

## R S D FINANCE LIMITED

**CIN: L17222WB1963PLC025749**

**Registered Office:** 224 A J C Bose Road, Krishna Building, 9th Floor, Room No. 902, Kolkata- 700 017

**Admin Office:** C/o. The Alcor Hotel, Holding No. 4, Opp. Indian Oil Petrol Pump,  
Ramdas Bhatta, Bistupur, Jamshedpur- 831001

Email: [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com) , [complianceofficer@rsdfinancelimited.com](mailto:complianceofficer@rsdfinancelimited.com)

Website: [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com)

### NOTICE

Notice is hereby given that the 53rd Annual General Meeting of the Company will be held on Saturday the 24th Day of September, 2016 at the Registered office of the Company at 224, A.J.C. Bose Road, Krishna Building, 9th Floor, Room No – 902, Kolkata-700 017 at 2.30 P.M. to transact the following business :-

#### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (including the Consolidated Financial Statements) for the Financial Year ended March 31, 2016 together with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Roop Narayan Choudhary (DIN: 00583184), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions of Companies Act, 2013, if any, the Rules made there under, as amended from time to time and pursuant to the resolution passed by the members of the Company at the 51st Annual General Meeting (held on 30th September, 2014) the appointment of M/s. MANISHA GUPTA & ASSOCIATES (Firm Registration No. 017879C), Chartered Accountants as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2017, be and is hereby ratified on the remuneration plus reimbursement of out of pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors.”

**By Order of the Board  
RSD Finance Ltd.**

*Sd/*

**Rajeev Singh Dugal  
Chairman**

Place: Jamshedpur  
Date: 11th August, 2016

**NOTES:**

1. The Explanatory Statement setting out the profile of the Director seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.
2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members/ Proxies/ Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2016 to 24<sup>th</sup> September, 2016 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013.
6. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
7. Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
8. In terms of Part A of Schedule VII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of securities, the transferee(s) as well as transferor(s) are required to furnish a copy of their PAN card along with transfer documents for registration of transfer of securities.

Further for securities market transaction and/or for off- market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) shall furnish a copy of PAN card to the Company for registration of such transfer of securities. All intended transferee(s) are, therefore, requested to furnish a self certified copy of their PAN Card along with the relevant transfer deed for registration of transfer

of shares. Please note that the shares lodged for transfer without self certified copy of PAN Card of the transferee(s) shall be returned under objection.

9. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is INE616F01014.
10. The members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
11. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent (Physical & Electronic) to **M/S S. K. Infosolutions Pvt Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006.**  
**(Note: M/S S. K. Infosolutions Pvt. Ltd. became Share Transfer Agent with effect from 04.07.2015, previously it was M/S Maheshwari Datamatics Pvt Ltd 6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata-700001)**
12. In furtherance of the Go Green Initiative, Members holding shares in physical mode are requested to register their e-mail ID's with the S. K. Infosolutions Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.  
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.
13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the electronic copy of the Annual Report 2015-16, Notice of the 53<sup>rd</sup> AGM of the Company along with the Admission Slip and Proxy Form are being sent to all the members whose email ids are registered with the Company/ Depository Participants (Physical copy of the aforesaid documents may be sent on request by any such Member)
14. Physical copy of the Annual Report for 2015-16, the Notice of the 53<sup>rd</sup> AGM of the Company along with the Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/ Depository Participants. Notice of this Annual General Meeting and the Annual Report for the year 2016 will also be available on the Company's website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com).
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH- 13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
17. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

## 18. E - Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely, 17<sup>th</sup> September 2016 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

**A. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 20th September, 2016 (09:00 am) and ends on 23th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:

<https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "RSD FINANCE LIMITED".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sitalpr@yahoo.co.in](mailto:sitalpr@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith);

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17<sup>th</sup> September, 2016.

**VOTING AT AGM :-**

- X. The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM through ballot paper.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XII. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Sital Prasad Swain, Practicing Company Secretary (Membership No. F6338 and CP No – 6814) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and CSE Limited, where the shares of the Company are listed.
- XVIII. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
- XIX. Route Map showing directions to reach to the venue of the 53 rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

9. All documents referred to in the accompanying Notice of Financial Year 2015-16 shall be open for inspection at the Registered Office and the Administrative Office of the Company, between 12.30 PM and 3.00 PM on all working days(i.e. except Saturdays, Sundays and Public holidays), up to the date of this AGM.

10. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below:-

**The Calcutta Stock Exchange Limited**

7, Lyons Range, Kolkata – 700 001

**The Bombay Stock Exchange Limited**

PJ Towers, Dalal Street, Mumbai – 400 001

**ANNEXURE TO ITEM NO. 2 OF THE NOTICE**

*(Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)*

Name of the Director	Roop Narayan Choudhary
Date of Birth	14/02/1971
Nationality	Indian
Date of Appointment on the Board	30/09/2015
Qualifications	B.Com(H)
Expertise in specific functional area	Expertise in specific functional area Marketing, Personnel, Operations, Communication, Strategy & Development and Finance.
Number of shares held in the Company	64, 500 Equity Shares
List of the directorships held in other companies*	TSF LIMITED
Number of meeting of Board attended during the year	No. of meetings held after his appointment – 15 No. of Board meetings attended - 15
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman – NIL Member - NIL
Relationships between Directors inter-se	NIL

\* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

**By Order of the Board  
RSD Finance Ltd.**

*Sd/-*

**Rajeev Singh Dugal  
Chairman**

Place: Jamshedpur

Date: 11th August, 2016