

Date: 05-09-2022

To,

The General Manager
Corporate Relations Department
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 539875

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata - 700 001
Scrip code: 28123

Dear Sir/ Madam,

Sub –Notice of the 59th Annual General Meeting (AGM) of RSD Finance Limited

Please find enclosed herewith Notice of the 59th AGM of RSD Finance Limited scheduled to be held on Friday, September 30, 2022 at 11:00 AM at Professional - I, The Alcor Hotel, 2nd Floor, H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand - 831001.

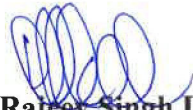
The Notice of the AGM and the Annual Report for the Financial Year 2021-22 is also available on the website of the Company at www.rsdfinancelimited.com.

This is for your information and record.

Thanking You,

Yours faithfully,

For RSD Finance Limited



Rajeev Singh Dugal
Managing Director
DIN – 00052037

Encl: As above

CC:

M/s. S. K Infosolutions Pvt. Ltd
34/1A, Sudhir Chatterjee Street
Kolkata, West Bengal – 700 006

The Manager
National Securities Depository Ltd.
4th floor, "A" Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai-400013

The Manager
Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Tower
17th floor, Dalal Street
Mumbai-400001

R S D FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office:

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

Notice of 59th Annual General Meeting

Notice is hereby given that the **FIFTY NINTH ANNUAL GENERAL MEETING** of the members of **RSD FINANCE LIMITED** ("the Company") will be held on **FRIDAY, SEPTEMBER 30, 2022 AT 11.00 AM** (IST) at Professional - I, The Alcor Hotel, 2nd Floor, H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand - 831001. The following business will be transacted at the meeting:-

ORDINARY BUSINESS:

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, 2022 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, 2022 together with the reports of the Auditors thereon.

2. **Appointment of Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Upneet Dugal (DIN: 07680726), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **Re-appointment of Statutory Auditors**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. Prasad Kumar and Co., Chartered Accountants (FRN: 008816C), be and is hereby re-appointed as the Statutory Auditors of the Company to hold

office for a second term commencing from the conclusion of this Annual General Meeting till the conclusion of the 64th Annual General Meeting of the Company, to be held in the year 2027, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

4. Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Regulation’) and second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Companies Act, 2013 or SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for payment of remuneration in excess of the limits prescribed under the Section 197 of the Act

and Regulation 17(6)(e) of the Regulation as set out in the explanatory statement annexed hereto, to all the Managerial Personnel and Executive Directors who are Promoters or members of Promoter Group.”

“RESOLVED FURTHER THAT the total managerial remuneration payable by the Company along with its subsidiaries to its Executive Directors, including Managing Director, Whole-time Director or manager, if any, shall not exceed Rs. 10 lakhs per month on an individual basis in respect of any Financial Year.”

“RESOLVED FURTHER THAT the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group (‘such Executive Directors’) shall be effective till the expiry of respective term of such Executive Directors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution.”

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

Sd/-

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

**Place: Jamshedpur
Date: August 14, 2022**

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3 and 4 forms part of this Notice. Additional information, pursuant to Regulations 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an "Annexure" to the Notice.
 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, 2022.**
 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 2022 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, 2022.
 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 and clarification issued vide Circular No. SEBI/ HO /MIRSD /MIRSD_RTAMB /P /CIR /2021 /687 dated December 14, 2021 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the holder for the shares held in physical mode. 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/investorinformation. 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 April 01, 2023, post which the said folios shall be frozen. In case, the folios continue to remain frozen, till December 31, 2025, the same shall be referred to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002. **Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR – 1 available in the website of Registrar and Share transfer agent www.skcinfo.com**

10. SEBI vide its Circular No. SEBI /HO /MIRSD /MIRSD_RTAMB /P /CIR /2022 /8 dated January 25, 2022 has mandated that the service requests received for Issuance of Duplicate Share Certificate, Release of Shares from Unclaimed Suspense Account of the Company, Renewal / Exchange of Share Certificate, Endorsement, Sub-division / Splitting of Share Certificate, Consolidation of Folios / Share Certificates, Transmission and Transposition shall be processed by issuing shares in dematerialised form only and Physical Share Certificates shall not be issued by the Company to the Share Holder / Claimant. Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the RTA's website www.skcinfo.com. Members holding equity shares of the Company in physical mode are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical mode have been disallowed by SEBI.

It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in

dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

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, 2022 through email on rsdfinance.ltd@gmail.com. The same will be replied by the Company suitably.

- 15.** Electronic copy of the 59th Annual Report and Notice of the 59th 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 59th 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 for the financial year 2021-22 including the Notice convening the 59th 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, Ms. Upneet Dugal (DIN:07680726), Director, retires by rotation at the forthcoming AGM and being eligible, offers herself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
- 18.** Ms. Upneet 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 Mrs. Kawaljeet Kaur Dugal, Director, being related to Ms. Upneet Dugal may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of the Notice.
- 19.** Ms. Upneet Dugal and Mr. Rajeev Singh Dugal are interested in the Special Resolutions set out at Item No. 4 of the Notice with regard to their remuneration. Mrs. Kawaljeet Kaur Dugal, Director, being related to Ms. Upneet Dugal and Mr. Rajeev Singh Dugal may be deemed to be interested in the resolution set out at Item No. 4 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 Special Business set out under Item No. 4 of the Notice.
- 20.** Members/Proxies/Authorized Representatives are requested to:
- I. Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
 - II. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
 - III. Bodies Corporate, who are the members of the Company, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote at the meeting.
 - IV. In case of joint holders attending the Meeting, only such joint holder who

is higher in the order of names will be entitled to vote.

21. 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.
22. The Register of Members and Share Transfer Books of the Company will remain closed from (Friday) 23rd September, 2022 to (Friday) 30th September, 2022 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.
23. 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.
24. Pursuant to General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities and Exchange Board of India ("SEBI Circular"), Notice of the AGM along with the Annual Report for the FY 2021-22 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
25. 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.

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

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. 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. Friday, 23rd September, 2022 (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. Friday, 23rd September, 2022, may obtain the User ID and Password by sending an e-mail request to –

- a) Company Secretary/ Compliance Officer at rsdfinance.ltd@gmail.com
or,
b) 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 venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The remote e-voting facility will be available during the following period:

- **Commencement of remote e-voting: From 9:00 a.m. (IST) on Monday, September 26, 2022**
- **End of remote e-voting: Up to 5:00 p.m. (IST) on Thursday, September 29, 2022**

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, 2022, may cast their vote by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

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

- IV. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- V. The 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.
- VI. 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 Friday, 23rd September, 2022.

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

Step 2: Cast your vote electronically

Details on Step 1 are mentioned below:

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:

VII. E-voting Instructions:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. 4. Click on 'Access to e-voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining

virtual meeting & voting during the meeting.

If you are not registered, follow the below steps:

- Option to register is available at <https://eservices.nsdl.com>
- Select 'Register Online for IDeAS' Portal or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Please follow steps given in points 1-5

B. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. 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.
3. 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Subhashis Sengupta, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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.

29. OTHER INSTRUCTIONS

- I. 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 he has communicated his willingness to be appointed.
- II. The Chairman shall at the end of the discussion, at the AGM, allow voting with the assistance of scrutinizer, by use of "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.
- III. 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.
- 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.

30. 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, 2022.
31. 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.
32. The route map showing directions to reach to the venue of the 59th AGM is given at the end of this Notice as per the

requirement of the Secretarial Standards-2.

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

Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata – 700 001

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

By Order of the Board of Directors
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: August 14, 2022

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

The following Statement sets out all material facts relating to Item No. 3 of the accompanying Notice.

Item No. 3 - The Shareholders at the 54th AGM of the Company held on September 08, 2017, had approved the appointment of M/s. Prasad Kumar & Co., Chartered Accountants, (Firm Registration Number 008816C, as the Statutory Auditors of the Company, to hold office till the conclusion of the 59th AGM of the Company to be held in the year 2022. The Audit Committee, of the Company considering Prasad Kumar & Co.'s performance as auditors of the Company during their present tenure and after due deliberation and discussion, recommended to the Board the re-appointment of Prasad Kumar & Co. as statutory auditors of the Company for a second term of five years to hold office from the conclusion of the 59th AGM till the conclusion of the 64th AGM of the Company to be held in the year 2027.

Based on recommendations of the Audit Committee, the Board of Directors at their meeting held on May 30, 2022, approved the re-appointment of Prasad Kumar & Co., as the Statutory Auditors of the Company for a second term of 5 (five) years i.e. from the conclusion of 59th AGM till the conclusion of 64th AGM to be held in the year 2027. The re-appointment is subject to approval of the shareholders of the Company.

The audit fees including the limited review

fees to M/s. Prasad Kumar & Co. for the financial year ended March 31, 2022 is Rs. 57,500.

Besides the audit services, the Company has not availed any other services from Prasad Kumar & Co.

The Audit Committee and the Board of Directors considered the following factors in recommending the reappointment of Prasad Kumar & Co. as the statutory auditors of the Company:

- Competence of the leadership and the audit team of the firm in auditing the financial statements of the Company; and
- Ability of the firm to seamlessly scale and understand the Company's operations, systems and processes.

Prasad Kumar & Co. has consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The remuneration to be paid to Statutory Auditors shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice. The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

Item No – 4

The shareholders of the Company had passed a resolution approving the payment of remuneration to executive Directors including Managerial Personnel and Executive Directors who are Promoters or members of Promoter Group of the Company at the 56th Annual General Meeting of the members of the Company held on September 30, 2019. The Company has two (2) Executive Directors belonging to the Promoters or Promoter Group i.e. Mr. Rajeev Singh Dugal and Ms. Upneet Dugal.

Pursuant to the resolution passed, the Company can pay remuneration to its executive Directors including Managerial Personnel and Executive Directors who are Promoters or members of Promoter Group exceeding limits prescribed under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, and second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Companies Act, 2013

The resolution passed was valid and effective till the expiry of respective term of such Executive Directors. The term of Mr. Rajeev Singh Dugal completed on 22nd July, 2020 and he was reappointed as the Managing Director of the Company by the members of the Company for a period of five (5) years at the 57th Annual General Meeting held on December 29, 2020.

Ms. Upneet Dugal is retiring by rotation at the ensuing Annual General Meeting and

being eligible, is being reappointed as a Director of the Company.

Pursuant to the approval of the Nomination & Remuneration Committee, the approval of the members of the Company is being taken for payment of remuneration exceeding limits of Section 197 of the Companies Act, 2013 ("the Act") and Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("the Act") the overall managerial remuneration to Directors shall not exceed 11 per cent (11%) of the net profits of the Company calculated in accordance with Section 198 of the Act ("Net Profit") and should be within the sub-limits as prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act. However, Companies can pay remuneration in excess of the above limits by obtaining approval of the shareholders of company by means of a special resolution.

Further, as required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

(i) Annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent (2.5%) of the net profits of the

listed entity, whichever is higher; or

(ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity.

The approval of the shareholders under the said Regulation shall be valid only till the expiry of the terms of the respective Directors.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Managerial Personnel and the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations and Sec 197 of the Companies Act, 2013, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Further, the total managerial remuneration payable by the Company along with its subsidiaries to its Executive Directors, including Managing Director, Whole-time Director or manager, if any, shall not exceed Rs. 10 lakhs per month on an individual

basis in respect of any Financial Year.

Accordingly, approval of the Members is being sought for the Special Resolution as set out under Item No. 4 of the Notice for payment of remuneration to Directors in excess of sub-limits prescribed under the provisions of Section 197 of the Act and Regulation 17(6)(e) of the SEBI Listing Regulations.

Mr. Rajeev Singh Dugal, Ms. Upneet Dugal and Mrs. Kawaljeet Kaur Dugal are deemed to be concerned or interested in the Special Resolution as set out under Item No. 4 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

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

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

**Place: Jamshedpur
Date: August 14, 2022**

ANNEXURE TO THE NOTICE OF 59TH ANNUAL GENERAL MEETING**Details of Directors Retiring By Rotation/Seeking Appointment/Re-Appointment**

Particulars	Ms. Upneet Dugal
Nationality	Indian
Date of Birth	26/09/1992
Age	30 years
Qualifications	Bachelor in Business Administration, Corporate Communication and Reputation Management
Expertise in specific functional area	HR Management, Marketing, Corporate Social Responsibility
Terms & conditions of Appointment & Remuneration	As per the resolution passed by the shareholders at the Annual General Meeting held on September 08, 2017, Ms. Upneet Dugal was appointed as an Executive Director, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Rs. 22.20 lakhs
Remuneration proposed to be paid	As per resolution proposed to be passed by the shareholders at the Annual General Meeting to be held on September 30, 2022.
Date of first Appointment on the Board	28th December, 2016
Number of shares held in the Company as on 31st March, 2022	8,396 shares
Relationships with other Directors/ Key Managerial Personnel	Related to Mr. Rajeev Singh Dugal and Mrs. Kawaljeet Kaur Dugal
Number of meeting of Board attended during the year	Two (02)
Directorships of other Boards as on March 31, 2022 (Public Limited Company)	NIL
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

By Order of the Board of Directors
RSD Finance Ltd.

Sd/-
Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: August 14, 2022

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 **59th ANNUAL GENERAL MEETING** of the members of the Company held on **Friday, 30th September 2022 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
121960		

NOTE: Members are requested to read "Note No. 28" in the Notice of the 59th 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, 2022 and ends at 5:00 pm on September 29, 2022.

RSD FINANCE LIMITED**CIN: L17222JH1963PLC013316****Registered Office:** H. No – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001Tel. No: +91 7280009199, Email address: rsdfinance.ltd@gmail.com.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 59th Annual General Meeting of the members of the Company to be held on Friday, 30th September 2022 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****ORDINARY BUSINESS**

1. To receive, consider and adopt
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 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, 2022 together with the reports of the Auditors thereon.

2. To appoint Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

3. Re-appointed as the Statutory Auditors of the Company to hold office for a second term commencing from the conclusion of this Annual General Meeting till the conclusion of the 64th Annual General Meeting of the Company, to be held in the year 2027

SPECIAL BUSINESS

4. Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Signed this _____ day of _____ of 2022

(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 VENUE OF THE 59TH ANNUAL GENERAL MEETING

