

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, Ramdas Bhatta,

Opp. Indian Oil Petrol Pump, Bistupur, Jamshedpur- 831001

Tel. No: +91 +91 7280009199, Email address: rsdfinance.ltd@gmail.com,

complianceofficer@rsdfinancelimited.com

Website: www.rsdfinancelimited.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RSD FINANCE LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 26, 2018 AT 12.30 PM AT GYAN MANCH, 11, PRETORIA ST, ELGIN, KOLKATA, WEST BENGAL - 700071 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

- 1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company.**

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 together with the reports of the Auditors thereon.
- 2. Appointment of Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director.**

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 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Upneet Dugal (DIN: 07680726), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. Appointment of Mr. Jayesh Taunk (DIN - 07936303) as a Non-Executive Independent Director of the Company.**

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment

thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Jayesh Taunk (DIN - 07936303), who was appointed as an Additional Director of the Company with effect from 12th September, 2017 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment be and is hereby appointed as a Director of the Company to hold office for a term upto five consecutive years.”

4. **Re-appointment of Mr. Sushil Kumar Khowala (DIN: 00224539) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sushil Kumar Khowala (DIN: 00224539), who was appointed and who holds office as an Independent Director of the Company up to 29th day of September, 2018 (first term) and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or

expedient to give effect to this resolution.”

5. **Delivery of documents on the Members through a particular mode if required by the Member.**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment (s) or substitution(s) thereof for the time being in force) consent of the Company be and is hereby accorded to charge a fee from a Member in advance, a sum equivalent to the estimated expenses of delivery of the documents through a particular mode if a request has been received from the Member by the Company for delivery of any document through a particular mode, provided such request along with such fee has been duly realised by the Company at least one week in advance of the dispatch of the document(s) by the Company and that no such request shall be entertained by the Company post-dispatch of such document to the Member.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees to be paid in advance for delivery of the document(s).”

6. **Shifting of Registered Office from jurisdiction of one state to another**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government (Regional Director), and subject to such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, or any statutory modification or amendment thereof, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the from its present location at the State of West Bengal to the State of Jharkhand."

"RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

"II. The registered office of the Company will be situated in the State of Jharkhand."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the "State of West Bengal" to such place in the "State of Jharkhand" as may be determined by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized jointly or severally to sign, execute and submit such document, forms etc. as may be required and to take such steps, do such acts, deeds and things as they may deem necessary and proper in this matter."

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

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Registered Office:

224 A J C Bose Road
Krishna Building, 9th Floor
Room No. 902, Kolkata- 700 017
CIN: L17222WB1963PLC025749
Website: www.rsdfinancelimited.com
Email: rsdfinance.ltd@gmail.com,
complianceofficer@rsdfinancelimited.com
Tel. No: +91 +91 7280009199

Place: Jamshedpur

Date: August 14, 2018

NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. BY 12.30 PM ON SEPTEMBER 24, 2018.**

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. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. The relevant statements pursuant to Sub section 1 of Section 102 of the Act and the Secretarial Standard II on General Meetings, which sets out details relating to the special business to be transacted at the Annual General Meeting is annexed hereto and forms part of this Notice.
3. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
4. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 23
5. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Upneet Dugal (DIN: 07680726), Director, retires by rotation at the forthcoming AGM and being eligible, offers herself for re- appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
6. Ms. Upneet Dugal is interested in the Ordinary Resolutions set out at Item Nos. 2 of the Notice with regard to her appointment. Mr. Rajeev Singh Dugal, Managing Director, being related to Ms. Upneet Dugal may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the

above, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of the Notice.

7. Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
8. The Ministry of Corporate Affairs by way of a Notification dated May 07, 2018, notified the provisions of Section 40 of the Companies (Amendment) Act, 2017 along with Companies (Audit and Auditors) Amendment Rules, 2018, whereby provisions of Section 139 of the Companies Act, 2013 were amended. As per the amendment, the ratification of Statutory Auditors appointed by the shareholders at every AGM of the Company has been done away with.
9. Members/Proxies/Authorised Representatives 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.

10. The Register of Members and Share Transfer Books in respect of Equity Shares will remain closed from (Wednesday) 19th September, 2018 to (Wednesday) 26th September, 2018 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.
11. 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 before the commencement of the Annual General Meeting of the intention to inspect is given to the Company.
12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat mode are therefore requested to submit a self-attested copy of their PAN card to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the self-attested copy of their PAN card to the Company's Registrar & Transfer Agents.
13. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form 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. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
14. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 05, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
15. The Company's Registrar & Share Transfer Agent (both, physical as well as electronic) is M/s. S. K. Infosolutions Pvt Ltd having its office at 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006. Members are requested to send all communications relating to shares to M/s. S. K. Infosolutions Pvt Ltd.
16. The Ministry of Corporate Affairs and SEBI has encouraged paperless communication as a contribution to a greener environment. 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.

If there is any change in the email ID already registered with the Company, members are requested to immediately notify such changes to the Registrars & share Transfer Agent of the Company in respect of the shares held in physical form and to their respective Depository Participants (DPs) in case the shares are in Demat form.
17. Members holding shares in electronic form are requested to intimate 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 the Registrars and Share Transfer Agents (RTA), M/s S.K. Infosolutions Private Limited.

18. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report 2017-18 including Audited Financial Statements, Board's report etc. and this Notice of the 55th Annual General Meeting of the Company interalia indicating the process and manner of remote e-voting alongwith the Attendance Slip and Proxy Form is being sent by electronic mode, to all those members whose email ids are registered with their respective Depository Participants (DPs), the Company or its Registrars & Share Transfer Agents(RTA) for communication purposes unless any member has requested for a physical copy of the same.
19. For Members who have not registered their email address, physical copies of the Annual Report for 2017- 18 and this Notice of the 55th Annual General Meeting of the Company interalia indicating the process and manner of remote e-voting along with the Attendance Slip and Proxy Form is being sent to them in the permitted mode.
20. Members may also note that the Annual Report for the financial year 2017-18 including the this Notice convening the 55th Annual General Meeting will also be available on the Company's website 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 at Kolkata for inspection from 12.30 PM to 03.00 PM on all the working days except Saturdays, Sundays and Public Holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, 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 / rsdfinance.ltd@gmail.com
21. 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 ones folio are requested to write to the Company to consolidate their holdings in one folio.
22. 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 read with Rules made thereunder and other relevant documents in respect of the proposed resolutions would be available for inspection by the members at the venue of the Annual General Meeting and also at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 12.30 p.m. and 03.00 p.m. upto the date of this Annual General Meeting.
23. 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, 21st September, 2018 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the venue of the Annual General Meeting.

A. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the Secretarial Standard II on General Meetings, the Company is pleased to

provide to its members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. 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 facility will be available during the following period:

- **Commencement of remote e-voting: From 9:00 a.m. (IST) on Saturday, September 22, 2018**
- **End of remote e-voting: Up to 5:00 p.m. (IST) on Tuesday, September 25, 2018**

During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

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 voting rights of the Members shall be in proportion to their shares in the paid- p share capital of the Company as on the cut-off date, being Friday, September 21, 2018.

VI. 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.nsd.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 sitalpr@yahoo.co.in with a copy marked to 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

In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of Ballot Papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting. In case of voting by Ballot Papers at the AGM, the voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the date of Book Closure.

24. 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 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 21st September, 2018.

V. 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. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.

VI. 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. 21st September, 2018, may obtain the login ID and password in the manner as mentioned below:

a) Members may send an e-mail request to – Company Secretary/ Compliance Officer at complianceofficer@rsdfinancelimited.com or, NSDL at evoting@nsdl.co.in or, Issuer/RTA at skcdilip@gmail.com by mentioning their Folio No./DP ID and Client ID No.

b) If a member is already registered with NSDL for remote e-voting then they can use their existing user ID and password for casting their votes. Passwords can be reset if forgotten by using “Forgot User

Details/Password” option available on www.evoting.nSDL.com.

- c) Member may call on NSDL’s toll-free number: 1800-222-990.
- VII. 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.
- VIII. If a Member cast votes by both modes i.e. remote e-voting and Ballot Papers at the AGM, then voting done through remote e- voting shall prevail and Ballot Paper shall be treated as invalid.
- IX. The Board of Directors of the Company has appointed Mr. Sital Prasad Swain, Practicing Company Secretary (Membership No. F6338 and CP No – 6814) as the Scrutinizer to scrutinize the remote e-voting process and voting by way of Ballot Paper in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- X. 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.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, 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 within the prescribed time limit after 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.

- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 uploaded on the BSE Listing Portal.
- XIII. 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 26, 2018.

25. The route map showing directions to reach to the venue of the 55th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.

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

Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001

Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata – 700 001

By Order of the Board of Directors
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director

Place: Jamshedpur

Date: August 14, 2018

REQUEST TO MEMBERS

Members are requested to send their query, 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 Wednesday, September 19, 2018, so that the answers/ details can be kept ready at the AGM.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (HEREINAFTER CALLED 'THE ACT')

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item No. 3

The Board of Directors of the Company had based on the recommendation of the Nomination and Remuneration Committee at its meeting held on September 12, 2017 appointed Mr. Jayesh Taunk (DIN - 07936303) as a Additional (Non-Executive Independent) Director of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM")

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Jayesh Taunk (DIN - 07936303), be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Jayesh Taunk shall be effective upon approval by the members in the Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Jayesh Taunk fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Jayesh Taunk is

independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Jayesh Taunk are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

A Copy of draft letter of appointment of Mr. Jayesh Taunk setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. The said terms and conditions of appointment are also available on the website of the Company at www.rsdfinancelimited.com

Save and except Mr. Jayesh Taunk and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Mr. Sushil Kumar Khowala (DIN: 00224539) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges.

He holds office as an Independent Director of the Company up to 29th September, 2018 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors on the basis of the report of performance evaluation of Independent Directors, has recommended

the reappointment of Mr. Sushil Kumar Khowala as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of the Independent Directors and the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during their tenure, the continued association would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Sushil Kumar Khowala as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Sushil Kumar Khowala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received a declaration that he meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Sushil Kumar Khowala fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management.

Details of Mr. Khowala is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter of appointment setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. The said terms and conditions of appointment are also available on the website

of the Company at www.rsdfinancelimited.com

Save and except Mr. Sushil Kumar Khowala and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of Independent Directors for the second term requires approval of members by way of a Special Resolution.

The Board commends the Special Resolutions set out at Item Nos. 4 of the Notice for approval by the members.

Item No. 5

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any Member by sending it to him/her by Post or by Registered post or by Speed post or by Courier or by delivering at his/her office or address or by such electronic or other mode as may be prescribed.

It further provides that a Member can request for delivery of any document to him/her through a particular mode for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the Members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board accordingly recommend the Ordinary Resolution at Item No.5 of the accompanying notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution mentioned at Item No. 5 of this Notice except to the extent

of their respective shareholding in the Company, if any.

Item No. 6

Presently, the Company's Registered Office is located at State of West Bengal. The Board of Directors of the Company on August 14, 2018 has proposed to shift the Registered Office of the Company from the "State of West Bengal" to the "State of Jharkhand" due to the following reasons:-

I. The Company has its factory at NS – 13, 2nd Phase, Industrial Area, Adityapur, Jamshedpur – 831001 and its administrative office at H. No – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur – 832001 and majority of its operations of the Company are carried out from there only.

II. To carry on the business of the Company more economically, efficiently and with better operational convenience. Shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made

thereunder, shifting of the Registered office from one State to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (Regional Director). Accordingly, approval of the members is sought for shifting of the Registered Office of the Company from the "State of West Bengal" to the "State of Jharkhand" and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Jharkhand. All the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No. 6 for the approval of Shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution mentioned at Item No. 6 of this Notice except to the extent of their respective shareholding in the Company, if any.

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

Sd/-

**Mr. Rajeev Singh Dugal
Managing Director**

Place: Jamshedpur
Date: August 14, 2018

**ANNEXURE TO THE NOTICE DATED 14TH AUGUST, 2018
 DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-
 APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Particulars	Ms. Upneet Dugal	Mr. Jayesh Taunk	Mr. Sushil Kumar Khowala
Nationality	Indian	Indian	Indian
Date of Birth	26 th September, 1992	05 th December, 1967	06 th July, 1964
Age	25 years	50 years	54 years
Qualifications	Bachelor in Business Administration	Cost Accountant (CMA)	Chartered Accountant(CA)
Expertise in specific functional area	Ms. Upneet Dugal has an experience in Business Development and is taking a course on Corporate Communication and Reputation Management.	Mr. Jayesh Taunk has vast experience in the field of Accounts & Finance. He has worked in large scale Companies and leading firms like Usha Martin Ltd., Dunlop India Limited, PWC, E&Y and Accenture. Please refer Company's website: www.rsdfinancelimited.com for detailed profile.	Mr. Sushil Kumar Khowala has had a brilliant academic career and is a senior partner and founder member in Messrs. SDY & Co., Chartered Accountants His areas of specialization include Audit, Taxations, Financial Consultancy, Project Finance & Merchant Banking Activities. Please refer Company's website: www.rsdfinancelimited.com for detailed profile.
Terms & conditions of Appointment & Remuneration	As per the resolution passed by the shareholders at the Annual General Meeting held on September 08, 2017, Ms. Upneet Dugal was appointed as an Executive Director, liable to retire by rotation.	As per the resolution at item no. 3 of the Notice convening this Annual General Meeting read with the statement pursuant to Section 102(1) of the Act thereto.	As per the resolution at item no. 4 of the Notice convening this Annual General Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
Remuneration last drawn (including sitting fees, if any)	Remuneration of ₹9,00,000 during the financial year 2017-18	Sitting Fees of ₹ 6,000 paid for attending Board and Committee meetings during the financial year 2017-18	Sitting Fees of ₹10,000 paid for attending Board and Committee meetings during the financial year 2017-18
Remuneration proposed to be paid	As per existing terms and conditions	Sitting Fees to be paid for attending Board and Committee meetings	Sitting Fees to be paid for attending Board and Committee meetings
Date of first Appointment on the Board	28th December, 2016	12th September, 2017	21st June, 2013

Number of shares held in the Company as on 31st March, 2018	NIL	75,000	18,000
Relationships with other Directors/ Key Managerial Personnel	Daughter of Mr. Rajeev Singh Dugal (Managing Director)	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meeting of Board attended during the year	Two (2)	Three (3)	Three (3)
Directorships of other Boards as on March 31, 2018 (Public Limited Company)	NIL	NIL	<ul style="list-style-type: none"> • G.Raj and Company Consultants Ltd • GRIC Consultancy India Limited • Narnolia Commerze Limited
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL

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

Sd/-

**Mr. Rajeev Singh Dugal
Managing Director**

Place: Jamshedpur
Date: August 14, 2018

RSD FINANCE LIMITED

CIN- L17222WB1963PLC025749

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

Website: www.rsdfinancelimited.com; Email: rsdfinance.ltd@gmail.com;

Ph: (033) 6900 0200/ +91 7280009199

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-FIFTH ANNUAL GENERAL MEETING** of the members of the Company held on **Wednesday, 26th September 2018 at 12.30 P.M.** at Gyan Manch, 11, Pretoria St, Elgin, Kolkata, West Bengal - 700071

Member' Folio/DP ID- Client ID No.

Member/proxy name in Block letters

Member/ proxy's signature

Notes: 1. A member/proxy/authorised representative wishing to attend the meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.

2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.

ELECTRONIC VOTING PARTICULARS

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

Note: Members are requested to read "Note No. 23" in the Notice of the 55th 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 22, 2018 and ends at 5:00 pm on September 25, 2018.

RSD FINANCE LIMITED

CIN: L17222WB1963PLC025749

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

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Ph: (033) 6900 0200/ +91 7280009199

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 Fifth Annual General Meeting** of the members of the Company to be held on **Wednesday, 26th September, 2018 at 12:30 P.M.** at Gyan Manch, 11, Pretoria St, Elgin, Kolkata, West Bengal – 700071 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
ORDINARY BUSINESS		
1. To receive, consider and adopt A) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 together with the reports of the Auditors thereon.		
2. To appoint Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director		
SPECIAL BUSINESS		
3. To appoint Mr. Jayesh Taunk (DIN - 07936303) as a Non - Executive Independent Director of the Company		
4. To re-appoint Mr. Sushil Kumar Khowala (DIN: 00224539) as a Non - Executive Independent Director of the Company for a second term of five years		
5. To approve delivery of documents on the Members through a particular mode if required by the Member.		
6. Shifting of Registered Office from jurisdiction of one state to another		

Signed this _____ day of _____ of 2018

(Affix Revenue Stamp)

Signature of the Shareholder: _____

Note:

- 1) This form should be signed across the stamp as per specimen signature registered with the Company.
- 2) The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 3) A proxy need not be a member of the Company.
- 4) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- 5) Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

ROUTE MAP AND PROMINENT LAND MARK FOR EASY LOCATION OF THE VENUE OF THE 55TH ANNUAL GENERAL MEETING

