

Date: 26-09-2018

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 – Proceedings of the 55<sup>th</sup> Annual General Meeting ('AGM') of RSD Finance Limited ('the Company')**

The 55<sup>th</sup> AGM of the Company was held today at 12.30 PM at Gyan Manch, 11 Pretoria St, Elgin, Kolkata, West Bengal – 700 017 to transact the business as mentioned in the notice convening the AGM.

In this regard, please find enclosed the summary of the proceedings of the AGM of the Company as required under Regulation 30, Part - A of Schedule III of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Please take the above information on record.

Thanking You,

**FOR RSD FINANCE LTD**

**Rajeev Singh Dugal**  
(Managing Director)

Encl: As above

**SUMMARY OF PROCEEDINGS OF THE 55<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT GYAN MANCH, 11, PRETORIA ST, ELGIN, KOLKATA, WEST BENGAL - 700071 ON WEDNESDAY, SEPTEMBER 26, 2018 AT 12.30 P.M.**

The 55<sup>th</sup> Annual General Meeting (AGM) of RSD Finance Limited (the Company) was held on September 26, 2018 at 12:30 p.m. at the Gyan Manch, 11, Pretoria St, Elgin, Kolkata, West Bengal – 700071.

The Directors unanimously elected Mr. Rajeev Singh Dugal to be the Chairperson of the meeting. After ascertaining from the Company Secretary that the requisite quorum was present, the Chairman called the meeting to order.

He introduced the Board members present at the meeting and confirmed the presence of the Statutory Auditors and the Secretarial Auditors at the venue of the AGM.

Registers as required to be kept open under the Companies Act, 2013 were kept open and accessible for inspection of the members during the continuance of the meeting. With the consent of the shareholders, the Notice convening the 55<sup>th</sup> AGM was taken as read.

The Accounts and the Auditors Report was taken as read in view of the provisions of the Companies Act, 2013, as the said report did not contain any qualification, observation or comments on the financial transaction or matters having an adverse effect on the functioning of the Company.

The Chairman addressed the members on the affairs of the Company. He gave an overview of the macro economic performance, the financial performance of the Company for the financial year and the future outlook.

As advised by the Chairman, the Company Secretary informed the members that in compliance with the provisions of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ('the Listing Regulations') the Company had provided to the members the facility to cast their votes by remote e-voting means. The remote e-voting commenced at 9.00 a.m. on September 22, 2018 and ended at 5.00 p.m. on September 25, 2018.

The Company Secretary explained that the Company has made arrangements for casting of votes through Ballot Papers on all the resolutions given below, by all members present in person or through authorized representatives or proxy who have not cast their vote through remote e-voting means.

It was further informed to the members, that the Board of Directors has appointed Mr. Sital Prasad Swain, Practicing Company Secretary, as a scrutinizer to scrutinize the remote e-voting process as well as the voting to be conducted at the venue of the AGM.

The following items of business as per the notice convening the 55<sup>th</sup> AGM were put to vote through the ballot paper (to be voted by the shareholders who have not casted their vote through e-voting). Resolutions Nos. 1,2,3 and 5 were Ordinary Resolutions and Resolution No. 4 and 6 were Special Resolutions.

1. Receipt, consideration and adoption of :-

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.

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

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

5. 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.

Members were given an opportunity to raise queries and seek clarification(s), which were responded by the chairman appropriately.

After the question and answer session, the Chairman thanked all the members present at the Meeting and concluded the meeting by authorizing the Company Secretary to carry on the voting process and declare the voting results. The Company Secretary informed the members that the voting results will be made available on the websites of the Company and the National Securities and Depository Limited within 48 hours of the conclusion of the AGM.

After the conclusion of the voting process, the Chairman finally announced the closure of business. There being no other business to transact, the meeting ended with a vote of thanks to the chair.

This is for your information and record.

Thanking you,

Yours faithfully,

**For RSD Finance Limited**

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**(Rajeev Singh Dugal)**  
**MANAGING DIRECTOR**  
**DIN - 00052037**