

RSD FINANCE LIMITED

FIFTIETH ANNUAL REPORT  
2012 – 2013

## BOARD OF DIRECTORS

<b>Mr. Rajeev Singh Dugal</b>	Director (Chairman)
<b>Mr. Kawaljeet Dugal Kaur</b>	Director
<b>Mr. Harjinder Singh</b>	Independent Director
<b>Mr. Malkeet Singh Saini</b>	Independent Director
<b>Mr. Sushil Kumar Khowala</b>	Independent Director

## AUDITORS

### **MANISHA GUPTA & ASSOCIATES**

D.B.-14, Budh Vihar, Narayani,  
Complex (Phase-ii), Prakash Nagar, Telco,  
Jamshedpur-831004

## BANKERS

### **IDBI BANK**

1. Specialised Corporate Branch,
2. Shantiniketan, Sakchi.

### **KOTAK MAHINDRA**

1. KG. Marg, New Delhi.
2. Nariman Point, Mumbai

### **AXIS BANK LTD.**

Voltas House, Bistupur,  
Jamshedpur – 831001.

### **BANK OF INDIA**

Adityapur.

### **PUNJAB NATIONAL BANK**

Adityapur

## REGISTERED OFFICE

**224, A.J.C. Bose Road,  
Krishna Building, 9<sup>th</sup> Floor,  
Kolkata-700017.**

## REGISTRAR & SHARE TRANSFER AGENT

### **C.B. MANAGEMENT SERVICES PVT LTD**

P-22, Bondel Road, Kolkata-700019  
E-mail-rla@cbmsl.com  
Website – WWW.CBMSL.COM

## NOTICE

Notice is hereby given that the Fiftieth Annual General Meeting of the Company will be held on Monday the 30th Day of September, 2013 at the Registered office of the Company at 224, A.J.C. Bose Road, Krishna Building, 9th Floor, Kolkata-700017 at 2.30 P.M to transact the following business :-

### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.
2. To reappoint and fix the remuneration of M/S Manisha Gupta & Associates, the Statutory Auditor for the Financial Year 2013-2014.
3. To consider directors retiring by rotation and their reappointment.

### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Harjinder Singh :-

**“RESOLVED THAT** pursuant to the provisions of Section 257 and other applicable provisions of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Harjinder Singh who were appointed as Additional Directors in the meeting of the Board of Directors held on 27.05.2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as Director of the Company.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Sushil Kumar Khowala :-

**“RESOLVED THAT** pursuant to the provisions of Section 257 and other applicable provisions of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Sushil Kumar Khowala who were appointed as Additional Directors in the meeting of the Board of Directors held on 21.06.2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as Director of the Company.”

Place: Kolkata

Date: 01st September, 2013

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

**Rajeev Singh Dugal**

**Chairman**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the company will remain closed from 23<sup>rd</sup> September, 2013 to 30<sup>th</sup> September, 2013 (both days inclusive) in terms of provisions of the Companies Act, 1956.
3. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Members/Proxies are requested to bring their copies of Annual Report to the meeting, as spare copies are not available with the company and also to bring the attendance slip duly filled in for attending the meeting.
5. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is INE616F01014.
6. The members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
7. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent (Physical & Electronic) to M/S C.B.Management Services Pvt Ltd, P-22, Bondel Road, Kolkata - 700 019.
8. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below:-  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Kolkata – 700 001.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

#### **ITEM NO. 4**

Mr. Harjinder Singh was appointed as an Additional Director w.e.f. May 27, 2013 in accordance with the provisions of the Companies Act, 1956 and of Article of Association of the Company. Pursuant to Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from members of the company proposing Mr. Harjinder Singh's candidature for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956. The Board feels that presence of above Directors on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.



## **ITEM NO. 5**

Mr. Sushil Kumar Khowala was appointed as an Additional Director w.e.f. June 21, 2013 in accordance with the provisions of the Companies Act, 1956 and of Article of Association of the Company. Pursuant to Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from members of the company proposing Mr. Harjinder Singhr candidature for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956. The Board feels that presence of above Directors on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.

None of the Directors (except above mentioned Directors) of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 and Item No. 5 to be passed as an ordinary resolution.

**Details of Directors seeking appointment/reappointment in the forthcoming Annual General Meeting**

**(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange)**

Name of the Director	Mr. Harjinder Singh	Mr. Sushil Kumar Khowala
Date of Birth	23.12.1963	06.07.1964
Date of Appointment	27.05.2013	21.06.2013
Expertise in specific functional areas	Finance and Accounts	Finance and Accounts
Qualifications	B.com(H), M.com	B.com(H), FCA
Directorship held in other public companies(other than foreign companies)as on 31.03.2013	NIL	1
Membership/Chairmanship of Committees of other public companies (includes only Audit Committee and Shareholders' /Grievance Committee) as on 31.03.2013	NIL	NIL
Shareholding in RSD Limited	NIL	NIL

## DIRECTORS REPORT

To  
The Members  
RSD Finance Limited

Your Directors have pleasure in presenting their Fifty First Annual Report and Audited Accounts of your Company for the year ended 31st March, 2013.

1. FINANCIAL RESULTS	<u>31.03.2013</u>	<u>31.03.2012</u>
Profit for the year ended	6,763,950.00	(1,830,953.00)
Less : Provision for Taxation		
Current Tax	342,571.00	-
Tax for earlier year	32,453.00	(39,014.00)
Deferred Tax (Assets)	45,285.00	(58,439.00)
Balance C/F to Balance Sheet	<u>6,343,641.00</u>	<u>(1,733,500.00)</u>

### 2. DIVIDEND

Your Director's regret for not recommending Dividend on Equity Shares during the year under review as they have decided to retain the earnings in the business to strengthen the financial structure of the Company.

### 3. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:

Details of energy conservation are not applicable to the Company, no technology has been absorbed or imported by the Company and Foreign Exchange Earning & Outgo is NIL.

### 4. RESEARCH & DEVELOPMENT

The Company has not incurred any sum in respect of Research & Development for any of its activity.

### 5. PUBLIC DEPOSIT

During the Year the Company has not accepted any Deposit from the Public, within the meaning of Section 58A of the Companies Act, 1956.

### 6. INFORMATION U/S 217(2A) OF THE COMPANIES ACT, 1956

There were no Employees employed during the year who were in receipt of Remuneration of Rs.60,00,000/- (Rupees Sixty Lacs Only) p.a. (if employed throughout the year) or Rs.5,00,000/-(Rupees Five Lacs Only) p.m. (if employed for the part of the year).

**7. AUDITORS**

M/S Manisha Gupta & Associates, Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and being eligible offers themselves for their reappointment.

**9. DIRECTORS RESPONSIBILITY STATEMENT**

- (a) In the preparation of Annual Accounts, the applicable Accounting Standard has been followed.
- (b) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and the Statement of Profit and Loss for that period.
- (c) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) The Directors have prepared the Annual Accounts on Going Concern Basis.

**10. APPRECIATION**

For and on behalf of the Board, the Directors wish to place on record their sincere appreciation for the positive co-operation received from Banks, Customers, Suppliers and all the staffs of the Company during the year.

**Place: Kolkata**  
**Dated: 16<sup>th</sup> May, 2013**

**For and on behalf of the Board**

**Rajeev Singh Dugal**  
**Chairman**

## Annexure to the Directors Report

### **CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

#### **Company's Philosophy on Corporate Governance**

Your Company has implemented and continuously strives to improve the Corporate Governance practice which attempt to meet stakeholders expectations and Company's societal commitments through high standards of ethics, sound business decisions, prudent financial management practices, Professionalism in decision making and conducting the business and finally with strict compliance with regulatory guidelines on governance. Corporate Governance is the system by which Companies are directed and controlled by the Management in the best interest of the stakeholders and others ensuring greater transparency and better and timely financial reporting.

#### **Fundamental Principles of Corporate Governance**

A strong system of Corporate Governance is usually marked by the following fundamental principles:

- Ethical and disciplined corporate behavior;
- Non-executive and Independent directors;
- Special purpose committees of the Board;
- Internal control & Risk Management System
- Internal ,External and Secretarial Audit
- Disclosures in respect of Corporate governance and Compliance
- CEO/CFO Certification

Success of a Good Corporate Governance culture depends upon the perpetual existence and effective and, most important, ethical interplay of these planks not only by themselves, but also with other variables in the social and economic environment (i.e., the stakeholders) of the Company.

#### **The Corporate Governance in RSD Finance Ltd. leads to a Series of exercises in the following areas:**

1. Code of Conduct and Ethics for Directors and Senior Management.
2. Improving quality and frequency of information Flow to the Board and to the Audit Committee to enable them to discharge their functions effectively.
3. A sound system of Risk Management and Internal Control.
4. Transparency and accountability
5. Compliance with all rules and regulations
6. Company's Policy on prevention of Insider Trading
8. Develop Processes for various disclosure and reporting requirements.

#### **Board of Directors :**

#### **Composition of Board**

As of March 31, 2013, the Board of Directors of the Company consists of five Directors out of which more than 50% are Non-Executive Directors as against minimum requirement of fifty percent as per the Listing Agreement. The Non-Executive Directors are eminent Professionals,

drawn from amongst persons with experience in business & industry, finance & law. The Company has a Non-Executive Chairman. The composition of Board of Directors and their directorships in other public limited Companies is as follows:-

Name of Directors	Category	No of Other Directorships	No of other Board Committees of which he is a Member	No of other Board Committees of which he is a Chairperson
Mr. Rajeev Singh Dugal	Promoter-Executive	0	NIL	NIL
Mrs. Kawaljeet Dugal Kaur	Promoter – Non-Executive	0	NIL	NIL
Mr. Sushil Kumar Khowala	Independent-Non Executive	1	NIL	NIL
Mr. Harjinder Singh	Independent-Non Executive	0	NIL	NIL
Mr. Malkeet Singh Saini	Independent-Non Executive	0	NIL	NIL

None of the Non-Executive Directors of the Company has any pecuniary relationships or transactions with the Company.

### Board Meetings

The Company's Corporate Governance Policy requires the Board to meet at least Four times in a year and within a maximum time gap of Four months between Board Meetings. As against this during the Financial year ended 31.03.2013, 8 meetings of Board of Directors were held and

The attendance of the Directors in these meetings were as follows :-

Name of the Director	Board Meetings Held	Board meetings Attended	Annual General Meeting If Attended
Mr. Rajeev Singh Dugal	8	8	Yes
Mr.Sushil Kumar Khowala	0	0	Yes
Mr. Malkeet Singh Saini *	8	8	No
Mr. Harjinder Singh *	0	0	Yes
Mrs. Kawaljeet Dugal Kaur	8	8	Yes

\*Meeting held during their tenure of Directorship.

Note: None of the Directors was member in more than 10 Committees nor a Chairman in more than five committees across all companies, in which he was a director.

### General Body meetings

#### 1. Annual General Meeting

The last three Annual General Meeting of the Company were held within the statutory time period and the details of the same are as under:

<b>Nature of the General Meetings</b>	<b>Date</b>	<b>Venue</b>	<b>If Sp. Res Passed</b>
Annual General Meeting	30/09/2010	224, A.J.C. Bose Road, Krishna Building, 9 <sup>th</sup> Floor, Kolkata, West Bengal-7000017	No
Annual General Meeting	30/09/2011	DO	No
Annual General Meeting	29/09/2012	DO	NO

### **AUDIT COMMITTEE**

- a. The Audit Committee of Directors was constituted in terms of the provisions of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The Audit Committee has been granted powers prescribed under Clause 49II(C) of the Listing Agreement and the scope of the activities of the Audit Committee is as set out in clause 49 of the Listing Agreement with the Stock Exchanges
- b. The present composition of the Audit Committee is as follows :
- c.
  - i. Sri Malkeet Singh Saini – Non Executive - Independent Director
  - ii. Smt. Kawaljeet Dugal Kaur – Non Executive Director
  - iii. Sri Rajeev Singh Dugal -Executive

Two members of the Audit Committee are Non-Executive Directors.

The Audit Committee provides an overview on the reporting process of the Company's financial and accounting mechanism and ensures that disclosures in its financial statements are correct, sufficient and credible.

The Committee also reviews the efficacy of the internal control mechanism and monitors the risk management policies adopted by the company. The committee also reviews the report furnished by the statutory auditors and ensures that suitable follow up actions were taken. The Committee also examines accounting, taxation and disclosure aspects of all significant transactions.

- Four Audit committee meeting were held during the year on 25/05/2012, 30/07/2012, 08/11/2012 and on 13/02/2013.

### **Audit Committee Meetings**

<b>Name of the Audit Committee Members</b>	<b>Meetings Held</b>	<b>Meetings Attended</b>
Mr. Sushil Kumar Khowala	4	4
Mr. Malkeet Singh Saini*	4	4
Mr. Rajeev Singh Dugal	4	4

\* Meetings held during the period of Directorship.

## **DUTIES AND RESPONSIBILITIES**

- (i) Serve as an independent and objective party to monitor the Company's Financial reporting process and internal control systems.
- (ii) Review and appraise the audit efforts of Company's Statutory Auditors and Internal Audit Department.
- (iii) Provide an open avenue of communication among the statutory auditors, financial and senior management, internal audit department and the Board of Directors.

## **POWERS**

- (i) To investigate any activity within its terms of reference
- (ii) To seek information from any employee
- (iii) To obtain outside legal or other professional advice
- (iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

## **ACTIVITIES**

### **(I) Documents/Reports Review**

- The Committee at the meetings reviews the Quarterly/annual financial statements
- It also reviews the regular internal reports to the management prepared by the Internal Auditors including significant findings and follow up and management's response.
- Discuss with the Statutory Auditors before the commencement of Audit, nature and scope of Audit and also post audit discussion to ascertain areas of concern.
- Review the disclosure of Company's financial information to ensure that the financial statements are correct, sufficient and credible
- Reviews with management the annual financial statements before submission to the Board focusing primarily on :
  - a) Any changes in accounting policies and practices;
  - b) Major accounting entries;
  - c) Significant adjustments arising out of audit;
  - d) Compliance with accounting standards
  - e) Compliance with Stock Exchanges and legal requirements concerning financial statements;
  - f) Any related party transactions
- Review the Company's Financial and risk management policies
- Review the adequacy of Accounting records maintained in accordance with the provisions of the Companies Act.

## **II. STATUTORY AUDITORS**

- a) Recommends to the Board of Directors the selection of the Statutory Auditors and approves the fees paid to them. The Committee also discusses annually with the auditors all significant relationships the auditor have with the company to determine their independence.
- b) Reviews the performance of the statutory auditors
- c) Periodically holds consultation with the statutory auditors about the internal controls and the accuracy of the Organizations financial statements.



### III. FINANCIAL REPORTING PROCESS

- i) Reviews the integrity of the Organization's financial reporting processes, both external and internal.
- ii) Considers and approves major changes to the Company's auditing and accounting principles and practices as suggested by the Management or Internal Auditors.

#### **Shareholders/ Investor's Grievances Committee**

##### **Composition of the Shareholders/ Investor's Grievances Committee:**

<b>Name of the Committee Members</b>	<b>Nature of Directorship</b>	<b>Membership</b>
Mr. Malkeet Singh Saini	Non Exec-Independent	Chairman
Mr. Rajeev Singh Dugal	Promoter-Executive	Member
Mr. Kawaljeet Dugal	Non Exec	Member

The Committee oversees the performance of **C.B.Management Services(P) Ltd** the Registrars and Share Transfer Agents of the Company and recommends measures to improve the level of Investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrars and Share Transfer Agents, all the share transfer/share transmission cases approved by the Registrars are reported to the Committee. The committee also keeps a close watch on disposal status of all complaints/grievances of shareholders. During the year under review no investor complaint was received from the shareholders.

#### **Remuneration paid to Directors – Executive Directors**

Mr. Rajeev Singh Dugal – **Rs.1200000 during the Year.**

Mrs. Kawaljeet Dugal Kaur – **Rs.210000 during the Year.**

#### **MEANS OF COMMUNICATION**

- As per the Listing Agreement, generally the Company publishes the Quarterly results in two widely circulated newspapers from Kolkata: The Echo of India – English, Arthik Lipi – Bengali.
- Presentations were also made to the analysts, institutional investors, fund managers etc. from time to time.
- Management's Discussions and analysis forms part of this annual report which is posted to the shareholders of the Company.

#### **Disclosures**

- i) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with company's interest at large.

ii) Register of Contracts is placed at each meeting of the Board of Directors as per the requirements of the Companies Act, 1956.

iii) There are no instances of non-compliance by the Company or strictures imposed by the Stock Exchanges, SEBI or any other regulatory authority on any matter related to capital markets, during the last three years.

iv) The Company has complied with all the applicable Accounting Standards.

v) Management Discussion and Analysis Report forms a part of the Director's Report.

vi) The Company has not raised any proceeds from public issue, rights issue, preferential issue, etc. during the year.

### **Reconciliation of Share Capital Audit**

A qualified Practicing Company Secretary carried out the Share Capital Reconciliation Audit to reconcile the total issued and paid up capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The audit confirms that the total issued/ paid up capital is in agreement with the total number of Shares in the physical form and the total number of dematerialized shares held with NSDL and CDSL.

### **CEO/CFO Certification**

The Managing Director and Chief, Finance & Accounts, who heads the Finance function, have submitted the required Certificate to the Board at its meeting held on May 16, 2013, wherein the Audited Accounts of the Company for the financial year 2012-13 were considered.

### **General Shareholder Information**

#### **1. Annual General Meeting**

Date & time: **30th Day of September, 2013 at 2.30 p.m.**

Venue : 224, A.J.C. Bose Road, Krishna Building, 9th Floor, Kolkata,  
West Bengal-7000017

#### **2. Financial Calendar:-**

For the Financial Year, Financial Results will be announced as per the following tentative schedule

a. 1st Quarter Results	- on or before 14 <sup>th</sup> August
b. 2nd Quarterly & half Yearly Results	- on or before 14 <sup>th</sup> November
c. 3rd Quarterly Results	- on or before 14 <sup>th</sup> February
d. 4th Qrly & Yearly audited Results	- on or before 30 <sup>th</sup> May

### **3 . The Registrar and Share Transfer Agent of the Company**

M/S C.B. Management Services Pvt Ltd  
P-22, Bondel Street,  
Kolkata-700019  
Email-rla.cbmsl.com  
Website- WWW.CBMSL.COM

### **5. Listing of Company & Stock Code**

The Calcutta Stock Exchange Limited,  
7, Lyons Range, Kolkata – 700001

### **Proposed Listing**

The company is about to propose Bombay Stock Exchange to get its Shares listed thereon. The information memorandum (IM) for listing of shares with BSE is decided to be filed by beginning of November, 2015 tentatively.

**6. Corporate Identity No. :** L17222WB1963PLC025749

**7. ISIN of the Company :** INE616F01014.

### **8. Market Price Data**

High, Low (based on closing prices) and volume of shares with number of trades traded during each month in the financial year 2014-15.

### **CALCUTTA STOCK EXCHANGE**

<b>MONTH</b>	<b>HIGH (RS.)</b>	<b>LOW (RS.)</b>	<b>VOLUME OF SHARES TRADED</b>	<b>NO OF TRADES</b>
<b>APRIL,14</b>	0	0	0	0
<b>MAY,14</b>	0	0	0	0
<b>JUNE,14</b>	0	0	0	0
<b>JULY,14</b>	0	0	0	0
<b>AUGUST,14</b>	0	0	0	0
<b>SEPTEMBER,14</b>	0	0	0	0
<b>OCTOBER,14</b>	0	0	0	0
<b>NOVEMBER,14</b>	0	0	0	0
<b>DECEMBER,14</b>	0	0	0	0
<b>JANUARY,15</b>	0	0	0	0
<b>FEBRUARY,15</b>	0	0	0	0
<b>MARCH,15</b>	0	0	0	0
<b>TOTAL</b>	0	0	0	0

## 9. SHAREHOLDING PATTERN

The shareholding pattern of the Company as on March, 31, 2013:

Category	No of Shares Held	% of Share Holding
<b>A. PROMOTERS HOLDING</b>		
<b>1. INDIAN</b>		
Individuals/HUF/Trust	4037540	62.37
<b>2. FOREIGN</b>	-	-
<b>Total Shareholding of Promoter &amp; Promoter Group</b>	<b>4037540</b>	<b>62.37</b>
<b>B. PUBLIC SHAREHOLDING</b>		
<b>1. Institutions &amp; Mutual Fund</b>	-	-
<b>2. Non Institutional Investors</b>		
a) Bodies Corporate	435630	6.73
b) Individuals		
Holding Nominal Share Capital up to Rs.1 Lac	834080	12.89
Holding Nominal Share Capital in excess of Rs.1 Lac	374990	5.79
<b>C. Any Other</b>		
Trust	791000	12.22
<b>SUB TOTAL</b>	<b>2435700</b>	<b>37.63</b>
<b>C. Shares held by custodians &amp; against which depository receipts have been issued</b>	-	-
<b>GRAND TOTAL</b>	<b>6473240</b>	<b>100.00</b>

The above report was placed before and approved by the Board at its meeting held on 16.05.2013

For and on behalf of the Board of Directors

224, A.J.C. Bose Road, Krishna Building,  
9th Floor, Kolkata, West Bengal – 700017

**Rajeev Singh Dugal**  
Chairman

Dated May, 16, 2013

**RSD FINANCE LTD..**

(CIN: L17222WB1963PLC025749)

Regd. Office: 224, A.J.C. Bose Road, Krishna Bldg, 9th floor, Kolkata West Bengal-700017.

**ATTENDANCE SLIP**

Only Shareholders or Proxies will be allowed to attend the meeting

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 50<sup>th</sup> Annual General Meeting of the Company being held on Saturday, 30<sup>th</sup> September, 2013 at 02.30 p.m. at the registered office of the company at 224, A.J.C. Bose Road, Krishna Bldg, 9th floor, Kolkata West Bengal-700017.

Signature of Shareholder(s) 1. \_\_\_\_\_

2. \_\_\_\_\_

Signature of the Proxy holder \_\_\_\_\_

**Note:** Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of meeting venue.

**RSD FINANCE LTD.**

Form No. MGT-11

**PROXY FORM**

CIN	L17222WB1963PLC025749
Name of Company	RSD FINANCE LTD.
Registered Office	224, A.J.C. BOSE ROAD, KRISHNA BUILDING, 9 <sup>TH</sup> FLOOR, KOLKATA, WEST BENGAL-700017.

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

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50<sup>th</sup> Annual General meeting of the company to be held on the Monday, 30<sup>th</sup> September, 2013 at 02:30 p.m.. At the Registered office of the company at 224, A.J.C. Bose Road, Krishna Building, 9<sup>TH</sup> Floor, Kolkata, West Bengal-700017. and at any adjournment thereof in respect of such resolution as are indicated below:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2013, and the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.
  
2. To rectify the appointment of Statutory Auditors of the Company and fixing their remuneration.

3. Regularisation of Mr. Harjinder Singh & Mr. Sushil Kumar Khowala as Directors of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2013

Signature of the Shareholder: \_\_\_\_\_  
(Affix Revenue Stamp)

Signature of the Proxy: \_\_\_\_\_

Note: 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.





## AUDITOR'S REPORT

### TO THE MEMBERS OF RSD FINANCE LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **RSD FINANCE LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and







- e) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account .

d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection(3C) of section 311 of the Companies Act, 1956;

e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For Manisha Gupta**  
**Chartered Accountant**

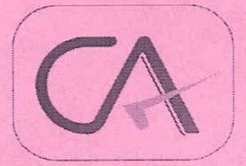


(Manisha Gupta)  
Proprietor  
M. No. - 006230

Place | Jamshedpur

Date | The 15th day of May, 2013





## ANNEXURE TO THE AUDITORS' REPORT

With reference to the annexure referred to in the paragraph 1, under the heading "report on Other legal and Regulatory Requirements" of our report of even date, we report the following :-

- i) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.

The fixed assets of the company have been physically verified as at the year end. In our opinion, the frequency of physical verification exercises undertaken by management is reasonable. With regard to fixed assets capitalized during the year, no discrepancies were noticed pursuant to the aforementioned verification exercise undertaken.

No substantial part of fixed assets has been disposed off during the year by the company.

- ii) The Company does not have any inventory; therefore question of physical verification is not required.

- iii) a) The company has granted loans to one party covered in the register maintained u/s 301 of the act. The maximum amount involved during the year was ₹ 1.19 Crores and the year end balance of loan granted to such parties was ₹ 94.73 lacs.

- b) In our opinion and according to explanation given to us, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the Company. Further the receipt of payment and interest are also regular.

- c) The Company has taken a loan from two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 3.18 Crores and the year end balance of loan taken from such parties was ₹ 18 Lacs.

- d) In our opinion and according to explanation given to us, the rate of interest and other terms and conditions on which loans have been taken from the companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the Company.

- iv) In our Opinion and according to the information and explanations given to us, the internal control procedures commensurate with the size of the Company and the nature of its business for purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.





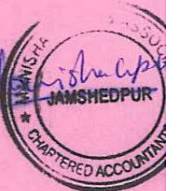


- a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956, have been entered in the register required to be maintained under that section.
- b) In respect of certain goods exceeding the value of ₹ Five lacs sold to JMT Auto Ltd and Precision Automotive Co. Pvt. Ltd., bodies corporate listed in the register under Section 301 of the Companies Act, 1956, sales have been made at prevailing market prices.
- v) The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Sections 58A and 58AA of the Companies Act, 1956, and the rules framed there under, are not applicable.
- vi) In our opinion, the Company has an internal audit system commensurate with the size and nature of the Company's business.
- vii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) to sub-section (1) to Section 209 of the Companies Act, 1956, in respect of any of the products manufactured by the Company.
- viii) According to the records of the Company, the company has been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance and other statutory dues applicable to it.

According to the information and explanations provided to us by the management, there are no disputed dues of sales tax, income tax, custom tax, excise duty, service tax and cess that have not been deposited with appropriate authorities.

There were no dues on account of Cess under Section 441A of the Companies Act 1956, since the date from which the aforesaid Section has come into force has not yet been notified by the Central Government.

- ix) The company has no accumulated losses at the end of the financial year and the company has also not incurred cash losses in such financial year and in the year immediately preceding financial year.
- x) According to the information and explanation given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xi) The company is not a chit fund, nidhi, mutual benefit fund or a society.
- xii) In respect of Company's dealing in shares and other investments proper records have been maintained of the transactions and contracts and timely entries have been made therein. The investments are held by the company in its own name, except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
- xiii) According to the information and explanation given to us, the company has given corporate guarantees amounting to ₹ 5,365.00 Lacs against various





# MANISHA GUPTA

Chartered Accountant



credit facilities provided by the State Bank of India, Commercial Branch, Bistupur , Jamshedpur to M/s JMT Auto Ltd. and ₹ 175.00 Lacs against various credit facilities provided by the Punjab National Bank, Adityapur Branch, Jamshedpur to M/s Prestige Equipments (P) Ltd. Guarantee of ₹ 1000 Lacs against credit facilities provided by SIDBI to M/s JMT Auto Ltd . Corporate Guarantee of ₹ 5000 Lacs against various credit facilities provided by Axis Bank ,Jamshedpur Branch to M/s JMT Auto Ltd. Corporate Guarantee of ₹ 5600 Lacs against various credit facilities provided by Bank of India to M/s JMT Auto Ltd. Guarantee of ₹ 5500 Lacs provided by IDBI bank to M/s JMT Auto Ltd. Gurantee of ₹ 1500 Lacs against various credit facilities provided by Tata Capital Limited to M/s JMT Auto Ltd.

- xiv) The company has not taken any term loan during the year.
- xv) No funds raised on short term basis have been used for long term investments.
- xvi) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the companies act, 1956.
- xvii) Since Company has not issued any Debenture the question of creation of securities does not arise.
- xviii) The company has not raised any money by public issues during the year.
- xix) According to the information and explanation given to us by the management, no fraud on or by the company has been noticed or, reported during the year.
- xx) Points which are not applicable to the company have not been covered in the audit report.

For Manisha Gupta  
Chartered Accountant



(Manisha Gupta)  
Proprietor  
M. No. - 066230

Place : Jamshedpur  
Date : The 15<sup>th</sup> day of May, 2013



**RSD Finance Limited**  
**Balance Sheet as at 31st March, 2013**

Particulars	Note No.	As at 31st March, 2013	Amount in ₹
			As at 31st March, 2012
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	3	64,732,400	64,732,400
(b) Reserves and Surplus	4	460,830,745	46,460,957
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	6,194,593	4,575,922
(b) Deferred Tax Liabilities (Net)		-	-
<b>(3) Current Liabilities</b>			
(a) Trade Payables		197,267	180,873
(b) Other Current Liabilities	6	10,097,999	4,132,702
(c) Short-Term Provisions	7	342,571	106,597
<b>TOTAL</b>		<b>542,395,576</b>	<b>120,189,450</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	8	11,462,283	9,181,207
(b) Non-Current Investments	9	519,485,417	106,281,945
(c) Deferred Tax Assets (Net)		3,195	48,481
(d) Long-Term Loans and Advances	10	332,060	2,724,460
<b>(2) Current Assets</b>			
(a) Trade Receivables	11	402,488	485,616
(b) Cash and Cash Equivalents	12	67,262	(35,969,061)
(c) Short-Term Loans and Advances	13	10,170,000	37,101,000
(d) Other Current Assets	14	472,870	335,803
<b>TOTAL</b>		<b>542,395,576</b>	<b>120,189,450</b>

See accompanying notes to the financial statements

As per our report of even date attached

Manisha Gupta  
Chartered Accountant



(Manisha Gupta)  
Proprietor  
M.No: 066230

For and on behalf of the Board of Directors of  
RSD Finance Limited

  
Director

  
Director

Place: Jamshedpur  
Date: 15th day of May , 2013

**RSD Finance Limited**  
**Profit & Loss Statement for the year ended 31st March, 2013**

Amount in ₹

Particulars	Note No.	Year Ended 31st March, 2013	Year Ended 31st March, 2012
I. Revenue from Operations	15	6,993,140	4,443,449
II. Other Incomes	16	5,895,070	3,240,580
<b>III. Total Revenue (I + II)</b>		<b>12,888,210</b>	<b>7,684,028</b>
IV. Expenses:			
Employee Benefit Expenses	17	402,933	334,145
Finance Costs	18	321,864	339,385
Depreciation and Amortization Expenses	8	751,223	783,670
Other Expenses	19	4,648,239	8,057,781
<b>Total Expenses</b>		<b>6,124,259</b>	<b>9,514,981</b>
V Profit before Tax (III - IV)		6,763,950	(1,830,953)
VI Tax Expense:			
(1) Current tax		342,571	-
(2) Deferred Tax		45,285	(58,439)
(3) Earlier Years Taxes and excess provisions (Net)		32,453	(39,014)
VII Profit/ (Loss) for the Period (V - VI)		6,343,641	(1,733,500)
VIII Earnings Per Equity Share			
(1) Basic		0.10	(0.03)
(2) Diluted		0.10	(0.03)

See accompanying notes to the financial statements

As per our report of even date attached

**Manisha Gupta**  
Chartered Accountant



(Manisha Gupta)  
Proprietor  
M.No: 066230

**For and on behalf of the Board of  
Directors of RSD Finance Limited**

  
Director

  
Director

Place: Jamshedpur  
Date: 15th day of May, 2013



**RSD Finance Limited**  
**Notes forming Integral part of the Financial Statements**

**Note# 1**

**Corporate Information**

The Company is duly incorporated under the provisions of Companies Act 1956 as a Public Limited Company and engaged in the business of Non Banking Financing Company Activities.

**Note# 2**

**Summary of Significant Accounting Policies**

**2.1. Accounting Policies:**

The financial statements are prepared by adopting accrual system of accounting in accordance with the applicable mandatory Accounting Standards and presentation requirements of the Companies Act, 1956 and directions prescribed by the Reserve Bank of India

**2.2. Revenue Recognition:**

- a) All incomes are accounted for on accrual basis.

**2.3. Fixed Assets:**

All Fixed Assets are valued at cost of acquisition less Depreciation.

**2.4. Depreciation:**

Depreciation has been provided on Written Down Value Method at the rates specified in Schedule XIV of the Companies Act 1956.

Leaschold Land is not depreciated or amortized.

**2.5. Investment:**

Investments are Long Term in nature and they are stated at cost of acquisition until there is a permanent diminution in the value.

However in the case of Quoted Equity shares the changes in the value of long term Investments which in the opinion of the management are on permanent basis have been recognised in these accounts and accounting effect to such changes are reflected in the carrying cost of the long term investments.

**2.6. Retirement Benefits:**

Contribution to Provident Fund is made at prescribed rates and charged to the Profit & Loss Account. Leave Encashment is accounted for in the year in which option of encashment is exercised by the employee.

**2.7. Contingent Liabilities:**

- a) Corporate Guarantee of ₹ 5,365 Lacs against various credit facilities provided by State Bank of India, Commercial Branch, Bistupur, Jamshedpur to M/s JMT AUTO LTD and ₹ 175 Lacs against various credit facilities provided by Punjab National Bank, Adityapur Branch, Jamshedpur to M/s Prestige Equipments (P) Ltd.
- b) Corporate Guarantee of ₹ 5500.00 Lacs against credit facilities provided by IDBI bank to M/s JMT AUTO LTD.
- c) Corporate Guarantee of ₹ 5000.00 Lacs against various credit facilities provided by Axis Bank, Jamshedpur Branch to M/s JMT AUTO LTD
- d) Corporate Guarantee of ₹ 5600.00 Lacs against various credit facilities provided by Bank of India to M/s JMT AUTO LTD.

Corporate Guarantee of ₹ 1000.00 Lacs against credit facilities provided by SIDBI to M/s JMT AUTO

- e) LTD

Corporate Guarantee of ₹ 1500.00 Lacs against credit facilities provided by Tata Capital Limited to

- f) M/s JMT AUTO LTD.

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.



**RSD Finance Limited**  
**Notes forming Integral part of the Financial Statements**

- 2.8. No provision has been made in respect of accrued gratuity liability and leave encashment benefit as on 31/03/13 and these will be accounted for on cash basis.
- 2.9. The Company has not accepted any Public Deposits during the year under review and the Board of Directors have passed resolution to the effect that the Company has neither accepted Public Deposit nor would accept any public Deposit during the year.
- 2.10. The Company has obtained registration as a Non Banking Financial Company from the Reserve Bank of India.
- 2.11. Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.





**RSD Finance Limited**  
**Notes forming Integral part of Financial Statements**

Particulars	As at 31st March, 2013	As at 31st March, 2012
<b>NOTE # 3</b>		
<b>Share Capital</b>		
<b>Authorised Capital</b>		
6,500,000 Equity Shares of ₹ 10/- each (P.Y. 6,500,000 Equity Shares of ₹ 10/- each)	<u>65,000,000</u>	<u>65,000,000</u>
<b>Issued, Subscribed and Paid up</b>		
6,473,240 Equity Shares of ₹ 10/- each (P.Y. 6,473,240 Equity Shares of ₹ 10/- each)	<u>64,732,400</u>	<u>64,732,400</u>

**NOTE # 3(a)**

**Reconciliation of the number of shares at the beginning & end of the Reporting Period.**

Number of shares at the beginning of the year	6,473,240	6,473,240
Addition during the year	-	-
Number of shares at the end of the year	<u>6,473,240</u>	<u>6,473,240</u>

**NOTE # 3(b)**

**Shares held by each shareholder holding more than 5% shares, specifying the number of shares held.**

Name of the Shareholder	No of shares	%	No of shares	%
Rajeev Singh Dugal	3,772,540	58.28%	3,772,540	58.28%
K U Benefit Trust	791,000	12.22%	791,000	12.22%

**NOTE # 3(c)**

**Rights, preferences and restrictions attached to shares**

The company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**NOTE # 4**

**Reserves and Surplus**

<b>(a) Capital Reserve</b>		
As per last Balance Sheet	236,775	236,775
Addition during the year	-	-
	<u>236,775</u>	<u>236,775</u>
<b>(b) Statutory Reserve</b>		
As per last Balance Sheet	3,442,746	3,442,746
Addition during the year	1,268,728	-
	<u>4,711,474</u>	<u>3,442,746</u>
<b>(c) Surplus i.e. Balance in the Statement of Profit &amp; Loss</b>		
As per last Balance Sheet	30,859,878	32,593,378
Addition during the year	6,343,641	(1,733,500)
Less: Transfer to Statutory Reserve	1,268,728	-
	<u>35,934,791</u>	<u>30,859,878</u>
<b>(d) General Reserve</b>		
As per last Balance Sheet	11,921,558	11,921,558
Addition during the year	-	-
	<u>11,921,558</u>	<u>11,921,558</u>
<b>(e) Investment Restatement Reserve</b>		
As per last Balance Sheet	-	-
Addition during the year	408,026,147	-
	<u>408,026,147</u>	<u>-</u>
	<u>460,830,745</u>	<u>46,460,957</u>

For RSD FINANCE LTD. For RSD FINANCE LTD.

Director.

Director.



**RSD Finance Limited**  
**Notes forming Integral part of Financial Statements**

Particulars	As at 31st March, 2013	As at 31st March, 2012
<b>NOTE # 5</b>		
<b>Long-Term Borrowings</b>		
<b>Secured Loan</b>		
Vehicle Loan from HDFC Bank	655,571	1,028,461
i) The vehicle loan is financed by way of hypothecation of the vehicle financed.		
ii) The vehicle loan to be repaid at an EMI of ₹ 35,496		
<b>Unsecured Loan</b>		
Ashdil Trading Co(P) Ltd	3,060,643	2,903,837
Polo Suppliers(P) Ltd	678,379	643,624
Rajeev Singh Dugal	1,800,000	-
	<u>6,194,593</u>	<u>4,575,922</u>
<b>NOTE # 6</b>		
<b>Other Current Liabilities</b>		
Current Maturities of Long-Term Debt	347,646	291,794
<b>Other Payables:</b>		
a) Liability Against Salary	17,004	16,445
b) TDS Payable	28,042	26,950
c) EPF/ESIC Payable	4,439	5,698
d) Other Creditors	9,700,869	3,791,815
	<u>10,097,999</u>	<u>4,132,702</u>
<b>NOTE # 7</b>		
<b>Short-Term Provisions</b>		
Provision for Tax	342,571	106,597
	<u>342,571</u>	<u>106,597</u>

For RSD FINANCE LTD.

  
 Director.

For RSD FINANCE LTD.

  
 Director.







**RSD Finance Limited**  
Notes forming Integral part of Financial Statements

Particulars	As at 31st March, 2013		As at 31st March, 2012	
<b>NOTE # 9</b>				
<b>Non-Current Investments</b>				
<b>Other Investments</b>				
<b>Investments in Equity Instruments</b>				
<b>(a) Equity Shares (Quoted)</b>	<b>Number</b>		<b>Number</b>	
JMT Auto Limited	5,197,100	493,724,500	5,195,101	85,335,637
Sanra Media Limited	225,000	22,900	225,000	260,546
Hindalco	250	11,250	-	-
		<u><u>493,758,650</u></u>		<u><u>85,596,183</u></u>
<b>(b) Equity Shares (Unquoted)</b>				
Prestige Equipment(P) Ltd	218,000	10,900,000	218,000	10,900,000
Precision Auto. Co.(P) Ltd	362,500	3,625,000	362,500	3,625,000
KU Auto Engg.(P) Ltd	117,500	176,250	117,500	176,250
SRP Oil (P) Ltd	291,000	436,500	291,000	436,500
		<u><u>15,137,750</u></u>		<u><u>15,137,750</u></u>
<b>Investments in Mutual Funds</b>				
Kotak Bond (Short term) - Growth	9,485	200,000		
Reliance Dynamic Bond Fund	191582	3,000,000.00	-	-
Reliance Floating Rate Fund	54609	1,000,000.00	-	-
Reliance Income Fund	25807	1,000,000.00	-	-
Reliance Liquid Fund	434	663,283.86	-	-
Reliance Regular Savings Fund	216587	3,400,000.00	-	-
Reliance Short Term Fund - Dividend	30215	325,733.45	-	-
Reliance Short Term Fund - Growth	46179	1,000,000.00	-	-
Reliance Quaterly Interval Fund	-	-	544,522	5,449,308
HDFC Cash Management Fund	-	-	899	19,769
HDFC-Tax Saver Dividend	-	-	186	4,871
HDFC- Tax Saver Growth	-	-	776	74,065
		<u><u>10,589,017</u></u>		<u><u>5,548,012</u></u>
		<u><u>519,485,417</u></u>		<u><u>106,281,945</u></u>
<b>NOTE # 10</b>				
<b>Long-Term Loans and Advances</b>				
<i>Unsecured, Considered Good</i>				
<b>Security Deposits with:</b>				
(a) FD on High Court		18,300		18,300
(b) JUSCO		313,760		313,760
<b>Other Advances:</b>				
Flat - Pato Builders		-		2,392,400
		<u><u>332,060</u></u>		<u><u>2,724,460</u></u>
<b>NOTE # 11</b>				
<b>Trade Receivables</b>				
<i>Unsecured, Considered Good</i>				
- Outstanding for a period exceeding six months		-		30,630
- Others		402,488		454,986
		<u><u>402,488</u></u>		<u><u>485,616</u></u>

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.





**RSD Finance Limited**  
**Notes forming Integral part of Financial Statements**

Particulars	As at 31st March, 2013	As at 31st March, 2012
<b>NOTE # 12</b>		
<b>Cash and Cash Equivalents</b>		
<b>Balance with Banks</b>		
(a) IDBI Bank(879)	15,817	(36,147,754)
(b) IDBI Bank (949)	(22,241)	130,898
(c) UTI Bank	20,770	21,770
(d) Punjab National Bank	11,618	10,000
<b>Cash in Hand</b>	41,298	16,025
<i>(as per cash book and duly cetified by the management)</i>	<u><b>67,262</b></u>	<u><b>(35,969,061)</b></u>
<b>NOTE # 13</b>		
<b>Short-Term Loans and Advances</b>		
<i>Unsecured, considered good</i>		
<b>Loans and advances to Related Parties:</b>		
SRP Oil (P) Ltd	9,473,000	6,400,000
Premium Residency Pvt Ltd	675,000	675,000
JMT Auto Ltd	-	30,000,000
<b>Other Loans &amp; Advances:</b>		
Associations of Mutual Fund in India	20,000	-
Raghubir	2,000	26,000
	<u><b>10,170,000</b></u>	<u><b>37,101,000</b></u>
<b>NOTE # 14</b>		
<b>Other Current Assets</b>		
FBT Refundable	6,706	6,706
Income Tax Refund Due(A.Y-2007-08)	25,429	25,429
ITDS Recievable (A.Y-2011-12)	-	106,599
ITDS Recievable (A.Y-2012-13)	75,703	75,703
ITDS Recievable (A.Y-2013-14)	218,068	-
Advance Tax (A.Y-2008-09)	117,585	117,585
Prepaid Expenses	29,379	3,073
EPF Pending Deduction	-	597
ESIC Pending Deduction	-	112
	<u><b>472,870</b></u>	<u><b>335,803</b></u>

For RSD FINANCE LTD.

*[Signature]*  
Director.

For RSD FINANCE LTD.

*[Signature]*  
Director.



**RSD Finance Limited**  
**Annexures to the Profit & Loss Statement**

Particulars	Year Ended 31st March, 2013	Year Ended 31st March, 2012
<b>NOTE # 15</b>		
<b>Revenue From Operations</b>		
Sale of Services	5,964,994	4,127,056
Interest Income	1,028,146	316,393
	<u><b>6,993,140</b></u>	<u><b>4,443,449</b></u>
<b>NOTE # 16</b>		
<b>Other Incomes</b>		
Dividend Income	5,793,306	3,167,969
Net Gain on sale of Investments	97,006	-
Income from Speculation Business	4,758	72,611
	<u><b>5,895,070</b></u>	<u><b>3,240,580</b></u>
<b>NOTE # 17</b>		
<b>Employee Benefit Expenses</b>		
Salaries	239,162	218,162
Contribution to PF and Other Funds	28,633	28,751
Directors Remuneration	60,000	24,000
House Rent Allowance	31,070	29,960
Staff & Labour Welfare Expenses	44,068	33,272
	<u><b>402,933</b></u>	<u><b>334,145</b></u>
<b>NOTE # 18</b>		
<b>Finance Costs</b>		
Interest on TDS	103	627
Interest on Unsecured Loan	212,847	201,943
Interest on Car Loan	108,914	136,815
	<u><b>321,864</b></u>	<u><b>339,385</b></u>

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.



**RSD Finance Limited**  
**Annexures to the Profit & Loss Statement**

Particulars	Year Ended 31st March, 2013	Year Ended 31st March, 2012
<b>NOTE # 19(a)</b>		
<b>Other Manufacturing Expenses</b>		
Store and Hardware Consumed	378,991	343,580
Job Charges	1,392,946	1,213,504
Repair & Maintenance	87,316	366,004
Freight & Cartage	-	450
Electricity Inspection Charges	-	16,340
Power & Fuel	2,112,222	1,745,393
	<b>3,971,475</b>	<b>3,685,272</b>
<b>NOTE # 19(b)</b>		
<b>Administrative and Selling Expenses</b>		
Advertisement Expenses	1,712	-
Bank Charges	2,775	7,696
Conveyance & Travelling	34,670	32,560
Demat Charges	1,211	-
General Expenses	2,589	2,333
Insurance Charges	21,732	51,380
Legal Expenses	-	5,000
License & Filing Fees	16,670	8,818
Office Maintenance & Logistic Expenses	36,000	36,000
Land rent and Levy	29,208	-
Pollution Control Board Fees	11,500	-
Postage ,Telegram & Telephone	37,926	68,466
Printing & Stationery	14,654	33,144
Auditors' Remuneration	40,000	40,000
Professional Fees	16,545	28,015
Street Light Charges	15,009	-
Repair & Maintenance	79,155	44,378
Security Transaction Tax	-	16,186
Security Charges	210,886	197,946
Share Register, Transfer & Listing Fees	7,432	18,754
Garden Maintenance	24,000	150
Holding Tax	-	1,260
Loss on sale of Shares	-	3,622,148
Loss on sale of Mutual Fund	5,677	2,210
Loss from Future & Options	-	108,066
Books and Perodicals	3,584	-
Puja Expenses	63,830	48,000
	<b>676,764</b>	<b>4,372,509</b>
<b>Total(a+b)</b>	<b>4,648,239</b>	<b>8,057,781</b>

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.





**RSD FINANCE LIMITED**  
Notes forming Integral part of the Financial Statements

**Note# 20**

**Related Party Disclosures:**

Related party disclosures as required under AS - 18 on "Related Party Disclosure" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

**Associate Companies**

Precision Automotive Co. (P) Ltd.  
JMT Auto Ltd.  
Paco Allen Auto (P) Ltd.  
KU Auto Engineering (P) Ltd  
SRP Oil (P) Ltd

**Key Management Personnel-**

Kawaljeet Dugal  
Rajeev Singh Dugal

<b>Transactions during the Year</b>	<b>Current Year</b> (₹ in Lacs)	<b>Previous Year</b> (₹ in Lacs)
<b>Loans &amp; Advances received during the year</b>	<b>18.00</b>	<b>5.27</b>
a. SRP Oil (P) Ltd	-	5.27
b. Rajeev Singh Dugal	<b>18.00</b>	<b>0.00</b>
<b>Loans &amp; Advances given during the year</b>	<b>30.73</b>	<b>300.00</b>
a. JMT Auto Ltd.	0.00	300.00
b. SRP Oil (P) Ltd	<b>30.73</b>	-
<b>Services Availed</b>	<b>0.36</b>	<b>0.36</b>
a. Rajeev Singh Dugal	<b>0.36</b>	<b>0.36</b>
<b>Services Rendered</b>	<b>40.69</b>	<b>28.22</b>
a. Precision Automotive Co. (P) Ltd.	<b>11.07</b>	<b>10.50</b>
b. Paco Allen Auto (P) Ltd.	<b>0.78</b>	<b>0.60</b>
c. JMT Auto Ltd.	<b>28.84</b>	<b>17.12</b>
<b>Managerial Remuneration</b>	<b>0.60</b>	<b>0.24</b>
a. Kawaljeet Dugal	<b>0.60</b>	<b>0.24</b>
<b>Interest Received</b>	<b>10.00</b>	-
a. Precision Automotive Co. (P) Ltd.	-	-
b. JMT Auto Ltd.	<b>10.00</b>	-
<b>Outstanding balance as on 31.03.2013</b>		
<b>Debit Balances</b>	<b>96.78</b>	<b>365.40</b>
a. Precision Automotive Co. (P) Ltd.	<b>1.03</b>	<b>1.40</b>
b. Paco Allen Auto (P) Ltd.	<b>0.04</b>	-
c. JMT Auto Ltd.	<b>0.98</b>	<b>300.00</b>
d. SRP Oil(P) Ltd	<b>94.73</b>	<b>64.00</b>
<b>Credit Balances</b>	<b>18.00</b>	-
a. Rajeev Singh Dugal	<b>18.00</b>	-

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.





**RSD FINANCE LIMITED**  
Notes forming Integral part of the Financial Statements

**Note# 31**

On the basis of information available with the company, there are no small-scale industrial undertakings to which the Company owes any sum which is outstanding for more than 30 days.

**Note# 32**

**Accounting Standard (AS) 17- Segment Reporting:**

**Information about Primary Business Segments**

(₹ In Lacs)

Particulars	Finance	Job Work	Unallocable	Total
Total Revenue	69.23 35.57	59.65 41.27	- -	128.88 76.84
<b>Segment Result before Interest, Exceptional Items and Tax</b>	<b>69.23</b> (18.65)	<b>1.63</b> 3.72	- -	<b>70.86</b> (14.93)
Less : Interest Expenses				<b>3.22</b> 3.39
<b>Profit before Taxes</b>				<b>67.64</b> (18.32)
Taxes				<b>4.20</b> (0.97)
<b>Profit after Taxes</b>				<b>63.44</b> (17.35)
Segment Assets	<b>5,195.05</b> 1,393.49	<b>228.20</b> 82.25	<b>0.70</b> (298.52)	<b>5,423.96</b> 1,177.22
Segment Liabilities	<b>0.28</b> 72.85	<b>168.04</b> 4.44	- 12.72	<b>168.32</b> 90.01
Capital Expenditure	- -	- -	<b>30.32</b> 0.90	<b>30.32</b> 0.90
Depreciation	- -	<b>7.51</b> 1.73	- 7.84	<b>7.51</b> 9.57

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.



**RSD FINANCE LIMITED**  
Notes forming Integral part of the Financial Statements

**Note # 23**

**Earnings Per Share (EPS):**

	Current Year	Previous Year
No of Ordinary Shares at the Beginning of the year	64,732,400	64,732,400
No of Ordinary Shares at the End of the year	64,732,400	64,732,400
Weighted Average No. of Ordinary Shares outstanding during the year	64,732,400	64,732,400
Profit (Loss) after tax Available for Ordinary Shareholders (Rs)	6,343,641	(1,733,500)
Basic & Diluted Earnings per share (₹)	0.10	(0.03)

**Note# 24**

**Deferred Tax Asset/ Liability (Net):**

	Deferred Tax Asset/(- ) Liability as at 01.04.12	Current Year Charge/ (Credit)	Deferred Tax Asset/(-) Liability as 31.03.13
<b>Deferred Tax Liability</b>			
Difference between Book and Income Tax Depreciation	(48,480.79)	(45,285.45)	3,195.34

**Note# 25**

**Directors Remuneration**

**Salaries**

Mrs. Kawaljeet Dugal

**Current Year**

**Previous Year**

60,000.00

24,000.00

For RSD FINANCE LTD.

For RSD FINANCE LTD.

  
Director.

  
Director.



**RSD FINANCE LIMITED**  
**Notes forming Integral part of the Financial Statements**

**Note # 26**

**RBI Schedule for NBFC'S :**

Schedule to the Balance Sheet of a Non-Banking Financial Company as required in terms of paragraph 98B of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

**As at 31st march, 2013**

	Amount Outstanding	Amount Overdue
	(₹ in Lacs)	
<b>Liabilities Side:</b>		
<b>1. Loans and Advances availed by the NBFC'S inclusive of interest accrued thereon but not paid :</b>		
(a) Debentures :		
Secured	NIL	NIL
Unsecured	NIL	NIL
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	NIL	NIL
(c) Inter-Corporate Loans & Borrowings	37.39	NIL
(d) Commercial Paper	NIL	NIL
(e) Other Loan (specify nature)	NIL	NIL
<b>2. Break-up (1)(f) above (Outstanding public deposits inclusive of Interest accrued thereon but not paid) :</b>		
(a) In the form of Unsecured Debentures	NIL	NIL
(b) In the form of partly secured debentures where there is a shortfall in the value of security	NIL	NIL
(c) Other Public Deposits	NIL	NIL

**Amount Outstanding  
As on 31.03.2013  
(₹ In Lacs)**

**Assets Side:**

**3. Break-up of Loans and Advances including bills receivable [other than those including in (4) below]:**

(a) Secured	NIL
(b) Unsecured	3.32

**Break-up of Leased Assets and Stock on hire and hypothecation Loans counting Towards EL/HP activities:**

(I) Lease Assets including lease rentals under sundry debtors :	NIL
(a) Financial Lease (Lease Assets at Cost )	NIL
(b) Operating Lease	NIL

For RSD FINANCE LTD.

  
Director.

For RSD FINANCE LTD.

  
Director.



**RSD FINANCE LIMITED**  
**Notes forming Integral part of the Financial Statements**

(II) Stock on hire including hire charges under sundry debtors :	NIL
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(III) Hypothecation Loans counting towards EL/HP activities :	NIL
(a) Loans where Assets have been repossessed	NIL
(b) Loans other than (a) above	NIL

**4. Break-up of Investments:**  
**Current Investments**

(I) Quoted	
(a) Shares :	NIL
(i) Equity	NIL
(ii) Preference	NIL
(b) Debentures & Bonds	NIL
(c) Units of Mutual Funds	NIL
(d) Government Securities	NIL
(e) Other (please specify)	NIL
(II) Unquoted	
(a) Shares :	NIL
(i) Equity	NIL
(ii) Preference	NIL
(b) Debentures & Bonds	NIL
(c) Units of Mutual Funds	NIL
(d) Government Securities	NIL
(e) Other (please specify)	NIL

**Long Term Investments**

(I) Quoted	
(a) Shares :	4937.59
(i) Equity	NIL
(ii) Preference	NIL
(b) Debentures & Bonds	NIL
(c) Units of Mutual Funds	105.89
(d) Government Securities	NIL
(e) Other (please specify)	NIL
(II) Unquoted	
(a) Shares :	151.38
(i) Equity	NIL
(ii) Preference	NIL

For RSD FINANCE LTD.

  
 Director

For RSD FINANCE LTD.

  
 Director





**RSD FINANCE LIMITED**  
Notes forming Integral part of the Financial Statements

**5. Borrower group-wise classification of all leased assets, stock-on-hire and loans & Advances:**

Category	Secured	₹ In Lacs	
		Unsecured	Amount net of Provision Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	0.00	0.00
(c) Other Related Parties	NIL	NIL	NIL
2. Other than Related Parties	NIL	6.75	6.75

**6. Investor group-wise classification of all Investments (current and long term) in shares and Securities (both Quoted and Unquoted) :**

Category	₹ In Lacs	
	Market Value / Break Up or fair Value or NAV	Book Value (Net Provision)
1. Related Parties		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	5,088.62	5,088.62
(c) Other Related Parties	NIL	NIL
2. Other than Related Parties	107.06	106.23

**7. Other Information:**

Particulars	Amount
(I) Gross Non-Performing Assets	NIL
(a) Related Parties	NIL
(b) Other than Related Parties	NIL
(II) Net Non-Performing Assets	NIL
(a) Related Parties	NIL
(b) Other than Related Parties	NIL
(III) Assets acquired in satisfaction of debt.	NIL

**Note # 27**

Previous year's figure have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

**As per our report of even date attached**

**Manisha Gupta**  
Chartered Accountant

  
(Manisha Gupta)  
Proprietor  
M.No 066230

**For and on behalf of the Board of RSD Finance Limited**

  
Director

  
Director

**Place: Jamshedpur**

**Date: The 15th day of May, 2013**