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# 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, Tel. No: 0657-6515324

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)

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## NOTICE

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**NOTICE IS HEREBY GIVEN THAT THE FIFTY-FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RSD FINANCE LIMITED WILL BE HELD ON FRIDAY, 08<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 224, A J C BOSE ROAD, KRISHNA BUILDING, 9TH FLOOR, ROOM NO – 902, KOLKATA-700 017 TO TRANSACT THE FOLLOWING BUSINESS : -**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.
2. To resolve not to fill the vacancy for the time being in the Board, caused by the retirement of Mr. Roop Narayan Choudhary (DIN-00583184) who retires by rotation and does not seek re-appointment and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, the vacancy caused by

retirement of Mr. Roop Narayan Choudhary who retires by rotation at this Annual General Meeting and who does not seek re-appointment be not re-appointed as a Director of the Company and the vacancy, so caused, be not filled up.”

3. To appoint the Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s. Prasad Kumar & Co., Chartered Accountants, (Firm Registration Number 008816C) be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, M/s Manisha Gupta & Associates, Chartered Accountants, to hold office for a term of five (5) consecutive years from the conclusion of this Annual General Meeting, until the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company, i.e. till the financial year 2021 - 2022 subject to ratification by shareholders at every annual general meeting to be held hereafter, on the remuneration plus reimbursement of travelling expenses and other out-of-pocket expenses as may be mutually agreed to between the Board of Directors and the Auditors.”

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**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**SPECIAL BUSINESS:**

4. To Regularise the appointment of Ms. Upneet Dugal (DIN-07680726) as an Executive Director and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Upneet Dugal (DIN-07680726), who was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> December, 2016 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Ms. Upneet Dugal for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. Approval of Related party transaction with Sigma HTS LLP and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any

authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify/ approve the agreement entered into with M/s. Sigma HTS LLP, a Step down subsidiary and hence a related party within the meaning of the aforesaid law, the value of which exceeds ten per cent of the annual consolidated turnover of the Company as per audited financial statements; having the following details as more particularly enumerated in the explanatory statement to the Notice.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

6. To Adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the amended set of Articles of Association, be and is hereby approved and adopted in the place and in exclusion and substitution of the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

7. To Adopt new set of Memorandum of Association of the Company containing regulations in conformity

with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the amended set of Memorandum of Association submitted to this meeting be and are hereby approved.”

**NOTES:**

**A. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Rules made thereunder a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than ten percent (10%) of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant statements to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the special business at Item Nos. 4 to 7 of the Notice and explanatory

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

**By Order of the Board of Directors  
RSD Finance Limited**

**Sd/-**

Place: Jamshedpur  
Date: 14th August, 2017

**Rajeev Singh Dugal  
Managing Director**

statement of the profile of the Director, are annexed hereto.

2. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
3. Members are requested to:
  - I. Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
  - II. quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
  - III. Bodies Corporate, who are the members of the Company, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote at the meeting.
  - IV. 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. The Register of Members and Share Transfer Books in respect of Equity Shares will remain closed from (Friday) 1st September, 2017 to (Friday) 08th September, 2017 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of AGM.

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5. 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.
  6. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
  7. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization since 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.
  8. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent (Physical & Electronic) M/s. S. K. Infosolutions Pvt Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006.
  9. In furtherance of the Go Green Initiative, Members holding shares in physical mode are requested to register their e-mail ID's with 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.
  10. 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.
  11. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrars and Share Transfer Agents, M/s S.K.Infosolutions Private Limited.
  12. 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 2016-17, Notice of the 54<sup>th</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 their respective Depository Participants (DPs).
  13. The Company or its Registrars & Share Transfer Agents for communication purposes unless any member has requested for a physical copy of the same.
  14. Physical copy of the Annual Report for 2016-17, the Notice of the 54<sup>th</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/ Registrars & Share Transfer Agents.
  15. Members may also note that the Annual Report for the financial year 2016-17 including the Notice convening the Fifty Fourth Annual General Meeting will also be available on the Company's website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com), which can be downloaded from the site. The physical copies

of the aforesaid documents will also be available at the Company's registered office in Kolkata for inspection during normal business hours on all the working days except Saturdays and Sundays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the members may also send their requests to the designated e-mail ID: **complianceofficer@rsdfinancelimited.com**

16. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed form SH – 13. Members desirous of making nominations may send their request in Form SH -13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH -13 upon request to the Company or its RTA.
17. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
18. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

#### 19. 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, 01<sup>st</sup> September, 2017 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 remote e-voting period commences on (Monday) 04th September, 2017 (09:00 am) and ends on (Thursday) 07th September, 2017 (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 01st September, 2017, 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.
- IV. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- 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/ DP)**
    - (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.

Note: Shareholders already registered with NSDL for e-voting will not receive the pdf file "remote e-voting.pdf"

- (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 Electronic Voting Event No. (EVEN) of "RSDFINANCE 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 [adubey87@gmail.com](mailto:adubey87@gmail.com) 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 e-mail IDs are not registered or have requested the physical copy]:**

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for the AGM (enclosed herewith)
- (ii) Please follow all steps from Sl. No. (ii) to (xii) above to cast vote.

## **B. VOTING AT AGM**

Members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of Ballot papers in this regard at the AGM Venue.

## **20. OTHER INSTRUCTIONS**

- I. 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.
- II. 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.
- III. 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).
- IV. 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 01st September, 2017.
- V. 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. 01st September, 2017, may obtain the login ID and password by sending an email to [complianceofficer@rsdfinancelimited.com](mailto:complianceofficer@rsdfinancelimited.com) or a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA by mentioning their Folio No./DP ID and Client ID No. 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 or contact NSDL at the following toll free no.: 1800-222-990.
- VI. 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
- VII. 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.
- VIII. Mr. Anil Kumar Dubey, Practicing Company Secretary (Membership No. A26398 and CP No – 12588) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. 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 “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. 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.
- XI. 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.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., September 08, 2017.
21. The route map showing directions to reach to the venue of the 54<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.
22. All documents referred to in the Notice and Explanatory Statements will be available 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.
23. 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

By Order of the Board of Directors  
 RSD Finance Limited

Sd/-

**Rajeev Singh Dugal**  
 Managing Director

Place: Jamshedpur

Date: 14th August, 2017

#### REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Friday, September 01, 2017, so that the answers/ details can be kept ready at the AGM.

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**EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER CALLED 'THE ACT')**

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**Item No. 4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting held on December 28, 2016, had appointed Ms. Upneet Dugal (DIN – 07680726), Daughter of Mr. Rajeev Singh Dugal, as an Additional (Executive) Director under Section 161 (1) of the Companies Act, 2013 and Article 27 of the Articles of Association of the Company. Accordingly, Ms. Upneet Dugal holds office as a Director up to the date of the forthcoming Annual General Meeting. It is proposed to appoint her as a Director of the Company liable to retire by rotation.

The Company has received a notice in writing along with the deposit of requisite amount under Section 160 of the Act from a member proposing Ms. Upneet Dugal as a candidate for the office of a Director of the Company. The Board considers it desirable that the Company should continue to avail itself of the services of Ms. Upneet Dugal as Director and accordingly recommends the Resolution at Item No. 4 for approval by the Members.

On the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on August 14, 2017 approved the terms and conditions of Ms. Upneet Dugal appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Ms. Upneet Dugal as an Executive Director of the Company are as follows:

- i) Basic Salary: The basic salary shall be in the range of 75,000/- to 1,00,000/- per month including any prerequisites and allowances, If any.
- ii) Commission: Commission will be decided by the Board of Directors/ Committees of the Board from time to time. The Commission in a particular year shall be subject to the overall ceiling laid down under Section 197 of the Companies Act, 2013.
- iii) Annual Increments - The annual increments will be decided by the Board of Directors/ Committees of the Board and will be merit-based and take into account Company's performance, subject to the ceiling prescribed under Section 197 and Schedule V of the Companies Act, 2013

Accordingly, the Board recommends passing of the Ordinary Resolution proposed at Item No. 4 of the Notice.

Brief profile of Ms. Upneet Dugal and the disclosures required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given as additional information about the Directors, which forms part of the Notice.

None of the Directors/ Key Managerial Personnel of the Company or their relatives, except Ms. Upneet Dugal, being an appointee, and Mr. Rajeev Singh Dugal, father of Ms. Upneet Dugal, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

**Item No. 5**

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23(4) of SEBI LODR, 2015, approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions entered into by the Company with Sigma HTS LLP, a step down subsidiary LLP and therefore a related party, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, they exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company.



**The particulars of the contracts / arrangements / transactions are as under:**

<b>PARTICULARS</b>	<b>INFORMATION</b>
<b>Name of the Related Party</b>	Sigma HTS LLP
<b>Name of Director(s) or Key Managerial Personnel who is related</b>	Mr. Rajeev Singh Dugal, Ms. Upneet Dugal and Mr. Sushil Kumar Khowala
<b>Nature of Relationship</b>	Precision Automotive Private Limited holds 65% of the profit sharing ratio of Sigma HTS LLP which is a wholly owned subsidiary of RSD Finance Limited
<b>Nature of the Contracts / arrangements / transactions</b>	Assignment of a Debt due to the Company
<b>Material terms of the contracts/arrangements/ transactions</b>	To be determined on arm's length basis
<b>Monetary Value</b>	7.50 crores
<b>Salient terms of contract</b>	The Company had provided loan to M/s. Santosh Trust which defaulted in repayment of the same on the due date. The Company further assigned all the receivables in respect of the loan along with rights, title and interest to Sigma HTS LLP
<b>Are the transactions in the ordinary course of business and arm's length basis</b>	Yes
<b>Any other information relevant or important for the members to make a decision on the proposed transactions</b>	None

The above transaction has been approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI LODR, 2015. In view the above, it is proposed seek approval of the members of the Company through an Ordinary resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 5.

None of the Directors, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except those mentioned above to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in item no. 5 of the Notice.

The Board recommends the Resolution at Item No.5 of the Notice for approval of the Members.

**Item No. 6 & 7**

The existing MOA and AOA are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

Hence, it is considered expedient to suitably amend the MOA and the AOA to bring them in conformity with the new Companies Act, 2013. The proposed new draft MOA and AOA are being uploaded on the Company's website for perusal by the shareholders. during the meeting and can be inspected by

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members during the business hours at the registered office of the company on all working days (i.e. except Saturdays, Sundays and public holidays) till the date of 54th AGM.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 & 7 of the Notice. The Board recommends the Special Resolution set out at Item No. 6 & 7 of the Notice for

approval by the shareholders.

**By order of the Board of Directors  
RSD Finance Limited**

Sd/-

**Mr. Rajeev Singh Dugal  
Managing Director**

Place: Jamshedpur  
Date: 14<sup>th</sup> August, 2017

**ADDITIONAL INFORMATION (AS ON MARCH 31, 2017) OF DIRECTORS SEEKING APPOINTMENT AT THE FIFTY FOURTH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS NOTIFIED ON APRIL 23, 2015**

Name of the Director	Ms. Upneet Dugal
Date of Birth	26-09-1992
Nationality	Indian
Date of Appointment on the Board	28-12-2016
Qualifications	Bachelor in Business Administration
Expertise in specific functional area	Business Development
Terms & conditions of Appointment & Remuneration	As per the Nomination & Remuneration Policy of the Company.
Number of shares held in the Company	NIL
List of the directorships held in other companies	NIL
Number of meeting of Board attended during the year	No. of meetings held after her appointment – 4 No. of Board meetings attended - 4
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Chairman – NIL Member - NIL
Relationships between Directors inter-se	Daughter of Mr. Rajeev Singh Dugal (Managing Director)

By Order of the Board of Directors  
RSD Finance Ltd.

Sd/-

Mr. Rajeev Singh Dugal  
Managing Director

Place: Jamshedpur  
Date: 14<sup>th</sup> August, 2017

## RSD FINANCE LIMITED

CIN- L17222WB1963PLC025749

Regd. Office: 224 A. J. C. Bose Road, Krishna Building, 9<sup>th</sup> Floor, Room No – 902, Kolkata- 700 017

Website: [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com); Email: [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com); Ph: (033) 6900 0200/ (0657) 6515324

### ATTENDANCE SLIP

*(To be signed and handed over at the entrance of the meeting hall)*

Registered Folio / DP ID  
& Client ID :

Name and Address  
of the Shareholder :

Joint Holder(s) :

No. of Shares :

I/ We hereby record my/ our presence at the **FIFTY-FOURTH ANNUAL GENERAL MEETING** of the members of the Company held on **Friday, 08<sup>th</sup> September 2017 at 12.30 P.M.** at the Registered office of the Company at 224, AJC Bose Road, Krishna Building, 9<sup>th</sup> Floor, Room No- 902, Kolkata – 700 017

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Member' Folio/DP ID- Client ID No.                      Member/proxy name in Block letters                      Member/ proxy's signature

Note: Please complete the Folio/ DP ID- Client ID No. and Name, sign this Attendance Slip and hand it over at the Attendance verification counter at the **ENTRANCE OF THE MEETING HALL.**

### ELECTRONIC VOTING PARTICULARS

EVEN (EVOTING EVENT NO.)	User ID	Password/PIN
106852		

Note: Members are requested to read "Note No. 19" in the Notice of the 54th Annual General Meeting, being sent herewith, in respect of the instruction for voting through electronic means. The voting period starts from 9:00 am on September 04, 2017 and ends at 5:00 pm on September 07, 2017.

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## RSD FINANCE LIMITED

CIN: L17222WB1963PLC025749

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### 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 the Member(s) :
Registered Address :
E-mail Id :
Folio No./Client Id:
DP ID :

I/We, being the member(s) of RSD Finance Limited holding \_\_\_\_\_ shares, hereby appoint:

- 1) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_,  
or failing him/ her
  
- 2) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_,  
or failing him/ her
  
- 3) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_,  
or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Fifty Fourth Annual General Meeting** of the members of the Company to be held on **Friday, 08<sup>th</sup> September, 2017 at 12:30 P.M.** at the Registered office of the company at 224, A.J.C. Bose Road, Krishna Building, 9th Floor, Room No – 902, Kolkata, West Bengal-700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
<b>ORDINARY BUSINESS</b>		
1. To receive, consider and adopt A) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and B) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.		
2. To resolve not to fill the vacancy for the time being in the Board, caused by the retirement of Mr. Roop Narayan Choudhary (DIN-00583184), who retires by rotation and does not seek re-appointment		
3. To appoint the Statutory Auditors and to fix their remuneration		
<b>SPECIAL BUSINESS</b>		
4. To Regularise the appointment of Ms. Upneet Dugal (DIN-07680726) as an Executive Director of the Company		
5. Approval of Related party transaction with Sigma HTS LLP		
6. To Adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013		
7. To Adopt new set of Memorandum of Association of the Company pursuant to the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2017

(Affix Revenue Stamp)

Signature of the Shareholder: \_\_\_\_\_

Note:

- 1) 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 commencement of the Meeting.
- 2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
- 3) Appointment of a proxy does not prevent a member from attending the meeting in person if he wishes so. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the proxy will stand automatically revoked.
- 4) This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any of the resolutions, your proxy will be entitled to vote at the meeting in the manner he/she thinks appropriate.\*\*

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- 5) In case of Joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
  - 6) Undated proxy form will not be considered valid.
  - 7) This form will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
  - 8) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
  - 9) If Company receives multiple proxies for the same holding of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.



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1 km

	<p>via Bankura - Beliator - Sonamukhi - Khandaghosh - Nischintapur Rd 21 min without traffic</p>	<p>34 min 11.4 km</p>
	<p>via Bankim Setu 20 min without traffic</p>	<p>35 min 8.7 km</p>
	<p>4:51 PM–5:33 PM   &gt;  AC-12 / AC-12D / E-1 / S-2 / S-5</p>	<p>42 min</p>