

# RSD Finance Limited

CIN: L17222JH1963PLC013316

Date: 18-01-2025

To,  
Listing Department,  
**BSE Limited**  
14th Floor, P.J.Towers, Dalal Street,  
Mumbai-400001  
**Scrip Code – 539875**

To,  
Listing Department  
**Calcutta Stock Exchange Limited**  
7, Lyons Range  
Kolkata - 700001  
**Scrip Code – 28123**

Dear Sir/Madam,

## **Sub- Notice of the Extraordinary General Meeting of the Company**

This is to inform you that the Extraordinary General Meeting ('EGM') of the members of RSD Finance Limited ("the Company") will be held on **Monday, February 10, 2025 At 11.00 AM (IST)** at H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand – 831001 to transact the business as detailed in the enclosed EGM Notice.

The Notice of the EGM, Proxy form and Attendance slip are also available on the Company's website at [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com).

This is for your information and records please.

Thanking you,

Yours faithfully,

**For RSD Finance Limited**

**Subhajita Biswal**  
**Company Secretary & Compliance Officer**

**Encl: - As above**

# 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](mailto:rsdfinance.ltd@gmail.com),

**Website:** [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com)

## NOTICE

Notice is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the members of RSD Finance limited will be held on **MONDAY, FEBRUARY 10, 2025 AT 11.00 AM** at the Registered office of the company at **HOLDING NO. – 4, THE ALCOR HOTEL, RAMDAS BHATTA, BISTUPUR, JAMSHEDPUR - 831001** to transact the following business: -

### **SPECIAL BUSINESS:**

#### **1. Appointment of Statutory Auditor to fill casual vacancy**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on December 27, 2024, M/s. S D Y & Co., Chartered Accountants (Firm Registration No. 016850C), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Prasad Kumar and Co, Chartered Accountants;

**RESOLVED FURTHER THAT** M/s M/s. S D Y & Co., Chartered Accountants (Firm Registration No. 016850C), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**RESOLVED FURTHER THAT** Mr. Rajeev Singh Dugal, Managing Director of the Company be and is hereby singly authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

#### **2. Regularisation of the Appointment of Non- Executive Independent Director in casual vacancy**

To consider and pass the following Resolution as a Special Resolution to consider and if thought fit, to pass, the following resolution as SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 149 the Companies Act, 2013 read with Rule 4 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee, the appointment of Dr. Rajiv Shukla (DIN: 10888285), who was appointed as the Non-Executive &

Independent Director in casual vacancy with effect from 27.12.2024 by the Board of Directors, be and is hereby regularised as a Non-Executive & Independent Director of the company for a term of five consecutive years from the date of appointment, unless terminated earlier by either party in accordance with the provisions of the Articles of Association of the Company or any applicable laws. During this period, Dr. Rajiv Shukla shall not be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to sign and execute all such documents and as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may consider expedient and necessary in this regard.”

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

Sd/-

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

Place: Jamshedpur

Date: January 18, 2025

**NOTES:**

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to Item Nos. 1 to 2 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. 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 Extra Ordinary General Meeting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17 / 2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com) . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
5. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the

Extra Ordinary General Meeting.

7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
8. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com) in quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
9. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
10. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.30 A.M to 2.00 P.M up to the date of declaration of the results of postal ballot.
11. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer / transmission of name / transposition of name.
12. Members / Proxies are requested to bring their Attendance Slip for attending the meeting.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Extra Ordinary General Meeting will be available on Company’s website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com) for their download.
15. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
16. For any assistance or information about shares etc. members may contact the Company.
17. The Company has appointed Mr. Sital Prasad Swain, Practicing Company Secretary (Membership No. F6338 and CP No – 6814), to act as the Scrutinizer for remote e voting on the date of the EGM in a fair and transparent manner.
18. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com). The same will be communicated to the stock exchanges where the Company shares are listed viz. BSE & CSE.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on 06<sup>th</sup> February, 2025 at 09:00 A.M. and ends on 09<sup>th</sup> February, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03<sup>rd</sup> February, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03<sup>rd</sup> February, 2025.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at <a href="tel:022-48867000">022 - 4886 7000</a></p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices 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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) 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*****.
b) 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*****
c) 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***

5. Password details for shareholders other than Individual shareholders 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sitalpr@yahoo.co.in](mailto:sitalpr@yahoo.co.in) **Please mention the e-mail ID of Scrutinizer**> with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (rsdfinance.ltd@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (rsdfinance.ltd@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **OTHER INSTRUCTIONS**

- i. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 03 February, 2025.
- ii. A member can opt for only one mode of voting i.e., either through remote e-voting or by Poll. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Polling paper shall not be considered.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, within Two Working days of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

- iv. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com) and on the website of NSDL [www.evoting@nsdl.com](http://www.evoting@nsdl.com), and shall be disseminated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and CSE at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively.

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

**Sd/-**

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

Place: Jamshedpur  
Date: January 18, 2025

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

### **Item 1**

M/s Prasad Kumar & Co, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 30.11.2024 due to surrender of Certificate of practice of Mr. Rajesh Prasad. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Audit Committee and the Board of Directors of the Company recommended the appointment of M/s. S DY & Co., Chartered Accountants (Firm Registration No. 016850C) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Prasad Kumar & Co.

Accordingly, shareholders' approval by way of ordinary resolution is sought. M/s. S DY & Co., Chartered Accountants (Firm Registration No. 016850C), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate in prescribed form B declaring that firm complies with all eligibility norms prescribed by RBI regarding appointment of statutory auditors.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

### **Item 2**

Mr. Harsh Kumar Pandey tendered his resignation as the Non-Executive Independent Director of the Company due to his professional occupancies which resulted casual vacancy in the composition of Board of Directors of the Company. In terms of Section 161 (4) of the Companies Act, 2013 and based on recommendation of Nomination and Remuneration Committee, Dr. Rajiv Shukla (DIN: 10888285), was appointed as Non-Executive Independent Director in casual vacancy of the Company on the board of the Company by the directors in their Board Meeting held on 27<sup>th</sup> December, 2024 with effect from such Board meeting. In accordance with the Regulation 25 of the SEBI (LODR) Regulations, 2015 and provisions of Section 149 of Companies Act, 2013, Dr. Rajiv Shukla is eligible to be regularized as an Independent Director for a term up to five years w.e.f 27.12.2024. A brief profile of Dr. Rajiv Shukla, including nature of his expertise, is provided as Annexure-I of this Notice. Accordingly, in terms of the requirements of Regulation 17 of SEBI (LODR) Regulations along with provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Dr. Rajiv Shukla (DIN: 10888285), from Non-Executive Independent Director in casual vacancy to Non-Executive Independent Director of the Company for a term up to 5 years with effect from the appointment date, i.e. 27.12.2024. The Company has also received a declaration from Dr. Rajiv Shukla, declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 02 of the notice as a special resolution.

None of the Directors / Key Managerial Personnel of the Company other than Dr. Rajiv Shukla, are concerned or interested, financially or otherwise, in the resolution.

**Annexture I**

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of Person	Dr. Rajiv Shukla
2.	Date of Birth	03.11.1962
3.	Age	63
4.	Date of Appointment	27.12.2024
5.	Educational qualification	M.B.B.S, D.A (Anesthesiology), MD
6.	Experience	30
7.	Brief Resume	He has experience of 30 years in the field Anesthesiology and worked with Tata Main Hospital as Head Consultant and HOD Anesthesiology till 30.11.2022. Now working as the chief Consultant Anesthesiology at Jamshedpur Eye Hospital, Jamshedpur
8.	Terms & Conditions of appointment	For the term of Five years w.e.f 27.12.2024
9.	No. of Board Meeting attended	Nil
10.	List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	Nil
11.	Number of Shares held in the Company	Nil
12.	Relationship with other Directors	Not related to any of the directors of the Company

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

**Sd/-**

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

Place: Jamshedpur  
Date: January 18, 2025

## 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](mailto:rsdfinance.ltd@gmail.com),

Website: [www.rsdfinancelimited.com](http://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 **EXTRAORDINARY GENERAL MEETING** of the members of the Company held on **Monday, 10<sup>th</sup> February 2025 at 11.00 A.M.** at H. No- 4, The Hotel Alcor, Ramdas Bhatta, Bistupur, Jamshedpur Purbi Singhbhum, Jharkhand -831001

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

-----  
Member's/proxy name in Block letters

-----  
Member's/ proxy's signature

#### Notes:

1. A member/proxy/authorised representative wishing to attend the meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.

### ELECTRONIC VOTING PARTICULARS

-----  
**EVEN**  
**(EVOTING EVENT NO.)**

**USER ID**

**PASSWORD/PIN**

-----  
**132681**

NOTE: Members are requested to read the instruction for voting through electronic means. The voting period starts from 9:00 am on 06th February, 2025 and ends at 5:00 pm on 09th February, 2025.

## RSD 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](mailto:rsdfinance.ltd@gmail.com),

Website: [www.rsdfinancelimited.com](http://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 Extraordinary General Meeting of the members of the Company to be held on Monday, 10th February, 2025 at 11.00 A.M. at H. No- 4, The Hotel Alcor, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001 and at any adjournment thereof in respect of such resolution as are indicated below:

### RESOLUTIONS

FOR      AGAINST

#### SPECIAL BUSINESS

1. **Appointment of Statutory Auditor to fill casual vacancy**

2. **Regularisation of the Appointment of Non- Executive Independent Director in Casual Vacancy**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2025

(Affix Revenue Stamp)

Signature of the Shareholder: \_\_\_\_\_

Signature of Proxy holder : \_\_\_\_\_

**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  
EXTRAORDINARY GENERAL MEETING

