

Date: 02-09-2019

To,

The General Manager
Corporate Relations Department
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 539875

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata - 700 001
Scrip code: 28123

Dear Sir/ Madam,

Sub –Notice of the 56th Annual General Meeting (AGM) of RSD Finance Limited

Please find enclosed herewith Notice of the 56th AGM of RSD Finance Limited scheduled to be held on Monday, September 30, 2019 at 10:30 AM at the registered office of the Company situated at Holding No. – 4, The Hotel Alcor, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand- 831001.

This is for your information and record.

Thanking You,

Yours faithfully,

For RSD Finance Limited

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Encl: As above

CC:

M/s. S. K Infosolutions Pvt. Ltd
34/1A, Sudhir Chatterjee Street
Kolkata, West Bengal – 700 006

The manager
National Securities Depository Ltd.
4th floor, "A" Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai-400013

The Manager
Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Tower
17th floor, Dalal Street
Mumbai-400001

R S D FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001
Tel. No: +91 7280009199, Email address: rsdfinance.ltd@gmail.com,
complianceofficer@rsdfinancelimited.com
Website: www.rsdfinancelimited.com

NOTICE

Notice is hereby given that the **FIFTY SIXTH ANNUAL GENERAL MEETING** of the members of RSD Finance limited will be held on **MONDAY, SEPTEMBER 30, 2019 AT 10.30 AM** at the Registered office of the company at **HOLDING NO. – 4, THE ALCOR HOTEL, RAMDAS BHATTA, BISTUPUR, JAMSHEDPUR - 831001** 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, 2019 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, 2019 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. **Re-appointment of Mr. Malkeet Singh Saini (DIN: 02592649) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as **SPECIAL RESOLUTIONS:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Malkeet Singh Saini (DIN: 02592649), who was appointed as an Independent Director to hold office up to 28 May, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing

Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term commencing with effect from May 29, 2019 up to September 30, 2019, not liable to retire by rotation."

4. Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI(Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018.

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as **SPECIAL RESOLUTIONS**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") as amended vide Amendment Regulation, 2018 and second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 ("the Act") as amended vide Companies (Amendment) Act, 2017 and other applicable provisions of the Companies Act, 2013 or SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for payment of remuneration for the Financial Year 2019-20 and all subsequent Financial Years, in excess of the limits prescribed under the Section 197 of the Act and Regulation 17 of the Regulations as set out in the explanatory statement annexed hereto, to the Managerial Personnel and Executive Directors who are Promoters or members of Promoter Group."

"RESOLVED FURTHER THAT the total managerial remuneration payable by the Company to its Executive Directors, including Managing Director, Whole-time Director or manager, if any, shall not exceed Rs. 5 lakhs per month on an individual basis in respect of any Financial Year."

"RESOLVED FURTHER THAT the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commenced from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution."

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

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Registered Office:

H. No – 4, The Alcor Hotel
Ramdas Bhatta, Bistupur, Jamshedpur
Purbi Singhbhum, Jharkhand - 831001
CIN: L17222JH1963PLC013316
Website: www.rsdfinancelimited.com
Email: rsdfinance.ltd@gmail.com,
complianceofficer@rsdfinancelimited.com
Tel. No: +91 +91 7280009199

Place: Jamshedpur
Date: August 27, 2019

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 10.30 AM ON SEPTEMBER 30, 2019.

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. The proxies shall be available for inspection 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.

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. 24
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 re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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/Authorized Representatives are requested to:
 1. 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 of the Company will remain closed from (Tuesday) 24th September, 2019 to (Monday) 30th September, 2019 (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 April 01, 2019. 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 dematerialised mode are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the

Company's Registrar & Share Transfer Agent.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.

18. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, etc. to the Company's Registrar & Share Transfer Agent, M/s S.K. Infosolutions Private Limited, quoting their Registered Folio Number.
19. SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.
20. Electronic copy of the 56th Annual Report and Notice of the 56th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
21. Members may also note that the Annual Report for the financial year 2018-19 including the this Notice convening the 56th Annual General Meeting will also be available on the Company's website www.rsdfinancelimited.com, which can be downloaded from the site. 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

22. 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.
23. The Statutory Registers 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 or 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. up to the date of this Annual General Meeting.

24. 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, 23rd September, 2019 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 Thursday, September 26, 2019**
 - **End of remote e-voting: Up to 5:00 p.m. (IST) on Sunday, September 29, 2019**

During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019, 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 capitals of the Company as on the cut-off date, being Monday, September 23, 2019.

VI. **E-voting Instructions:** The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Your password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

(c) How to retrieve your ‘initial password’?

- i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
- (vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - (viii) Now, you will have to click on “Login” button.
 - (ix) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- (i) After successful login at Step 1, you will be able to see the Home page of e-

Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- (ii) After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (iii) Select “EVEN” of the Company which is 112085.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your 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 has 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.

25. OTHER INSTRUCTIONS

- I. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also

required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address:skcdilip@gmail.com with a copy marked to 'evoting@nsdl.co.in'.

NSDL at evoting@nsdl.co.in
 or, Issuer/RTA at skcdilip@gmail.com
 by mentioning their Folio No./DP ID and Client ID No.

- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- III. 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.
- 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 23rd September, 2019.
- 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. 23rd September, 2019, 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, rsdfinance.ltd@gmail.com or,
- 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 entire voting process including remote e-Voting in a fair and transparent manner.
- X. The Chairman shall at the end of the discussion, at the AGM, 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 a period not exceeding three (3) working days from the conclusion of 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 Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared along with the report of the Scrutinizer shall be hosted on the website of the Company www.rsdfinancelimited.com and on the website of NSDL immediately after the declaration of result and will also be

communicated to the Bombay Stock Exchange.

26. 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 30, 2019.
27. Copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM.
28. The route map showing directions to reach to the venue of the 56th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.

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

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

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

By Order of the Board of Directors
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: August 27, 2019

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 Monday, September 23, 2019, 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

Mr. Malkeet Singh Saini was appointed on the Board of the Company as an Additional Non-Executive Director of the Company effective from May 29, 2014.

The shareholders of the Company in the Annual General Meeting held on September 30, 2014, approved the appointment of Mr. Saini as an Independent Director of the Company for a period of five years with effect from May 29, 2014 up to May 28, 2019.

The Board on May 30, 2019, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Malkeet Singh Saini as a Member of the Board and considering that the continued association of Mr. Saini would be beneficial to the Company, proposed to re-appoint Mr. Saini as an Independent Director of the Company, not liable to retire by rotation, for a second term effective May 28, 2019 up to September 30, 2020.

The Company has received from Mr. Malkeet Singh Saini (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;

(iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any

Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Malkeet Singh Saini as an Independent Director of the Company for a second term commencing May 28, 2019 up to September 30, 2020 is being placed before the Shareholders for their approval by way of a special resolution.

Mr. Malkeet Singh Saini shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Malkeet Singh Saini is a person of integrity and fulfils the conditions specified in the Acts and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

A copy of the draft letter of appointment of Mr. Malkeet Singh Saini as an Independent Director setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company during the normal business hours on working days up to the date of the Annual General Meeting ('AGM') and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

The profile and specific areas of expertise of Mr. Malkeet Singh Saini are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Malkeet Singh Saini, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

Item No - 4

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act") the overall managerial remuneration to Directors shall not exceed 11 per cent (11%) of the net profits of the Company calculated in accordance with Section 198 of the Act ("Net Profit") and should be within the sub-

limits as prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act.

Prior to the amendments brought in by Companies (Amendment) Act, 2017 in Section 197, the Company may, with the approval of the Members at the general meeting and the approval from the Central Government, pay remuneration:

- (a) exceeding five per cent (5%) of net profits of the Company calculated in accordance with Section 198 of the Act (“Net Profits”) to any one Managing Director or Whole Time Director or Manager;
- (b) where there is more than one Managing Director or Whole Time Director, exceeding ten per cent (10%) of the Net Profits of the Company to all such Directors and Manager; and
- (c) Exceeding one percent (1%) of Net Profits of the Company to all Directors who are neither Managing Director nor Whole Time Director of the Company.

However, as per the amendments made by the Companies (Amendment) Act, 2017 in the second proviso to Sub-Section (1) of Section 197 of the Act, which were made effective from September 12, 2018, If a public company is desirous of paying remuneration in excess of the above limits, such company may now do so after obtaining approval of the shareholders of company by means of a special resolution. The additional requirement of obtaining central government approval has been done away with.

Further, as required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (‘Listing Regulations’), inserted by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the

approval of the shareholders by special resolution in general meeting, if –

- (i) Annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or
- (ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity.

The approval of the shareholders under the said Regulation shall be valid only till the expiry of the terms of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Managerial Personnel and the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations and Sec 197 of the Companies Act, 2013 from Financial Year 2019-20 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Further, the total managerial remuneration to all the Directors shall not exceed Rs. 5 lakhs per month for each executive director.

Accordingly, approval of the Members is being sought for the Special Resolution as set out under Item No. 4 of the Notice for payment of remuneration to Directors in excess of sub-limits prescribed under the provisions of Section 197 of the Act and Regulation 17(6)(e) of the SEBI Listing Regulations for the Financial Year 2019-20 and subsequent years.

Mr. Rajeev Singh Dugal and Ms. Upneet Dugal are deemed to be concerned or interested in the Special Resolution as set out under Item No. 4 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors
RSD Finance Limited

Sd/-

Mr. Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur

Date: August 27, 2019

ANNEXURE TO THE NOTICE DATED AUGUST 27, 2019

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Particulars	Ms. Upneet Dugal	Mr. Malkeet Singh Saini
Nationality	Indian	Indian
Date of Birth	26 th September, 1992	25 th May, 1951
Age	27 years	68 years
Qualifications	Bachelor in Business Administration	Bachelor of Laws
Expertise in specific functional area	Corporate Communication and Reputation Management, HR Management, Talent Management.	Legal and corporate governance expertise.
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 set at item no. 3 of the notice convening the 56 th Annual General Meeting read with the statement pursuant to section 102(1) of the Act thereto.
Remuneration last drawn (including sitting fees, if any)	₹19.80 lakhs	₹10,000 (Sitting fees)
Remuneration proposed to be paid	As per existing terms and conditions and item no. 5 of the Notice convening this Annual General Meeting read with the statement pursuant to Section 102(1) of the Act thereto.	Sitting fees to be paid for attending Board and Committee Meetings.
Date of first Appointment on the Board	28 th December, 2016	29 th May, 2014
Number of shares held in the Company as on 31 st March, 2019	NIL	NIL
Relationships with other Directors/ Key Managerial Personnel	Daughter of Mr. Rajeev Singh Dugal	Not related
Number of meeting of Board attended during the year	Four (04)	Six (06)
Directorships of other Boards as on March 31, 2019 (Public Limited Company)	NIL	NIL

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

Sd/-

Mr. Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: August 27, 2019

R S D FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001

Tel. No: +91 +91 7280009199, Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.com
Website: www.rsdfinancelimited.com

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- SIXTH ANNUAL GENERAL MEETING** of the members of the Company held on **Monday, 30th September 2019 at 10.30 A.M.** at H. No- 4, The Hotel Alcor, Ramdas Bhatta, , Bistupur, Jamshedpur Purbi Singhbhum, Jharkhand -831001

Member's Folio/DP ID- Client ID No.

Member's/proxy name in Block letters

Member's/ 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
112085		

Note: Members are requested to read "Note No. 24" in the Notice of the 56th 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 26, 2019 and ends at 5:00 pm on September 29, 2019.

RSD FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001

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

Website: www.rsdfinancelimited.com

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 Sixth Annual General Meeting** of the members of the Company to be held on **Monday, 30th September, 2019 at 10:30 A.M.** at The Hotel Alcor, H. No- 4, Ramdas Bhatta, Bistupur, Jamshedpur – 831001 and at any adjournment thereof in respect of such resolution as are indicated 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, 2019 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, 2019 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. Re-Appointment of Mr. Malkeet Singh Saini (DIN -02592649) as an Independent Director of the Company		
4. Payment of Managerial remuneration under Companies Act, 2013 and Regulation 17(6) (e) of the SEBI (Listing Obligation & Disclosure Requirements) (Amendment) Regulations, 2018		

Signed this _____ day of _____ of 2019

(Affix Revenue Stamp)

Signature of the Shareholder: _____

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.

Note:

- 1) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
- 2) 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.
- 3) 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.**
- 4) In case of Joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
- 5) Undated proxy form will not be considered valid.
- 6) 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.
- 7) 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.
- 8) 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.



ROUTE MAP AND PROMINENT LAND MARK FOR EASY LOCATION OF THE VENUE OF THE 56TH ANNUAL GENERAL MEETING

