

RSD Finance Limited

CIN:L17222JH1963PLC013316

Date: 04-09-2023

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 60th Annual General Meeting of the Company

This is to inform you that the 60th Annual General Meeting ('AGM') of the members of RSD Finance Limited ("the Company") will be held on **Saturday, September 30, 2023 At 11.00 AM (IST)** at Professional - I, The Alcor Hotel, 2nd Floor, H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand – 831001 to transact the business as detailed in the enclosed 60th AGM Notice.

The Notice of the AGM, Annual Report, Proxy form and Attendance slip for the Financial Year 2022-23 is also available on the Company's website at www.rsdfinancelimited.com.

This is for your information and records please.

Thanking you,

Yours faithfully,

For RSD Finance Limited

Aditya Srivastava
Company Secretary & Compliance Officer

Encl: - As above

Notice of 60th Annual General Meeting

CIN: L17222JH1963PLC013316

Registered Office:

H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, PurbiSinghbhum, Jharkhand -831001
Email address: rsdfinance.ltd@gmail.com
Website: www.rsdfinancelimited.com

Notice is hereby given that the **SIXTIETH ANNUAL GENERAL MEETING** of the members of **RSD FINANCE LIMITED** ("the Company") will be held on **SATURDAY, SEPTEMBER 30, 2023 AT 11.00 AM** (IST) at Professional - I, The Alcor Hotel, 2nd Floor, H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, PurbiSinghbhum, Jharkhand - 831001. The following business will be transacted at the meeting:-

ORDINARY BUSINESS:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company.

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Auditors thereon.

2. Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Appointment of Mr. Pradeep Khosla (DIN: 06823537) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of **Mr. Pradeep Khosla (DIN: 06823537)**, as an Independent Director of the Company with effect from 30th September, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 30th September, 2023 upto 30th September 2028.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

4. Appointment of Mr. Malkeet Singh

Saini (DIN: 02592649) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of **Mr. Malkeet Singh Saini (DIN: 02592649)**, who was appointed as an Independent Director of the Company with effect from 30th September, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 30th September, 2023 upto 30th September 2028.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed

necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

Sd/-

**Place: Jamshedpur
Date: August 24, 2023**

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business, i.e. Item No. 3 & 4 to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. **PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. BY 11.00 AM ON SEPTEMBER 28, 2023. A BLANK PROXY FORM IS ENCLOSED.**
3. Pursuant to the provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Rules made thereunder, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than ten percent (10%) of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The holder of proxy shall prove his identity at the time of attending the Meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
4. A copy of the Financial Statements of the Company for the Financial Year ended 31st March 2023 together with the Auditors' and Directors' Reports thereon are enclosed.
5. Members are requested to write to the Company their query(ies), if any, on the accounts and operations of the Company at least 7 days before the meeting to keep the information ready at the meeting.
6. The Board of Directors has not recommended any Dividend for the Financial Year ended on 31st March, 2023.
7. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
8. The Company's Registrar & Share Transfer Agent (both, physical as well as electronic) is M/s. S. K. Infosolutions Pvt. Ltd having its office at D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata - 700032. Members are requested to send all communications relating to shares to M/s. S. K. Infosolutions Pvt. Ltd.
9. SEBI vide its Circular No. SEBI/ HO/ MIRSD/ MIRSD_ RTAMB/ P/ CIR/ 2021/ 655 dated November 03, 2021, clarification issued vide Circular No. SEBI/ HO /MIRSD /MIRSD_RTAMB /P /CIR /2021 /687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-/P/CIR/2023 /37 dated March 16, 2023 has mandated all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The Company has sent letters to all the Members holding shares in physical mode whose details are yet to be updated seeking the aforesaid information. Detailed information in this regard is available at the Company's website www.rsdfinancelimited.com. Members holding shares in physical form are requested to ensure the aforesaid KYC details are

updated with the Company's Registrar and Share Transfer Agents, M/s. S.K. Infosolutions Private Limited ("RTA") before October 01, 2023, post which the said folios shall be frozen. In case, the folios continue to remain frozen, till December 31, 2025 or such other date as may be notified by the authority, the same shall be referred to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002.

10. As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificate/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with S.K. Infosolutions Private Limited in case the shares are held by them in physical form.

12. Nomination facility - As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to S.K. Infosolutions Private Limited in case the shares are held in physical form.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or S.K. Infosolutions Private

Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 28, 2023 through email on rsdfinance.ltd@gmail.com. The same will be replied by the Company suitably.

15. Electronic copy of the 60th Annual Report and Notice of the 60th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 60th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

16. Members may also note that the Annual Report, Proxy form and Attendance slip for the financial year 2022-23 including the Notice convening the 60th Annual General Meeting will also be available on the Company's website www.rsdfinancelimited.com, website of the stock exchange i.e. www.bseindia.com. The AGM notice is also disseminated on the website of NSDL (agency for providing the remote E-voting facility). Even after registering for e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any communication, the members may also

send their requests to the designated e-mail ID: rsdfinance.ltd@gmail.com

17. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Kawaljeet Kaur Dugal (DIN: 00052100), Director, retires by rotation at the forthcoming AGM and being eligible, offers herself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.

18. Mrs. Kawaljeet Kaur Dugal is interested in the Ordinary Resolutions set out at Item No. 2 of the Notice with regard to her re-appointment. Mr. Rajeev Singh Dugal, Managing Director and Ms. Upneet Dugal, Director, being related to Mrs. Kawaljeet Kaur Dugal may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business as set out under Item Nos. 1 to 2 of the Notice.

Details of Mrs. Kawaljeet Kaur Dugal seeking re-appointment as required to be provided pursuant to the provisions of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India are as under.

Particulars	Mrs. Kawaljeet Kaur Dugal
Nationality	Indian
Date of Birth	26/07/1964
Age	59 years
Qualifications	Bachelor's Degree in Philosophy & Psychology.
Expertise in specific functional area	Expertise in Business Management, Administration
Terms & conditions of Appointment & Remuneration	Non-Executive Non-Independent Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	NIL
Date of first Appointment on the Board	13th August, 2020
Number of shares held in the Company as on 31st March, 2023	NIL
Relationships with other Directors/ Key Managerial Personnel	Mrs. Kawaljeet Kaur Dugal is spouse of Mr. Rajeev Singh Dugal and mother of Ms. Upneet Dugal
Number of meeting of Board attended during the year	Five (05)
Directorships of other Boards as on March 31, 2023	Two 1.SRP Oil Private Limited 2.Precision Automotive Private Limited
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Chairman – NIL Member – NIL
Name of the listed entities from which the Director has resigned in the past 3 years	NIL

19. Members/Proxies/Authorized

Representatives are requested to:

- I. Bring their attendance slip and/or proxy form—duly completed and signed at the meeting.
- II. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
- III. Bodies Corporate, who are the members of the Company, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote at the meeting.
- IV. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

21. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 30th September, 2023 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 for the purpose of Annual General Meeting.

22. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing before the commencement of the Annual General Meeting of the intention to inspect is given to the Company.

23. Pursuant to General Circulars Nos. 14/2020, 17/2020, 20/2020 and 10/2022 dated 8th April, 2020, 13th April, 2020 5th May, 2020 and 28th December, 2022 respectively issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India ("SEBI Circular"), Notice of the AGM along with the Annual Report for the FY 2022-23 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

24. Members holding shares in physical mode are requested to register their e-mail ID's with S. K. Infosolutions Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the email ID already registered with the Company, members are requested to immediately notify such changes to the Registrar & share Transfer Agent of the Company in respect of the shares held in physical form and to their respective Depository Participants (DPs) in case the shares are in Demat form.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms

26. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021,

SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

27. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available for inspection by the members at the venue of the Annual General Meeting or also at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

28. Pursuant to second proviso to Section 136(1), the copies of audited financial statement are made available for inspection at the registered office of the Company during working hours from September 1, 2023 to September 28, 2023

29. E -Voting

PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/ HO/ CFD/ CMD /CIR /P /2020 /242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using

remote e-Voting system will be provided by NSDL.

II. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e., Saturday, 23rd September, 2023 (Cut - Off Date) may cast their vote by remote e-Voting. A person who is not a Member as on the Cut-Off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as Voting by Postal Ballot during the AGM.

Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the Cut-Off date i.e. Saturday, 23rd September, 2023 may obtain the User ID and Password by sending an e-mail request to –

- a) Company Secretary/ Compliance Officer at rsdfinance.ltd@gmail.com
- b) or, NSDL at evoting@nsdl.co.in
- c) or, Issuer/RTA at skcdilip@gmail.com by mentioning their Folio No./DP ID and Client ID No.

However, if a person is already registered with NSDL for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the Cut-Off Date may follow the steps mentioned under 'Login method for e-Voting for individual shareholders holding securities in demat mode'.

A. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the Secretarial Standard II on General Meetings, the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- II. The remote e-voting facility will be available during the following period:
- **Commencement of remote e-voting: From 9:00 a.m. (IST) on Tuesday, September 26, 2023**
 - **End of remote e-voting: Up to 5:00 p.m. (IST) on Friday, September 29, 2023**

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2023, may cast their vote by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change its subsequently.

- III. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again.
- V. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Saturday, 23rd September, 2023.

VI. E-voting Instructions:

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 data-bbox="662 344 1404 821">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="662 852 1404 1255">2. 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. 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 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. <li data-bbox="662 1287 1404 1381">3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="634 1409 1105 1688" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
<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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 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 :

<u>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</u>	<u>Your User ID is:</u>
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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, 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 with a copy marked to evoting@nsdl.co.in. 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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.co.in 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.

B. VOTING AT AGM

In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of Ballot Papers at the AGM for the Members attending the meeting who has not cast their vote by remote e-voting. In case of voting by Ballot Papers at the AGM, the voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the date of Book Closure.

30. OTHER INSTRUCTIONS

- I. If a Member cast votes by both modes i.e. remote e-voting and Ballot Papers at the AGM, then voting done through remote e-voting shall prevail and Ballot Paper shall be treated as invalid.
 - II. The Board of Directors of the Company has appointed Mr. Sital Prasad Swain, Practicing Company Secretary (Membership No. F6338 and CP No – 6814) as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner and has communicated his willingness to be appointed.
 - III. The Chairman shall at the end of the discussion, at the AGM, allow voting with the assistance of scrutinizer, by use of or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - IV. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling papers and through remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated scrutinizer’s report and submit the same to the Chairman of the meeting or to such other person as may be authorized by the Chairman.
 - V. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer’s Report, declare the result of the voting. The Results declared along with the report of the Scrutinizer shall be hosted on the website of the Company www.rsdfinancelimited.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result and will also be communicated to the Bombay Stock Exchange.
- 31.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to

have been passed on the date of the AGM i.e., September 30, 2023.

- 32.** Copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM.
- 33.** The route map showing directions to reach to the venue of the 60th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.

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

Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata-700001

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

By Order of the Board of Directors
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Place: Jamshedpur
Date: August 24, 2023

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT').

The following Statement sets out all material facts relating Special Business mentioned in the accompanying Notice.

Item No. 3-

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. **Pradeep Khosla (DIN: 06823537)** as an Independent Director of the Company, with effect from 30th September, 2023 under Section 149, 150 and 152 of the Act and Articles of Association of the Company. Mr. Pradeep Khosla is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act from Mr. Pradeep Khosla signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Pradeep Khosla. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(1) &(2) of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, Mr. Pradeep Khosla fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards on General Meetings ("SS-2") are as under.

a).Brief profile of Mr. Pradeep Khosla is as follows:

Mr. Pradeep Khosla graduate from the Pusa College of Hotel Management. He started his career with the Taj Group of Hotels at Mumbai which spanned over 35 year. He worked as an executive chef in India and a corporate executive chef at New York for all their three properties Raga, Lexington Hotel and Shamiana foods. In Delhi he headed the iconic Machan, Captain's Cabin and Empress Lounge before being trained by Italian chefs at the President Hotel Mumbai. After that he took over the command of the Casa Medici the Italian restaurant of the Taj Mansingh.

He has also worked at the Taj Air caterers producing 30000 meals a day and taking care of 17 airlines.

After Taj he took over as the corporate chef for the Tuli Group of hotels at Nagpur heading their 7 properties. Within 6 months he was made the GM of Tuli Imperial along with the Corporate Chef position. An year down the line he got promoted as the VP

for the Tuli Group along with additional responsibilities of the Corporate Chef. Having been with them for over 5 years he left the organisation and started a very successful restaurant at Hyderabad called the Zaiqa e Hyderabad and another one named Kebab Stories. These restaurants were rated as one of the finest in their competitive set amongst hotels and restaurants. He closed them during the COVID pandemic.

He was a consultant for Tulis Food Factory (a take away place for excellent Indian food) at Vashi Mumbai. He has been consultant for the Maheshwari family of Nagpur and helped them in starting a 40 room hotel at Panchmari in Madhya Pradesh.

b). Nature of expertise in specific functional areas;

His areas of specialization and expertise includes Management, Administration and Business Operations.

c).Disclosure of relationships between directors

He is not related to any Directors of the Company.

d).Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years

SIno	Name of the company	Category of the Directorship
1	Nil	NA

He has not resigned in any Listed Company in past three years.

e).Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner

He does not hold any shares in the company

f). In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.

Based on the recommendations of the Nomination and Remuneration Committee, and approved by the Board, following are the core skills/ expertise/ competencies as required for its effective functioning and Mr. Pradeep Khosla meets the said requirements.

SI no.	Area of Core skills/expertise/competence
1.	Business Experience
2.	Experience in policy shaping & industry promotion
3.	Managerial & entrepreneur skills
4.	Leadership skills

No Director, Key managerial personnel or their relatives, except Mr. Pradeep Khosla to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees will be paid to him for attending Board / Committee Meetings.

The Board recommends the special resolution set forth in Item no. 3 for the approval of the members.

Item No. 4-

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **Mr. Malkeet Singh Saini (DIN: 02592649)** as an Independent Director of the Company, with effect from 30th September, 2023 under Section 149, 150 and 152 of the Act and the Articles of Association of the Company. Mr. Malkeet Singh Saini is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act from Mr. Malkeet Singh Saini signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Malkeet Singh Saini. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(1) & (2) of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, Mr. Malkeet Singh Saini fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and is thereby eligible for appointment as an Independent Director. The requisite details and information pursuant to Regulation 36(3) of

the Listing Regulations, the Act and Secretarial Standards on General Meetings ("SS-2") are as under.

a). Brief profile of Mr. Malkeet Singh Saini is as follows:

Mr. Malkeet Singh Saini will serve as an Independent Director on the Board of RSD Finance Limited w.e.f 30th September '2023. He completed his LLB from Jamshedpur Co-Operative College and boasts an impressive legal career spanning over 45 years, with a strong specialization in both criminal and civil law. This wealth of experience positions him as a seasoned professional with a broad understanding of the legal landscape.

b). Nature of expertise in specific functional areas;

He has specialization and expertise in Legal area includes both criminal and civil law.

c). Disclosure of relationships between directors

He is not related to any Directors of the Company.

d). Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years

SI no.	Name of the company	Category of the Directorship
1.	Nil	NA

He has not resigned in any Listed Company

in past three years.

e).Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner

He does not hold any shares in the company.

f). In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.

Based on the recommendations of the Nomination and Remuneration Committee, and approved by the Board, following are the core skills/ expertise/ competencies as required for its effective functioning and Mr. Malkeet Singh Saini meets the said requirements.

Sl no.	Area of Core skills/expertise/competence
1.	Understanding the laws, rules, regulations & policies
2.	Experience in policy shaping & industry promotion
3.	Legal & Corporate Governance
4.	Leadership skills

No Director, Key managerial personnel or their relatives, except Mr. Malkeet Singh Saini whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees will be paid to him for attending Board / Committee Meetings.

The Board recommends the special resolution set forth in Item no. 4 for the approval of the members.

Place: Jamshedpur
Date: August 24, 2023

By Order of the Board of Directors

RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

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

Website: www.rsdfinancelimited.com

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting hall)

Registered Folio / DP ID
& Client ID :

Name and Address
of the Shareholder :

Joint Holder(s) :

No. of Shares :

I/ We hereby record my/ our presence at the **60th ANNUAL GENERAL MEETING** of the members of the Company held on **Saturday, 30th September 2023 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

125827

NOTE: Members are requested to read "Note No. 28" in the Notice of the 60th Annual General Meeting, being sent herewith, in respect of the instruction for voting through electronic means. The voting period starts from 9:00 am on September 26, 2023 and ends at 5:00 pm on September 29, 2023.

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,

Website: www.rsdfinancelimited.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No./Client Id: _____

DP ID : _____

I/We, being the member(s) of **RSD Finance Limited** holding _____ shares, hereby appoint:

- 1) Name _____
Address: _____
Email Id : _____ Signature: _____, or failing him/ her
- 2) Name _____
Address: _____
Email Id : _____ Signature: _____, or failing him/ her
- 3) Name _____
Address: _____
Email Id : _____ Signature: _____, or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the members of the Company to be held on Saturday, 30th September 2023 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
<p><u>ORDINARY BUSINESS</u></p> <p>1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the company for the year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon and (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Auditors thereon.</p>		
<p>2. To appoint Mrs. Kawaljeet Kaur (DIN: 0052100), who retires by rotation and being eligible, offers herself for re-appointment as a Director</p>		
<p><u>SPECIAL BUSINESS</u></p> <p>3. Appointment of Mr. Pradeep Khosla (DIN: 06823537) as an Independent Director</p>		
<p>4. Appointment of Mr. Malkeet Singh Saini (DIN: 02592649) as an Independent Director</p>		

Signed this _____ day of _____ of 2023

(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 '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any of the resolutions, your proxy will be entitled to vote at the meeting in the manner he/she thinks appropriate.**
- 4) In case of Joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
- 5) Undated proxy form will not be considered valid.
- 6) This form will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 8) If Company receives multiple proxies for the same holding of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

ROUTE MAP AND PROMINENT LAND MARK FOR EASY LOCATION OF THE VENUE OF THE 60TH ANNUAL GENERAL MEETING

