

Date: 04-12-2020

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 57th Annual General Meeting (AGM) of RSD Finance Limited

Please find enclosed herewith Notice of the 57th AGM of RSD Finance Limited scheduled to be held on Tuesday, December 29, 2020 at 11:00 AM at Professional - I, The Alcor Hotel, 2nd Floor, H. No - 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand - 831001.

The Notice of the AGM and the Annual Report for the Financial Year 2019-20 is also available on the website of the Company at www.rsdfinancelimited.com.

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
Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.com
Website: www.rsdfinancelimited.com

Notice to members

Notice is hereby given that the **FIFTY SEVENTH ANNUAL GENERAL MEETING** of the members of **RSD FINANCE LIMITED** (“the Company”) will be held on **TUESDAY, DECEMBER 29, 2020 AT 11.00 AM (IST)** at Professional - I, The Alcor Hotel, 2nd Floor, H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand - 831001. The following business will be transacted at the meeting:-

ORDINARY BUSINESS:

- 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, 2020 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, 2020 together with the reports of the Auditors thereon.

- 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:

- Appointment of Mr. Rajeev Singh Dugal (DIN - 00052037) as the Managing Director of the Company for a term of five years.**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors, Mr. Rajeev Singh Dugal (DIN: 00052037) be and is hereby appointed as the Managing Director of the Company, not liable to retire by rotation for a period of five years with effect from 22 July 2020, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Mr. Rajeev Singh Dugal submitted

to this meeting, and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Rajeev Singh Dugal as Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, which may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution.”

4. Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Non-Executive Non - Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 (“the Act”) and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Kawaljeet Kaur Dugal (DIN: 00052100), who was

appointed as an Additional Director of the Company on August 13, 2020 and who holds office upto the date of this Annual General Meeting, and who is eligible for appointment, be and is hereby appointed as a Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

5. Appointment of Mr. Harsh Pandey (DIN: 08877286) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Harsh Pandey, (DIN: 08877286), who has been appointed as an Additional Director (in the category of Independent Director) by the Board of Directors with effect from 15th September 2020, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company and who has also registered

himself on Independent Directors Databank, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 15th September 2020 to 14th September, 2025.”

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

6. Appointment of Mr. Sukant Bari (DIN: 08967991) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force),

and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sukant Bari (DIN: 08967991), who has been appointed as an Additional Director (in the category of Independent Director) by the Board of Directors with effect from 21st November 2020, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company and who has also registered himself on Independent Directors Databank, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 21st November 2020 to 20th November, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

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

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: December 04, 2020

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. 11.00 AM ON DECEMBER 29, 2020.**
2. 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.
3. 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.
4. A copy of the Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the Auditors' and Directors' Reports thereon are enclosed.
5. Members are requested to write to the Company their query(ies), if any, on the accounts and operations of the Company at least 7 days before the meeting to keep the information ready at the meeting.
6. The Board of Directors has not recommended any Dividend for the Financial Year ended on 31st March, 2020.
7. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
8. 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. 29.
9. 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.
10. 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 and Mrs. Kawaljeet Kaur Dugal, 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.
11. 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.

12. 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.

13. Members/Proxies/Authorized 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.

14. Members attending Annual General Meeting at the venue are required to take proper precautions for attending the meeting (such as wearing of masks, hand gloves, maintaining of social distancing, proper hand washing and sanitization, etc.) considering COVID-19 pandemic situation.

15. The Register of Members and Share Transfer Books of the Company will remain closed from (Monday) 21st December, 2020 to (Tuesday) 29th December, 2020 (both days inclusive) in terms of provisions of Section 91

of the Companies Act, 2013 for the purpose of Annual General Meeting.

16. 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.

17. SEBI vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to RTA of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the Registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).

18. 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.

19. 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.

20. Pursuant to General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities and Exchange Board of India (“SEBI Circular”), Notice of the AGM along with the Annual Report for the FY 2019-20 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
21. 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.

22. 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.

23. 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.

24. 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.
25. Electronic copy of the 57th Annual Report and Notice of the 57th 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 Participants(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 57th 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.
26. Members may also note that the Annual Report for the financial year 2019-20 including the this Notice convening the 57th 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
27. 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.
28. 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 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

29. 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, 22nd December, 2020 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 Friday, December 25, 2020**

- **End of remote e-voting: Up to 5:00 p.m. (IST) on Monday, December 28, 2020**

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd December, 2020, 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-up share capitals of the Company as on the cut-off date, being Tuesday, 22nd December, 2020.
- 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.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.
- (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.

30. 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’.
- 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 22nd December, 2020.
- 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. 22nd December, 2020, 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, NSDL at evoting@nsdl.co.in or, Issuer/RTA at skcdilip@gmail.com by mentioning their Folio No./DP ID and Client ID No.
- 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

RSD Finance Limited

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, after scrutinizing the votes cast at the meeting through polling papers and through remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated scrutinizer’s report and submit the same to the Chairman of the meeting or to such other person as may be authorized by the Chairman.
- 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.
31. 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., December 29, 2020.
32. 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.
33. The route map showing directions to reach to the venue of the 57th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.
34. 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: December 04, 2020

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 Tuesday, December 22, 2020, 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

Appointment of Mr. Rajeev Singh Dugal (DIN - 00052037) as the Managing Director of the Company for a term of five years.

Mr. Rajeev Singh Dugal was appointed as a Managing Director of the Company for a period of 5 (five) consecutive years with effect from July 04, 2015. Mr. Dugal has been associated with the Company from 1998 and is the driving force behind the company's exponential growth and is responsible for the overall management of the Company.

With special focus on day to day operation, taxation, compliances and strategic decisions, he has emerged as the backbone of the Company. Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their meeting held on 22 July 2020 approved the appointment of Mr. Rajeev Singh Dugal as Managing Director of the Company, for a further period of 5 (five) years w.e.f. 22 July 2020 to 21 July 2025.

Mr. Dugal is an accomplished business owner with a keen interest in the securities and investments market and is always open for exploring new fields and varied opportunities. He is running a heat-treatment facility, a Non-Banking Financial Corporation (NBFC), and a hospitality business. He has a Postgraduate Diploma in Business Management (PGDM) from XLRI (Xavier Labour Relations Institute), Jamshedpur and has completed his B. Com (Hons) from the Hans Raj College, University of Delhi. Mr. Dugal is associated with Confederation of Indian Industry (CII), Automotive Component Manufacturing Associations (ACMA), Indo-American Chamber of Commerce (IACC) and the Hotel & Restaurant Association of Eastern India (HRAEI). He was the President of Jamshedpur Hotelier's Association.

Based on the performance evaluation of the Managing Director, considering his knowledge of various aspects relating to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient running of the business and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr. Dugal would be beneficial to the Company. Accordingly, it is proposed to appoint Mr. Dugal as the Managing Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years on the Board of the Company with effect from 22 July 2020 to 21 July 2025.

The Company has received consent from Mr. Dugal in writing to act as Managing Director of the Company. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for appointment. Mr. Dugal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for appointment and remuneration of Mr. Dugal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

Further, Mr. Rajeev Singh Dugal is related to Mrs. Kawaljeet Kaur Dugal and Ms. Upneet Dugal, director of the Company.

The Nomination and Remuneration Committee and the Board of Directors approved the remuneration of Mr. Dugal, details of which are furnished below:

a. Salary/Perquisites: Basic Salary of Rs. 12 lakhs per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors.

b. Perquisites not to exceed Rs. 10 lakhs p.a

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any required, pay to the Managing Director the remuneration as stated above as the minimum remuneration by way of salary,

perquisites and benefits as specified therein and as revised and recommended by the Nomination and Remuneration Committee and approved by the Board from time to time. Information as required under Schedule V of the Act is annexed to this notice.

Pursuant to Section 160 (1) of the Companies Act, 2013, the Company has received a Notice in writing proposing the appointment of Mr. Rajeev Singh Dugal as a Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit of Rs.1,00,000/- shall not apply, where such appointment is recommended by the Nomination and Remuneration Committee or the Board of Directors.

Necessary information in terms of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Dugal has been provided as an Annexure hereto and in Report on Corporate Governance forming part of this Annual Report.

Documents referred to in this Explanatory Statement shall be made available for inspection by the Members of the Company at the registered office of the company in working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

The Board recommends the resolution as set out in the Notice for the approval of the Shareholders of the Company.

Except Mr. Rajeev Singh Dugal, Ms. Upneet Dugal and Mrs. Kawaljeet Kaur Dugal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Item No. - 4

Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Non-Executive Non - Independent Director of the Company.

Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) has been appointed as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director w.e.f. August 13, 2020.

Pursuant to provisions of section 160 of Companies Act, 2013 read with Rule 13 of Companies (Appointment and Qualification

of Directors) Rules, 2014 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and other applicable provisions, that the Company had received notice in writing from a member proposing the candidature of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Director of the Company. The item relating to appointment of Mrs. Kawaljeet Kaur Dugal has been set out at Item No. 4 of the Notice.

Mrs. Kawaljeet Kaur Dugal is not disqualified to act as director as per the provisions of Section 164 of the Act. Further, Mrs. Kawaljeet Kaur Dugal is related to Mr. Rajeev Singh Dugal and Ms. Upneet Dugal, director of the Company. She does not hold any Equity Share of the Company.

Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith.

Keeping in view the expertise and knowledge, it will be in the interest of the Company that Mrs. Kawaljeet Kaur Dugal be appointed as a Director, liable to retire by rotation, on the Board of the Company. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

Except for Mr. Rajeev Singh Dugal and Ms. Upneet Dugal, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

Item No. - 5

Appointment of Mr. Harsh Pandey (DIN: 08877286) as an Independent Director of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 15 September 2020 had appointed Mr. Harsh Pandey (DIN: 08877286), as an Additional Director (in the capacity of Independent Director) of the Company. Pursuant to the provisions of Section 161(1)

of the Act, Mr. Harsh Pandey shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Mr. Harsh Pandey for the office of Director of the Company. The Nomination and Remuneration Committee and the Board of Directors have also recommended his appointment as an Independent Director of the Company.

Mr. Harsh Pandey has completed his LLB from the Osmani University, Hyderabad. He also has a Post Graduate programme Certificate in Enterprise Management from XLRI. He is practicing as an advocate and has more than 11 years of experience practicing in the District Court of Jamshedpur.

The Company has received declaration of independence from Mr. Pandey as required under subsection (6) of Section 149 of the Act. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties as stipulated under Regulation 25(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Harsh Pandey has confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

His brief profile along with the information as required to be furnished under Regulation 36 of SEBI Listing Regulations and Secretarial Standards is annexed.

A copy of the letter of appointment, setting out terms and conditions of his appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

In the opinion of the Board, Mr. Harsh Pandey fulfills the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation

16(1)(b) of SEBI Listing Regulations. Considering the qualification, experience, stature and standing, his appointment as an Independent Director would immensely benefit the Company.

Interest of Directors and KMP:

Mr. Harsh Pandey and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 5.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution.

The Board recommends the Resolution set forth in Item No. 5 above for approval of the shareholders.

Item No. - 6

Appointment of Mr. Sukant Bari (DIN: 08967991) as an Independent Director of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 21 November 2020 had appointed Mr. Sukant Bari (DIN: 08967991), as an Additional Director (in the capacity of Independent Director) of the Company. Pursuant to the provisions of Section 161(1) of the Act, Mr. Sukant Bari shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Mr. Sukant Bari for the office of Director of the Company. The Nomination and Remuneration Committee and the Board of Directors have also recommended appointment of Mr. Sukant Bari as an Independent Director of the Company.

Mr. Sukant Bari has completed his LLB from the Symbiosis Law School, Maharashtra. He has undergone training in the Chambers of K.T.S. Tulsi, Senior Council, Supreme Court of India and Tata Motors. Mr. Bari is practicing as an advocate and has more than 6 years of experience. Currently he works as a Junior Council in the Chambers of Sri Sudhir Kumar Pandey, Senior Advocate, Jamshedpur.

The Company has received declaration of independence from Mr. Bari as required under subsection (6) of Section 149 of the Act. He has confirmed that he is not disqualified from being appointed as a

RSD Finance Limited

Director in terms of Section 164 of the Act. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties as stipulated under Regulation 25(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Bari has confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

His brief profile along with the information as required to be furnished under Regulation 36 of SEBI Listing Regulations and Secretarial Standards is annexed.

A copy of the letter of appointment, setting out terms and conditions of his appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

In the opinion of the Board, Mr. Bari fulfills the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation 16(1)(b) of SEBI Listing Regulations. Considering the qualification, experience, stature and standing, his appointment as an Independent Director would immensely benefit the Company.

Interest of Directors and KMP:

Mr. Bari and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 6.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution.

The Board recommends the Resolution set forth in Item No. 6 above for approval of the shareholders.

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

Sd/-

**Rajeev Singh Dugal
Managing Director
DIN - 00052037**

Place: Jamshedpur
Date: December 04, 2020

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:**I. General Information:**

- a. Nature of Industry: The Company is a Non-Banking Financial Company.
- b. Date or expected date of commencement of commercial production: The Company was incorporated in 1963 and has already commenced its operations since long.
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- d. Standalone Financial Performance based on given indicators:

(Rs in Lakhs)

Particulars	2019-20	2018-19
Total Revenue	405.47	691.11
Profit before Tax	160.85	538.57
Profit after Tax	131.26	575.50

- e. Foreign Investments or Collaborations, if any: Nil

II. Information about the appointees:

All the required information about the appointees have been provided in the table 'Details of Directors seeking appointment/re-appointment at the AGM' which forms part of this notice.

III. Other information:

- a. Reasons for loss or inadequate Profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 read with Schedule V of the Act and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to adverse business environment.

- b. Steps taken or proposed to be taken for improvement:

The Company has actively taken measures to improve the performance of the Company. Along with these and other measures taken by the Company and with improvement in business sentiments, the Company is confident of improving its performance and profitability in the coming years.

- c. Expected increase in productivity and Profits in measurable terms:

The Company has taken various initiatives to improve market share and financial performance. The Company expects a better performance in all measurable parameters in the coming years in view of the various measures taken by the Company to improve its performance.

ANNEXURE TO THE NOTICE DATED DECEMBER 04, 2020

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

Particulars	Ms. Upneet Dugal	Mr. Rajeev Singh Dugal	Mrs. Kawaljeet Kaur Dugal	Mr. Harsh Pandey	Mr. Sukant Bari
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Birth	26/09/1992	06/12/1957	26/07/1964	09/01/1985	15/10/1984
Age	28 years	63 years	56 years	35 years	36 years
Qualifications	Bachelor in Business Administration - Marketing, M.Sc in Corporate Communication and Reputation Management	Postgraduate diploma in business management from XLRI	Bachelor's Degree in Philosophy & Psychology.	Bachelor of Laws	Bachelor of Laws
Expertise in specific functional area	Expertise in HR Management, Marketing, Corporate Social Responsibility, Corporate Communication	Expertise in Investment Planning, Finance & Accounting, Organizational Set-ups, Risk Management, Global Strategic Alliances.	Expertise in Business Management, administration.	Expertise in Corporate Consultation, Legal advisory.	Expertise in Legal, International Law, Company Law.
Terms & conditions of Appointment & Remuneration	Executive Non-Independent Director, liable to retire by rotation	Managing Director for a period of five years not liable to retire by rotation.	Non-Executive Non-Independent Director, liable to retire by rotation	Independent Director for a period of five years not liable to retire by rotation	Independent Director for a period of two years not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs. 19.80 lakhs	Rs. 12.00 lakhs	NIL	NIL	NIL
Remuneration proposed to be paid	As per resolution passed by the shareholders at the Annual General Meeting held on September 30, 2019	As per the resolution set at item no. 3 of the notice convening the 57th Annual General Meeting read with the statement pursuant to section 102(1) of the Act thereto. The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	NIL	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	10th April, 1998	13th August, 2020	15th September, 2020	21st November, 2020
Number of shares held in the Company as on 31st March, 2020	NIL	80,89,080	NIL	NIL	NIL
Relationships with other Directors/ Key Managerial Personnel	Ms. Upneet Dugal is daughter of Mr. Rajeev Singh Dugal and Mrs. Kawaljeet Kaur Dugal	Mr. Rajeev Singh Dugal is spouse of Mrs. Kawaljeet Kaur Dugal and father of Ms. Upneet Dugal	Mrs. Kawaljeet Kaur Dugal is spouse of Mr. Rajeev Singh Dugal and mother of Ms. Upneet Dugal	Not related	Not related
Number of meeting of Board attended during the year	Six (06)	Six (06)	NA	NA	NA
Directorships of other Boards as on March 31, 2020 (Public Limited Company)	NIL	2	NIL	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	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL

Note - The Equity shares of the Company have been sub-divided from face value of Rs. 10/- per equity shares to Rs. 5/- per equity share. The opening balances have been adjusted to make them comparable.

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

Sd/-

**Rajeev Singh Dugal
Managing Director
DIN - 00052037**

Place: Jamshedpur
Date: December 04, 2020

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

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 **57th ANNUAL GENERAL MEETING** of the members of the Company held on **Tuesday, 29th December 2020 at 11.00 A.M.** at Professional - I, The Hotel Alcor, H. No- 4, 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
115204		

Note: Members are requested to read "Note No. 29" in the Notice of the 57th 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 December 25, 2020 and ends at 5:00 pm on December 28, 2020.

RSD FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001Tel. No: +91 7280009199, Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.comWebsite: 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 **57th Annual General Meeting** of the members of the Company to be held on **Tuesday, 29th December 2020 at 11.00 A.M.** at Professional - I, 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, 2020 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, 2020 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. Appointment of Mr. Rajeev Singh Dugal (DIN - 00052037) as the Managing Director of the Company for a term of five years.		
4. Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Non-Executive Non - Independent Director of the Company.		
5. Appointment of Mr. Harsh Pandey (DIN: 08877286) as an Independent Director of the Company.		
6. Appointment of Mr. Sukant Bari (DIN: 08967991) as an Independent Director of the Company.		

Signed this _____ day of _____ of 2020

(Affix Revenue Stamp)

Signature of the Shareholder: _____

Signature of Proxyholder : _____

RSD Finance Limited

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 57TH ANNUAL GENERAL MEETING

