|---------------------|--------------|---------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Aakash Agro Industries Limited | 7,49,900 | 24.85% | 7,49,900 | 24.85% |

Note 2.4 The equity share holders of the Company are entitled to receive interim and/ or final dividend as declared and approved by the Board of Directors and/ or by the share holders of the Company. The dividend so declared will be in proportion to the number of equity shares held by the share holders.

Note 2.5 In the event of the liquidation of the Company, equity share holders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. However, no such Preference share capital exists during the period. The distribution will be in proportion to the number of equity shares held by the share holders.

NOTE 3: RESERVE & SURPLUS

| Reserves & Surplus | As at 31 March 2016 | As at 31 March 2015 |
|---|---------------------|---------------------|
| | ₹ | ₹ |
| Share Premium (As per last Balance Sheet) | 0 | 0 |
| Less : Transferred to Profit & Loss Account | 0 | 0 |
| General Reseve | 10,00,000 | 10,00,000 |
| <u>Reserve u/s 45 - IC of Reserve Bank Of India Act, 1934</u> | | |
| Transferred to Reserve u/s 45 - IC of RBI Act, 1934 | 9,68,436 | 9,68,436 |
| b. Profit & Loss Account | | |
| Opening balance | 58,28,956 | 54,12,645 |
| (+) Net Profit/(Net Loss) For the current year | 3,13,667 | 13,84,747 |
| (+) Transfer from Reserves | 0 | 0 |
| (-) Proposed Dividends | 0 | 0 |
| (-) Interim Dividends | 0 | 0 |
| (-) Transfer to Reserves u/s 45 IC | 0 | 9,68,436 |
| Closing Balance | 61,42,623 | 58,28,956 |
| Total | 81,11,059 | 77,97,392 |



NOTE 4: SHORT TERM BORROWINGS

| <u>Short Term Borrowings</u> | As at 31 March 2016 | As at 31 March 2015 |
|------------------------------|---------------------|---------------------|
| | ₹ | ₹ |
| Unsecured | | |
| (a) Loan from Directors | 36,20,226 | 127,08,224 |
| Total | 36,20,226 | 127,08,224 |

Note 4.1 : The Loan from directors are payable on demand bearing NIL rate of Interest.

NOTE 5: TRADE PAYABLES

| <u>Trade Payables</u> | As at 31 March 2016 | As at 31 March 2015 |
|------------------------------------|---------------------|---------------------|
| | ₹ | ₹ |
| Micro, Small & Medium Enterprises | | |
| Others | | |
| (1) Creditors for Goods & Expenses | 65,70,488 | 66,32,120 |
| Total | 65,70,488 | 66,32,120 |

Note 5.1 Micro, Small and Medium Enterprises :

The Company has no amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2016. Hence, the disclosures, if any, relating to amounts unpaid as at the year end together with Interest paid/payable as required under the said Act have not been made.

NOTE 6: OTHER CURRENT LIABILITIES

| <u>Other Current Liabilities *</u> | As at 31 March 2016 | As at 31 March 2015 |
|-------------------------------------|---------------------|---------------------|
| | ₹ | ₹ |
| (a) Other payables (specify nature) | | |
| Statutory Audit Fees Payable | 31,500 | 35,000 |
| Rent deposit | 90,000 | 82,000 |
| TDS Payable | 4,980 | 33,345 |
| Provision for ROC Fees | 1,800 | - |
| Total | 1,28,280 | 1,50,345 |



NOTE 7: FIXED ASSETS

| Fixed Assets | Gross Block | | | Accumulated Depreciation | | | | | Net Block | | |
|------------------------|----------------------------|------------------------|---|-----------------------------|----------------------------|----------------------------------|--------------------------------|-------------------|-----------------------------|-----------------------------|-----------------------------|
| | Balance as at 1 April 2015 | Additions/ (Disposals) | Capital WIP Converted into Fixed Assets | Balance as at 31 March 2016 | Balance as at 1 April 2015 | Depreciation charge for the year | Adjustment due to revaluations | On disposals | Balance as at 31 March 2016 | Balance as at 31 March 2015 | Balance as at 31 March 2016 |
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| a | | | | | | | | | | | |
| Tangible Assets | | | | | | | | | | | |
| Prarthana Upvan Land | 27,94,500 | 0 | 0 | 27,94,500 | 0 | 0 | 0 | 0 | 0 | 27,94,500 | 27,94,500 |
| Office Building | 6,33,440 | 0 | 0 | 6,33,440 | 4,04,100 | 4,926 | 0 | 0 | 4,09,026 | 2,29,340 | 2,24,414 |
| World Business House | 15,65,000 | 0 | 0 | 15,65,000 | 0 | 0 | 0 | 0 | 0 | 15,65,000 | 15,65,000 |
| Motor Car | 5,68,734 | 0 | 0 | 5,68,734 | 3,80,220 | 93,936 | 0 | 0 | 4,74,156 | 1,88,514 | 94,578 |
| Total | 55,61,674 | 0 | 0 | 55,61,674 | 7,84,320 | 98,862 | 0 | 0 | 8,83,182 | 47,77,354 | 46,78,492 |
| Previous Year | 60,47,507 | (4,85,833) | 0 | 55,61,674 | 10,27,885 | 98,861 | 0 | (3,42,426) | 7,84,320 | 50,19,622 | 47,77,354 |



NOTE 8: NON CURRENT INVESTMENT

| Particulars | As at 31 March 2016 | As at 31 March 2015 |
|---|---------------------|---------------------|
| | ₹ | ₹ |
| (a) Investments in Mutual Funds | | |
| ICICI Prudential LIC Mutual Fund | 5,00,000 | 5,00,000 |
| Franklin Templeton Mutual Fund | 15,00,000 | 15,00,000 |
| Total | 20,00,000 | 20,00,000 |
| Less : Provision for diminution in the value of Investments | 0 | 0 |
| Total | 20,00,000 | 20,00,000 |

| Particulars | As at 31 March 2016 | As at 31 March 2015 |
|--|---------------------|---------------------|
| | ₹ | ₹ |
| Aggregate amount of quoted investments (Market value of (Previous Year ` 2015) | 0 | 0 |
| Aggregate amount of unquoted investments (Previous Year ₹ 20000000) | 20,00,000 | 20,00,000 |

| A | Sr. No. | Name of the Body Corporate | Subsidiary / Associate / JV/ Controlled Entity / Others | Quoted / Unquoted | Partly Paid / Fully paid | Amount (₹) | |
|---|---------|----------------------------------|---|-------------------|--------------------------|-----------------|-----------------|
| | | | | | | 2016 (6) | 2015 (7) |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| | (a) | Investment in Equity Instruments | | | | | |
| | (b) | Investments in Mutual Funds | | | | | |
| | | Franklin Templeton Mutual Fund | OTHERS | UNQUOTED | | 15,00,000 | 15,00,000 |
| | | ICICI Prudential LIC Mutual Fund | OTHERS | UNQUOTED | | 5,00,000 | 5,00,000 |
| | | Total | | | | 20000000 | 20000000 |



NOTE 9: INVENTORIES

| <u>Inventories</u> | As at 31 March 2016 | As at 31 March 2015 |
|-----------------------------|---------------------|---------------------|
| | ₹ | ₹ |
| (a) Others (Specify Nature) | | |
| Shares & Securities | 6,08,561 | 6,70,274 |
| Land | 316,57,557 | 222,32,157 |
| Total | 322,66,118 | 229,02,431 |

Note 9.1 : Inventory has been Valued at Cost or Net Realisable Value Whichever is Lower.

NOTE 10: CASH AND CASH EQUIVALENTS

| <u>Cash and cash equivalents</u> | As at 31 March 2016 | As at 31 March 2015 |
|---|---------------------|---------------------|
| | ₹ | ₹ |
| (a) Cash & Cash Equivalent | | |
| Balances with Banks | 6,52,731 | 3,20,647 |
| Cash On Hand | 19,142 | 51,120 |
| (b) Other Bank Deposits | | |
| Fixed Deposit(Maturity less than 12 months) | - | 129,96,245 |
| Total | 6,71,873 | 133,68,012 |

NOTE 11: SHORT TERM LOANS AND ADVANCES

| <u>Short-term loans and advances</u> | As at 31 March 2016 | As at 31 March 2015 |
|--------------------------------------|---------------------|---------------------|
| | ₹ | ₹ |
| Unsecured, considered good | | |
| (a) Others | | |
| Other Advances | 90,16,650 | 95,65,124 |
| Advances to Related parties | - | 51,28,881 |
| Total | 90,16,650 | 146,94,005 |

NOTE 12: OTHER CURRENT ASSETS

| <u>Short-term loans and advances</u> | As at 31 March 2016 | As at 31 March 2015 |
|--------------------------------------|---------------------|---------------------|
| | ₹ | ₹ |
| Interest Accrued on Deposits | - | 1,58,767 |
| Income Tax Provision (Net) | 24,219 | (3,63,864) |
| Total | 24,219 | (2,05,097) |



NOTE 13: REVENUE FROM OPERATIONS

| Revenue From Operations | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|--------------------------------|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| (a) Sales | | |
| - Sales of Shares & Securities | - | 9,99,600 |
| Total | - | 9,99,600 |

NOTE 14: OTHER INCOME

| Other Income | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| (a) Interest Income : | | |
| (i) Interest on Fixed Deposits | 1,39,829 | 14,37,084 |
| (ii) Interest on Loans & Advances | 1,81,422 | 4,22,255 |
| (b) Rent Income | 4,50,000 | 3,18,620 |
| (c) Other Income | 3,50,000 | 0 |
| (c) Sundry Balances Written Off | (1,471) | 1,649 |
| Total | 11,19,780 | 21,79,608 |

NOTE 15 : PURCHASE OF STOCK IN TRADE

| Purchase of stock in trade | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|----------------------------|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| Land Purchase | 94,25,400 | 0 |
| Total | 94,25,400 | 0 |

NOTE 16: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

| Particulars | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|--|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| (A) Inventories at the end of the year | | |
| (a) land | 316,57,557 | 222,32,157 |
| (b) Shares & Securities | 6,08,561 | 6,70,274 |
| | 322,66,118 | 229,02,431 |
| (B) Inventories at the beginning of the year | | |
| (a) land | 222,32,157 | 222,32,157 |
| (b) Shares & Securities | 6,70,274 | 12,04,385 |
| | 229,02,431 | 234,36,542 |
| Net (Increase)/Decrease | (93,63,687) | 5,34,111 |

NOTE 17: EMPLOYEES BENEFITS EXPENSE

| Employee Benefits Expense | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|---------------------------|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| (a) Salaries and Wages | 84,000 | 1,69,000 |
| Total | 84,000 | 1,69,000 |



NOTE 18 FINANCE COST

| Finance Cost | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|-----------------------|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| (a) Interest Expenses | 0 | 1,55,538 |
| (b) Bank Charges | 400 | 485 |
| Total | 400 | 1,56,023 |

NOTE 19: ADMINISTRATIVE, GENERAL & OPERATIONAL EXPENSES

| Particulars | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|---------------------------------|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| Payment to Auditors : | | |
| (a) Statutory Audit fees | 35,000 | 35,000 |
| Accounting fees | 7,500 | 7,500 |
| Advertisement Expenses | 0 | 13,800 |
| A.G.M Expenses | 17,745 | 17,445 |
| Municipal Tax | 18,840 | 20,064 |
| Listing Fees | 2,24,722 | 1,12,360 |
| Legal & Professional Charges | 61,000 | 22,045 |
| Office Expenses | 6,934 | 24,027 |
| Petrol & Conveyance | 9,000 | 36,000 |
| Printing & Stationery | 0 | 6,570 |
| ROC Filing Fees | 1,800 | 12,888 |
| Share Registration Fees | 71,218 | 77,755 |
| Telephone Expenses | 0 | 1,220 |
| Travelling Expenses | 0 | 36,910 |
| Depository Charges | 16,005 | 12,809 |
| Interest on Late payment of TDS | 2,700 | 0 |
| Total | 4,72,464 | 4,36,393 |

NOTE 20 : DEFERRED TAX

The company has adopted As-22 "Accounting for taxes on income which is mandatory w.e.f. 01/04/2003.
(a) The company has provided for net Deferred Tax Asset during the year amounting Rs. 21325/-
The break up of net deferred tax Asset is as under.

| Particulars | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|---|-------------------------------------|-------------------------------------|
| | ₹ | ₹ |
| Deferred Tax Assets/Liabilities: | | |
| On Account of Difference on Book and Income tax Block of Asset | -21,325 | -42,348 |
| Deferred Tax Liability: | | |
| On Account of Disallowance | NIL | NIL |
| Net Deferred Tax Liability (Charged to P&L Account): | -21,325 | -42,348 |



NOTE 21 : CALCULATION OF EARNINGS PER EQUITY SHARE [EPS]

The numerators and denominators used to calculate the basic and diluted EPS are as follows :

| PARTICULARS | For the year ended 31 | For the year ended 31 |
|--|-----------------------|-----------------------|
| | March 2016 | March 2015 |
| Deffered Tax Assets: | ₹ | ₹ |
| Profit after tax attributable to Shareholders | 3,13,667 | 13,84,747 |
| Basic and weighted average number of Equity shares | 30,18,100 | 30,18,100 |
| Nominal value of equity share | 10 | 10 |
| Basic EPS | 0.10 | 0.46 |
| Diluted EPS | 0.10 | 0.46 |

NOTE 22 : SEGMENT REPORTING

In opinion of the management, the Company has not separate reportable segment, hence disclosure under Accounting Standard-17 "Segment Reporting" issued by ICAI is not given.

NOTE 23 : PAYMENT TO AUDITORS

Auditors Remuneration relating to audit work Rs. 35000/- (Previous Year Rs. 35000/-) is provided at the end of year.

NOTE 24 : VALUATION OF CLOSING STOCK

Closing Stock is accounted in the books as taken valued and certified by Directors and Authorised Person's of the Company.

Note 25 : CONTINGENT LIABILITY :

There is no contingent liability outstanding as on the Balance Sheet date.

NOTE 26 : FOREIGN CURRENCY TRANSACTION

During the year under consideration, earning and expenditure in Foreign Currency is NIL

NOTE 27 : REMUNERATION TO DIRECTORS

No Remuneration has been paid to the Director of the Company. During the FY 2014-15, Remuneration paid to director was Rs. 85000/-

NOTE 28 : BALANCE CONFIRMATION

Sundry debit and credit balances of loans and advances, Sundry Debtors, Sundry Creditors, Unsecured Loans, Deposits, are subject to confirmation and reconciliation, if any. As per view of management the same are shown at realisable value and necessary precaution of actual and realisable value has been taken care of. As Certified by the Directors all amounts in the Balance Sheet relating to Sundry Debtors, Sundry Creditors, Unsecured Loans, Deposits, Loans and advances are shown at net realisable or net payable as the case may be.



NOTE 29 : Cash Flow statement is prepared in accordance with the Accounting Standard 3 issued by the Institute of Chartered Accountants of India.

NOTE 30 : PREVIOUS YEAR FIGURES

Previous year figures have been re-grouped, reclassified, reworked and rearranged wherever necessary for proper presentation of accounts.

NOTE 31 : RELATED PARTY DISCLOSURE

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

(I) Enterprises where key managerial personnel (KMP) exercise significant influence : Rajendra B. Shah-HUF
R R Vibrant Polymers Private Limited

(II) Key Management Personnel : Shri Rajendra B Shah,
Smt.Rita R Shah,

(iii) Relatives of Key Management Personnel : Vasuben B. Shah
Virendra B. Shah

| Nature of Transaction | KMP | Key Management Person | Relatives of Key management Personnel |
|--|-------------|-----------------------|---------------------------------------|
| Loans taken during the year - Rajendra Shah | - | 18,000/- | - |
| - Rita Shah | - | 8,23,000/- | - |
| Repayment of loans taken - Rajendra Shah | - | 95,00,000/- | - |
| - Rita Shah | - | 5,00,000/- | - |
| Repayment of Loans - R R Vibrant Polymers Pvt Ltd | 51,28,121/- | - | - |
| Salary - Virendra Shah | - | - | 84,000/- |
| Rent Paid - Vasuben Shah | - | - | 90,000/- |

For, Nirav A Patel & Associates
Chartered Accountants
FRN : 135076W



Nirav Patel
Proprietor
M. No. 151282
Ahmedabad, dated : 30/05/2016

For and on behalf of the Board
R R Securities Limited

Rajendra B Shah (Rajendra B Shah) Director (00394384)
Rita R Shah (Rita R Shah) Director (00394290)

Ahmedabad, dated : 30/05/2016

R R SECURITIES LIMITED
 CIN: L65910GJ1993PLC020169
 203 Supath Flats Vijay Charrasta Navrangpura, Ahmedabad-380009

ATTENDANCE SLIP

| | | | |
|-------------------|--|----------------------|--|
| DP ID* | | Folio | |
| Client ID* | | No. of Shares | |

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **23rd ANNUAL GENERAL MEETING** of the Company held on Friday, 30th September, 2016 at 11:30 A.M. at the registered Office of the Company, 203, Supath Apartment, Nr. Vijaycharrasta, Navrangpura, Ahmedabad- 380009.

Signature of the Shareholder | Proxy
 * Applicable for investors holding shares in electronic form.

R R SECURITIES LIMITED
 CIN: L65910GJ1993PLC020169
 203 Supath Flats Vijay Charrasta Navrangpura, Ahmedabad-380009

Form No. MGT- 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Members:
 Registered Address:
 E-mail Address:
 Folio No. | Client ID: DP Id:

I/we, being the member(s) of _____ shares of R R Securities Ltd, hereby appoint:

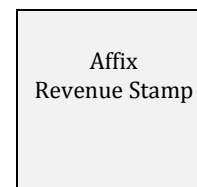
- 1) _____ of _____ having e-mail Id _____ or failing him
- 2) _____ of _____ having e-mail Id _____ or failing him
- 3) _____ of _____ having e-mail Id _____ or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 11.30 a.m. at 203, Supath Apartment , Nr. Vijaycharrasta , Navrangpura, Ahmedabad- 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.NO | RESOLUTIONS |
|------|--|
| | ORDINARY BUSINESS |
| 1 | Adoption of financial statements for the year ended on March 31, 2016 |
| 2 | Reappointment of Mr. Rajendra Babulal Shah as Managing Director |
| 3 | Appointment. M/s. Nirav A Patel & Associates as Statutory Auditor and fix their remuneration |

Signed this Day of 2016

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 Signature of first proxy Holder Signature of Second proxy holder Signature of Third proxy holder



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.