

Date: 03-09-2019

To,

The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy 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 – Submission of the 56th Annual Report for the Financial Year 2018-19

We are submitting herewith our Annual Report for the Financial Year 2018-19 which contains viz; Notice of 56th Annual General Meeting, Directors' Report, Management Discussion and Analysis, Corporate Governance Report, Auditors' Report, Balance Sheet and Statement of Profit and Loss (standalone & consolidated), pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for your information and records.

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

56th ANNUAL REPORT

RSD FINANCE LIMITED

RSD Finance Limited

56th Annual Report 2018-19

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Corporate Information

REGISTERED OFFICE:

Holding No. – 4
The Alcor Hotel, Ramdas Bhatta
Bistupur, Jamshedpur
Purbi Singhbhum, Jharkhand – 831 001
Tel: +91 7280009199

FACTORY OFFICE:

NS – 13, 2nd Phase
Industrial Area, Adityapur
Saraikela - Kharsawan
Jamshedpur, Jharkhand – 832 109

STATUTORY AUDITORS

M/s. Prasad Kumar & Co.
Chartered Accountants
1st Floor, Arvinder Complex
2, S.B. Shop Area
R – Road, Bistupur, Jamshedpur – 831 001

SECRETARIAL AUDITORS

Mr. Sital Prasad Swain
Practicing Company Secretary
Room No – 2, 4th Floor
Meghdeep Tower, Besides South Park Hotel
Bistupur, Jamshedpur, Jharkhand – 831 001

INTERNAL AUDITORS

Mr. Jay Prakash Heerwal (Proprietor)
M/s. Heerwal & Associates
Chartered Accountants
G B Galaxy, 3/5, P B Road
Jugsalai, Jamshedpur, Jharkhand – 831 006

REGISTRAR & TRANSFER AGENTS

M/s. S. K. Infosolutions Pvt. Ltd
34/1A, Sudhir Chatterjee Street
Kolkata, West Bengal – 700 006
Tel: 033-22196797/4815

CORPORATE IDENTITY NUMBER

L17222JH1963PLC013316

BANKERS

IDBI Bank

- Specialized Corporate Branch
- Shantiniketan, Bistupur

Kotak Mahindra Bank

- KG Marg, New Delhi
- Nariman Point, Mumbai

Axis Bank Limited

- Voltas House, Jamshedpur

Bank of India

- Adityapur, Jamshedpur

State Bank of India

- Bistupur, Jamshedpur

Punjab National Bank

- Adityapur, Jamshedpur

Corporate information continues

BOARD OF DIRECTORS (as on March 31, 2019)

Mr. Rajeev Singh Dugal	(DIN: 00052037)	Managing Director
Ms. Upneet Dugal	(DIN: 07680726)	Executive Director
Mr. Sushil Kumar Khowala	(DIN: 00224539)	Independent Director
Mr. Malkeet Singh Saini	(DIN: 02592649)	Independent Director
Mr. Jayesh Taunk	(DIN: 07936303)	Independent Director

AUDIT COMMITTEE

Mr. Sushil Kumar Khowala
Chairman
Mr. Rajeev Singh Dugal
Member
Mr. Jayesh Taunk
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sushil Kumar Khowala
Chairman
Mr. Rajeev Singh Dugal
Member
Mr. Malkeet Singh Saini
Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Malkeet Singh Saini
Chairman
Mr. Sushil Kumar Khowala
Member
Mr. Jayesh Taunk
Member

RISK MANAGEMENT COMMITTEE

Mr. Malkeet Singh Saini
Chairman
Mr. Sushil Kumar Khowala
Member
Ms. Upneet Dugal
Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Rajeev Singh Dugal
Chairman
Mr. Sushil Kumar Khowala
Member
Ms. Upneet Dugal
Member

CHIEF FINANCIAL OFFICER

Mr. Rechan Chhabra

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Puja Choudhary

LISTING OF EQUITY SHARES

BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001
SCRIP CODE – 539875

Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata – 700 001
SCRIP CODE - 28123

R S D FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001
Tel. No: +91 7280009199, Email address: rsdfinance.ltd@gmail.com,
complianceofficer@rsdfinancelimited.com
Website: www.rsdfinancelimited.com

NOTICE

Notice is hereby given that the **FIFTY SIXTH ANNUAL GENERAL MEETING** of the members of RSD Finance limited will be held on **MONDAY, SEPTEMBER 30, 2019 AT 10.30 AM** at the Registered office of the company at **HOLDING NO. – 4, THE ALCOR HOTEL, RAMDAS BHATTA, BISTUPUR, JAMSHEDPUR - 831001** to transact the following business:-

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, 2019 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, 2019 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.”

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Malkeet Singh Saini (DIN: 02592649) as an Independent Director of the Company.**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Malkeet Singh Saini (DIN: 02592649), who was appointed as an Independent Director to hold office up to 28 May, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing

Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term commencing with effect from May 29, 2019 up to September 30, 2019, not liable to retire by rotation."

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) (Amendment) Regulation, 2018.

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") as amended vide Amendment Regulation, 2018 and second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 ("the Act") as amended vide Companies (Amendment) Act, 2017 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 for the Financial Year 2019-20 and all subsequent Financial Years, in excess of the limits prescribed under the Section 197 of the Act and Regulation 17 of the Regulations as set out in the explanatory statement annexed hereto, to 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 to its Executive Directors, including Managing Director, Whole-time Director or manager, if any, shall not exceed Rs. 5 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 for the Financial Year commenced from April 1, 2019 and for subsequent years 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

Registered Office:

H. No – 4, The Alcor Hotel
Ramdas Bhatta, Bistupur, Jamshedpur
Purbi Singhbhum, Jharkhand - 831001
CIN: L17222JH1963PLC013316
Website: www.rsdfinancelimited.com
Email: rsdfinance.ltd@gmail.com,
complianceofficer@rsdfinancelimited.com
Tel. No: +91 +91 7280009199

Place: Jamshedpur
Date: August 27, 2019

NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48)**

HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. BY 10.30 AM ON SEPTEMBER 30, 2019.

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.

2. The relevant statements pursuant to Sub section 1 of Section 102 of the Act and the Secretarial Standard II on General Meetings, which sets out details relating to the special business to be transacted at the Annual General Meeting, is annexed hereto and forms part of this Notice.
3. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
4. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 24
5. 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.

6. Ms. Upneet Dugal is interested in the Ordinary Resolutions set out at Item Nos. 2 of the Notice with regard to her appointment. Mr. Rajeev Singh Dugal, Managing Director, 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.
7. Details of Directors retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
8. The Ministry of Corporate Affairs by way of a Notification dated May 07, 2018, notified the provisions of Section 40 of the Companies (Amendment) Act, 2017 along with Companies (Audit and Auditors) Amendment Rules, 2018, whereby provisions of Section 139 of the Companies Act, 2013 were amended. As per the amendment, the ratification of Statutory Auditors appointed by the shareholders at every AGM of the Company has been done away with.
9. Members/Proxies/Authorized Representatives are requested to:
 1. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from (Tuesday) 24th September, 2019 to (Monday) 30th September, 2019 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.
 11. 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.
 12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat mode are therefore requested to submit a self-attested copy of their PAN card to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the self-attested copy of their PAN card to the Company's Registrar & Transfer Agents.
 13. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act.
- Members holding shares in physical form desirous of making nominations may send their request in Form SH -13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH -13 upon request to the Company or its RTA. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
14. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from April 01, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
 15. The Company's Registrar & Share Transfer Agent (both, physical as well as electronic) is M/s. S. K. Infosolutions Pvt. Ltd having its office at 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006. Members are requested to send all communications relating to shares to M/s. S. K. Infosolutions Pvt. Ltd.
 16. The Ministry of Corporate Affairs and SEBI has encouraged paperless communication as a contribution to a greener environment. In furtherance of the Go Green Initiative, Members holding shares in physical mode are requested to register their e-mail ID's with S. K. Infosolutions Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.
- If there is any change in the email ID already registered with the Company, members are requested to immediately notify such changes to the Registrars & share Transfer Agent of the Company in respect of the shares held in physical form and to their respective Depository Participants (DPs) in case the shares are in Demat form.
17. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the

Company's Registrar & Share Transfer Agent.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.

18. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, etc. to the Company's Registrar & Share Transfer Agent, M/s S.K. Infosolutions Private Limited, quoting their Registered Folio Number.
19. SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.
20. Electronic copy of the 56th Annual Report and Notice of the 56th 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 Participant(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 56th 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.
21. Members may also note that the Annual Report for the financial year 2018-19 including the this Notice convening the 56th Annual General Meeting will also be available on the Company's website www.rsdfinancelimited.com, which can be downloaded from the site. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any

communication, the members may also send their requests to the designated e-mail ID:

complianceofficer@rsdfinancelimited.com/
rsdfinance.ltd@gmail.com

22. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than ones folio are requested to write to the Company to consolidate their holdings in one folio.
23. The Statutory Registers and other relevant documents in respect of the proposed resolutions would be available for inspection by the members at the venue of the Annual General Meeting or also at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 12.30 p.m. and 03.00 p.m. up to the date of this Annual General Meeting.

24. E -Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date namely, 23rd September, 2019 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the venue of the Annual General Meeting.

A. VOTING THROUGH ELECTRONIC MEANS

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

(“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The remote e-voting facility will be available during the following period:
 - **Commencement of remote e-voting: From 9:00 a.m. (IST) on Thursday, September 26, 2019**
 - **End of remote e-voting: Up to 5:00 p.m. (IST) on Sunday, September 29, 2019**

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, 2019, may cast their vote by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

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

- IV. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- V. The voting rights of the Members shall be in proportion to their shares in the paid- p share capitals of the Company as on the cut-off date, being Monday, September 23, 2019.

VI. **E-voting Instructions:** The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Your password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

(c) How to retrieve your ‘initial password’?

- i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
- (vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - (viii) Now, you will have to click on “Login” button.
 - (ix) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- (i) After successful login at Step 1, you will be able to see the Home page of e-

Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- (ii) After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (iii) Select “EVEN” of the Company which is 112085.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. VOTING AT AGM

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

25. OTHER INSTRUCTIONS

- I. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also

required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address:skcdilip@gmail.com with a copy marked to 'evoting@nsdl.co.in'.

NSDL at evoting@nsdl.co.in
 or, Issuer/RTA at skcdilip@gmail.com
 by mentioning their Folio No./DP ID and Client ID No.

- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may obtain the login ID and password in the manner as mentioned below:
 - a) Members may send an e-mail request to – Company Secretary/ Compliance Officer at complianceofficer@rsdfinancelimited.com or, rsdfinance.ltd@gmail.com or,
- VII. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.
- VIII. If a Member cast votes by both modes i.e. remote e-voting and Ballot Papers at the AGM, then voting done through remote e-voting shall prevail and Ballot Paper shall be treated as invalid.
- IX. The Board of Directors of the Company has appointed Mr. Sital Prasad Swain, Practicing Company Secretary (Membership No. F6338 and CP No – 6814) as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.
- X. The Chairman shall at the end of the discussion, at the AGM, allow voting with the assistance of scrutinizer, by use of or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within a period not exceeding three (3) working days from the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared along with the report of the Scrutinizer shall be hosted on the website of the Company www.rsdfinancelimited.com and on the website of NSDL immediately after the declaration of result and will also be

communicated to the Bombay Stock Exchange.

26. 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, 2019.
27. 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.
28. The route map showing directions to reach to the venue of the 56th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.

29. 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 27, 2019

REQUEST TO MEMBERS

Members are requested to send their query, if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Monday, September 23, 2019, so that the answers/ details can be kept ready at the AGM.

**STATEMENT PURSUANT TO SECTION 102
(1) OF THE COMPANIES ACT, 2013
(HEREINAFTER CALLED 'THE ACT')**

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

Item No - 3

Mr. Malkeet Singh Saini was appointed on the Board of the Company as an Additional Non-Executive Director of the Company effective from May 29, 2014.

The shareholders of the Company in the Annual General Meeting held on September 30, 2014, approved the appointment of Mr. Saini as an Independent Director of the Company for a period of five years with effect from May 29, 2014 up to May 28, 2019.

The Board on May 30, 2019, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Malkeet Singh Saini as a Member of the Board and considering that the continued association of Mr. Saini would be beneficial to the Company, proposed to re-appoint Mr. Saini as an Independent Director of the Company, not liable to retire by rotation, for a second term effective May 28, 2019 up to September 30, 2020.

The Company has received from Mr. Malkeet Singh Saini (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;

(iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any

Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Malkeet Singh Saini as an Independent Director of the Company for a second term commencing May 28, 2019 up to September 30, 2020 is being placed before the Shareholders for their approval by way of a special resolution.

Mr. Malkeet Singh Saini shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Malkeet Singh Saini is a person of integrity and fulfils the conditions specified in the Acts and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

A copy of the draft letter of appointment of Mr. Malkeet Singh Saini as an Independent Director setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company during the normal business hours on working days up to the date of the Annual General Meeting ('AGM') and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

The profile and specific areas of expertise of Mr. Malkeet Singh Saini are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Malkeet Singh Saini, to whom the resolution relates, is 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

As per 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.

Prior to the amendments brought in by Companies (Amendment) Act, 2017 in Section 197, the Company may, with the approval of the Members at the general meeting and the approval from the Central Government, pay remuneration:

- (a) exceeding five per cent (5%) of net profits of the Company calculated in accordance with Section 198 of the Act (“Net Profits”) to any one Managing Director or Whole Time Director or Manager;
- (b) where there is more than one Managing Director or Whole Time Director, exceeding ten per cent (10%) of the Net Profits of the Company to all such Directors and Manager; and
- (c) Exceeding one percent (1%) of Net Profits of the Company to all Directors who are neither Managing Director nor Whole Time Director of the Company.

However, as per the amendments made by the Companies (Amendment) Act, 2017 in the second proviso to Sub-Section (1) of Section 197 of the Act, which were made effective from September 12, 2018, If a public company is desirous of paying remuneration in excess of the above limits, such company may now do so after obtaining approval of the shareholders of company by means of a special resolution. The additional requirement of obtaining central government approval has been done away with.

Further, as required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (‘Listing Regulations’), inserted by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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 ₹ 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 such director.

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 from Financial Year 2019-20 and for subsequent years, 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 to all the Directors shall not exceed Rs. 5 lakhs per month for each executive director.

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 for the Financial Year 2019-20 and subsequent years.

Mr. Rajeev Singh Dugal and Ms. Upneet 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/-

Mr. Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: August 27, 2019

ANNEXURE TO THE NOTICE DATED AUGUST 27, 2019

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

Particulars	Ms. Upneet Dugal	Mr. Malkeet Singh Saini
Nationality	Indian	Indian
Date of Birth	26 th September, 1992	25 th May, 1951
Age	27 years	68 years
Qualifications	Bachelor in Business Administration	Bachelor of Laws
Expertise in specific functional area	Corporate Communication and Reputation Management, HR Management, Talent Management.	Legal and corporate governance expertise.
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.	As per the resolution set at item no. 3 of the notice convening the 56 th Annual General Meeting read with the statement pursuant to section 102(1) of the Act thereto.
Remuneration last drawn (including sitting fees, if any)	₹19.80 lakhs	₹10,000 (Sitting fees)
Remuneration proposed to be paid	As per existing terms and conditions and item no. 5 of the Notice convening this Annual General Meeting read with the statement pursuant to Section 102(1) of the Act thereto.	Sitting fees to be paid for attending Board and Committee Meetings.
Date of first Appointment on the Board	28 th December, 2016	29 th May, 2014
Number of shares held in the Company as on 31 st March, 2019	NIL	NIL
Relationships with other Directors/ Key Managerial Personnel	Daughter of Mr. Rajeev Singh Dugal	Not related
Number of meeting of Board attended during the year	Four (04)	Six (06)
Directorships of other Boards as on March 31, 2019 (Public Limited Company)	NIL	NIL

Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL
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**By Order of the Board of Directors
RSD Finance Ltd.**

Sd/-

Mr. Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: August 27, 2019

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Fifty- Sixth Annual Report on the business and operations of the Company together with the Audited Financial Statements (Standalone as well as Consolidated) for the year ended March 31, 2019.

1. KEY FINANCIAL HIGHLIGHTS

The highlights of the financial performance of the Company on a standalone and consolidated basis is summarized below:

(Amt. in Rupees)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended March 31, 2019	Year Ended March 31, 2018	Year Ended March 31, 2019	Year Ended March 31, 2018
Revenue from Operations	3,64,76,308	2,81,27,201	53,53,06,709	38,17,43,474
Other Income	3,41,56,831	4,15,41,434	6,61,40,538	8,57,66,023
Total Revenue	7,06,33,139	6,96,68,635	60,14,47,247	46,75,09,497
Total Expenses	1,52,53,988	3,56,13,908	49,15,15,745	41,20,35,980
Profit before tax and extraordinary items	5,53,79,151	3,40,54,727	10,99,31,502	5,54,73,517
Add : Extraordinary Items	1,64,55,406	-	4,16,28,500	1,15,61,393
Profit before tax	7,18,34,557	3,40,54,727	15,15,60,002	6,70,34,910
Less : Provision for Taxation				
Current Tax	1,31,01,519	65,88,024	3,47,13,515	1,80,50,278
Deferred Tax	(25,148)	(1,00,003)	(4,69,427)	(16,71,790)
Less : Minority Interest		-	1,27,14,841	34,97,882
Profit during the year	5,87,58,186	2,75,66,706	10,46,01,073	4,71,58,540
Add : Profit B/F from previous Year	28,85,79,038	26,73,60,377	46,11,32,757	42,04,41,160
Sub Total	34,73,37,224	29,49,27,083	56,57,33,830	46,75,99,700
Less: P/L Appropriation	1,37,750	8,34,704	(2,057)	9,53,602
Less : Transferred to Statutory Reserve	1,17,51,637	55,13,341	1,17,51,637	55,13,341
Balance C/f to Balance Sheet	33,54,47,837	28,85,79,038	55,39,84,250	46,11,32,757

2. NATURE OF BUSINESS

The Company is a Non-Banking Financial Company which falls within the category of "Non-Banking Finance Company - Non-Systemically Important, Non-Deposit taking Company". It is registered with the RBI as a non – deposit taking NBFC under section 45 IA of the RBI Act, 1934.

As part of our business activities, we are predominantly focused into Investing Funds into capital market as well as in money market. We also provide Job Work services.

There have been no changes in the nature of the business of the Company during the year under review.

3. BUSINESS PERFORMANCE REVIEW

The Company's performance showed a marked up improvement in the year under review.

On a Consolidated basis, the Revenue for FY 2018-19 is at ₹6,014.47 lakhs, which is higher by ₹1,339.38 lakhs over the last year. The profit before tax for the year is ₹1,515.60 lakhs, recording an increase of ₹845.25 lakhs over FY 2017-18. The profit after tax of the company is ₹1046.01 lakhs, which is 121.58% higher than that of the previous year ₹471.59 lakhs.

On a Standalone basis, the revenue for FY 2018-19 at ₹706.33 lakhs, is higher by ₹9.65 lakhs over the last year. The Profit before Tax for the year stood at ₹553.79 lakhs, recording an increase of ₹213.24 lakhs over FY 2018. The Company earned an extra-ordinary income of 164.55 lakhs during the FY 2019 and the Profit after Tax recorded is ₹587.58 Lakhs, 113.15% higher than that of the previous year ₹275.67 lakhs.

There are no material changes or

commitments affecting the financial position of the Company which have occurred between the end of the Financial Year and the date of this report.

4. FUTURE PROSPECTS

The Indian economy has currently slowed and there has been a contraction in consumption. The economy is witnessing weak investment and the service sector is also under-performing.

The Company has recovered its NPA during the financial year and intends to continue focusing on capital market activities and carrying of job work activities and is looking forward for a sustainable growth in the coming years which would enhance the shareholders' value.

The Company is hopeful of making full use of the growth opportunities available to it.

5. DIVIDEND

Your Director's regret for not recommending any Dividend on the Equity Shares and has decided to retain the profits for future investments and to strengthen the business of the Company.

6. RESERVES

The Company proposes to transfer ₹117.52 lakhs to the statutory reserves and an amount of ₹3354.48 lakhs is proposed to be retained in the Profit & Loss account during the Financial Year 2018-19.

7. SHARE CAPITAL

The Equity shares of the Company are listed in the Bombay Stock Exchange (BSE) and the Calcutta Stock Exchange (CSE). The paid up

Equity Share Capital as on March 31, 2019 was ₹6.47 crores.

During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity.

As on March 31, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

9. PUBLIC DEPOSIT

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

10. FINANCIAL LIQUIDITY

The Company's cash and cash equivalents as on March 31, 2019 is ₹56.12 lakhs as compared to ₹34.96 lakhs as on March 31, 2018. The Company continues to focus on judicious management of its working capital. Receivables and other working capital parameters were kept under strict check

through continuous monitoring.

11. SUBSIDIARY COMPANIES

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Consolidated Financial Statements of the Company for the financial year 2018-19 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiary companies, as approved by the respective Board of Directors.

The Consolidated Financial Statements form part of the Annual Report and reflect the operations of Precision Automotive Private Limited, SRP Oil Private Limited and Sigma HTS LLP.

No new subsidiary was added and no Company has ceased to be a RSD Finance Limited subsidiary during FY 2018-19.

Further, the annual accounts and the related detailed information on all the Subsidiary Companies shall be made available to the Shareholders of the Company and the Shareholders of the subsidiaries seeking such information. In accordance with Section 136 of the Act, the audited annual financial statements including consolidated financial statements and audited accounts of the Subsidiary Companies are displayed on the website of the Company at www.rsdfinancelimited.com and shall be kept at the Registered Office of the Company at Jamshedpur and at the Registered Office of the Subsidiary Companies for inspection by any Shareholder during business hours on all days except Saturdays, Sundays and Public Holidays between 12.30 pm and 03.00 pm.

Further, the Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Policy, as approved by the Board, is uploaded on the Company's website www.rsdfinancelimited.com/InvestorRelations/Codes/Polices (path)

12. PERFORMANCE OF SUBSIDIARIES

i) SRP OIL PRIVATE LIMITED

The Company continues to hold 52.55% shares in SRP Oil Private Limited. SRP is a material unlisted subsidiary Company of RSD Finance Limited as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. It is engaged in the business of Hotel Industries. It is carrying business in the brand name of "The Alcor Hotel" in Jamshedpur, Jharkhand.

Net revenue of SRP Oil increased to ₹2017.74 lakhs in the Financial Year 2018-19 compared to ₹1830.98 lakhs in the previous year – registering a 10.20% increase. The net profit before tax was ₹494.12 lakhs during the FY 2018-19 compared to ₹373.31 lakhs in the previous year.

ii) PRECISION AUTOMOTIVE PRIVATE LIMITED (PAPL)

Precision Automotive Private Limited continues to be a wholly owned material subsidiary Company of RSD Finance Limited. During the financial year 2018-19, the Company closed its manufacturing business. It continues to earn financial income by way of investment activity in various financial instruments and is also engaged in generation and transmission of solar energy.

The revenue from operations of PAPL was ₹393.24 lakhs in the Financial Year compared to ₹816.22 lakhs in the previous year. The net

profit before tax during the period was ₹515.97 lakhs as compared to a profit of ₹336.44 lakhs in the previous year.

iii) SIGMA HTS LLP

SIGMA HTS is a Limited Liability Partnership of which 65% stake is held by Precision Automotive Pvt. Ltd., the wholly owned subsidiary of your Company. Sigma HTS LLP deals with heat treatment solutions.

It has started its operations in full swing during the financial year giving total revenue of ₹2852.26 lakhs. However the total expenditure incurred amounted to ₹3046.49 lakhs, incurring a net loss of ₹147.25 lakhs.

The Company does not have any associate or joint venture Companies. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial position of the above mentioned subsidiary Companies in Form AOC-1 is attached as "Annexure – A" and forms a part of this Report.

13. CONSOLIDATED FINANCIAL STATEMENTS

The Annual Audited Consolidated Financial Statements together with the Report of Auditors' thereon forms part of this annual report.

14. LISTING

The Equity Shares of the Company continue to be listed on the Bombay Stock Exchange (BSE) and the Calcutta Stock Exchange Limited (CSE). The scrip code number of the Equity Shares of the Company on BSE is 539875 and on CSE is 28123 respectively.

The Annual Listing Fee for the Financial Year 2018-19 has been duly paid within the stipulated time to both the Stock Exchanges.

15. DIRECTORS

None of the directors of the company are disqualified under the provisions of the Companies Act, 2013 ('Act') or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All Independent Directors have provided confirmations as contemplated under section 149(7) of the Act.

Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Ms. Upneet Dugal (DIN – 07680726), Executive Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and based on report of performance evaluation recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Re-appointment

Mr. Malkeet Singh Saini (DIN: 02592649) was appointed as Independent Director of the Company with effect from May 29, 2014 and in terms of the provisions of section 149(10) of the Companies Act, 2013, their first term of five consecutive years expired on May 28, 2019. In terms of the provisions of section 149(10), Mr. Malkeet Singh Saini is eligible for re-appointment as Independent Directors for a second term by passing special resolution in this regard.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and based on report of performance evaluation, has recommended re-appointment of Mr. Malkeet Singh Saini as an Independent Director for a second term till September 30, 2020 on the Board of the Company.

The resolution for re-appointment of Mr. Malkeet Singh Saini, as Independent Director not liable to retire by rotation, has been included in the Notice of the Annual General Meeting. The Board of Directors recommends the resolutions for your approval.

Profile and other information of the aforesaid Directors, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 forms part of the notice convening the ensuing Annual General Meeting.

All the directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Further, all the Directors, Key Managerial Personnel and senior management of the Company have affirmed compliance with the code of conduct applicable to the Directors and employees of the Company and a declaration in this regard made by the Managing Director is attached which forms a part of this report of Directors. The Code of Conduct is available on the Company's website www.rsdfinancelimited.com

16. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel (KMP) of the Company, pursuant to the provisions of the Company Act, 2013 as on the date of this report:

1. Mr. Rajeev Singh Dugal - Managing Director
2. Mr. Rechan Chhabra – Chief Financial Officer
3. Ms. Puja Choudhary - Company Secretary and Compliance Officer

There has been no change in the Key Managerial Personnel during the financial year.

17. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, confirming that they fulfill the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board confirms that the said Independent Directors meet the criteria as laid down under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors had, in accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, met separately on 28th March, 2019 and discussed and reviewed, *inter alia*, the performance of Non-Independent Directors and the Board as a whole after taking into consideration the views of Executive and Non- Executive Directors.

19. BOARD AND ITS COMMITTEES

The Board met six times during the financial year. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulation, 2015. The details of the meetings of the Board, attendance of Directors, etc. is given separately in the Report of Corporate Governance which forms part of the report.

Board Committees

The following are the Board Committees during the Financial Year 2018-19:

1. Audit Committee;
2. Nominations & Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee;
5. Risk Management Committee and

The composition of each of the above Committees, their respective roles, attendance and responsibilities are provided in detail in the Corporate Governance Report which forms a part of this report.

20. DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2019, the Board of Directors hereby confirms that:

- (a) in the preparation of Annual Accounts for the financial year ended March 31, 2019, the applicable Accounting Standard have been followed and there are no material departures from the same;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and

prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for this period;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Further, there are no qualifications, reservations or adverse remarks made by the Statutory Auditors/ Secretarial Auditors in their respective reports.

21. BOARD EVALUATION

The Nomination and Remuneration Committee and the Board of Directors of the Company had laid down the process and criteria for annual performance evaluation of the Board, its Committees and individual Directors.

The Board of Directors have carried out an evaluation of its own performance, its Committees and that of its individual Directors in compliance the provisions of the Companies

Act, 2013 and the corporate governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The evaluation process covered aspects such as Board structure and composition, frequency of Board Meetings, degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

The Managing Director was evaluated on key aspects of his role, including setting the strategic agenda of the Board Meeting, encouraging active engagement by all Board members and motivating and providing guidance to the Management.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The Board at its meeting reviewed the performance of the Board as a whole, its Committees and individual Directors, taking into account feedback of the Nomination and Remuneration Committee and the Independent Directors which included the evaluation of the Non-Independent Directors of the Company.

The Board of Directors has expressed its satisfaction on functioning and performance of Board and Committees and the performance of individual directors. They expressed their satisfaction with the evaluation process.

22. Familiarisation Programme:

The Company has conducted the Familiarisation Program for Independent Directors. The Program aims to provide insights into the Company to enable the Directors to understand its business in depth, to acclimatize them with the processes and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company at

<http://www.rsdfinancelimited.com/investorrelations/codes&policies> (Path)

23. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements of the Company, as designed and implemented by the Company, are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

The internal audit is entrusted to M/s. Heerwal & Associates, Chartered Accountants. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies at the Company and its subsidiaries. It also imparts guidance and constructive suggestions for improvement of the audit function in the Company.

24. INTERNAL CONTROL SYSTEMS

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control

systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

Your Directors confirm that during the year under review, there were no reportable material weaknesses in the present systems or operations of internal controls.

25. COMPLIANCE WITH NBFC REGULATIONS

The Company has complied with all the applicable regulatory provision prescribed by the Reserve Bank of India, from time to time.

26. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The Company is an non-banking finance Company and is involved in some job work activities. The Company's activity involves very low energy consumption and has no particulars to report regarding conservation of energy and technology absorption. However, efforts are made to further reduce energy consumption.

The Company did not have any foreign exchange earnings and expenditures during the year.

27. RELATED PARTY TRANSACTION

All Related Party Transactions entered into by your Company during the financial year were on arm's length basis and were in the ordinary

course of business and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Accounting Standards on “Related Party Disclosure (AS-18).”

All Related Party Transactions are placed before the Audit Committee. None of such related party transactions required the approval of the Shareholders as per the Act or LODR Regulations. Further, there were no materially significant related party transactions that may have potential conflict of interests of the Company at large.

The Board has approved and adopted the Policy on Related Party Transactions and the same is uploaded on the Company’s website - www.rsdfinancelimited.com/InvestorRelations/Codes/Policies (path)

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act along with the justification for entering into such contract or arrangement in Form AOC-2 forms part of the report as “Annexure - B”.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees to Independent Directors and the remuneration given to executive directors. For details of the transactions with Related Party refer to the note 21 to the financial statements.

28. RISK MANAGEMENT

Pursuant to Section 134 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a risk management policy. The policy provides for identification, assessment and control of risks that in the opinion of the Board may threaten the existence of the Company. The

above policy is being reviewed/re-visited once a year or at such other intervals as deemed necessary for modifications and revisions, if any.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors.

The Corporate Social Responsibility

Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company’s website at the www.rsdfinancelimited.com

The report on the CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as “Annexure - C” and forms an integral part of the report.

30. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The policy provides for a formal mechanism for all the directors and the employees to report to the Management their genuine concerns or grievances about unethical behavior, actual or suspected fraud and any

violation of the Company's Code of Business Conduct and Ethics policy.

The Company has selected a Nodal officer to whom disclosures are to be made. The Policy is available on the Company's Website www.rsdfinancelimited.com

31. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on recommendation of the Nomination and Remuneration Committee, formulated a policy for selection and appointment of Directors, senior management and their remuneration. There have been no changes in the said policy during the financial year. The policy is available on the Company's website at www.rsdfinancelimited.com/investor-relations/codes/policies (path) and is also annexed and forms part of the report as "Annexure – D"

32. AUDITORS AND THEIR REPORTS

The matters related to Auditors and their Reports are as under:

STATUTORY AUDITORS

As per Section 139 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company in its 54th Annual General Meeting held on 08th September, 2017 approved the appointment of M/s. Prasad Kumar & Co., Chartered Accountants (ICAI Reg. No. 008816C), as the Statutory Auditor of the Company for five consecutive financial years from 2017-18 to 2021-22. The requirement for the annual ratification of auditor's appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

The Statutory Auditors have confirmed that they continue to satisfy the independence criteria as required under the Act and they are not disqualified from continuing as the Auditors of the Company.

SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act, 2013 and the rules framed thereunder, the Audit Committee recommended and the Board of Directors appointed Mr. Sital Prasad Swain, Company Secretary in practice (Membership No. F6338 & CP No. 6814) to undertake the Secretarial Audit of the Company for the financial year 2018-19.

The Report of the Secretarial Auditor is annexed to this report as "Annexure E". The comments mentioned in the Secretarial Audit Report are self-explanatory.

Further, the Board of Directors of the Company has re-appointed Mr. Sital Prasad Swain to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Company has received a written consent from him that the appointment is in accordance with the applicable provisions of the Act and rules framed thereunder.

COST AUDITORS

Being a Non-Banking Financial Company, the provisions of Section 148(1) of the Act with regard to the maintenance of cost records are not applicable to the Company.

Observations of statutory auditors on financial statements for the year ended March 31, 2019:

The Auditors' Report for the financial year 2018-19 does not contain any qualification, reservation or adverse remark. Further, in terms of section 143 of the Companies Act, 2013 read with Companies (Audit and

Auditors) Rules, 2014, as amended, notifications/ circulars issued by the Ministry of Corporate Affairs from time to time, no fraud has been reported by the Auditors of the Company.

Secretarial Audit report for the year ended March 31, 2019:

The Secretarial Audit Report for the financial year 2018-19 does not contain any qualification, reservation or adverse remark.

Further, no fraud has been reported by the Secretarial Auditor of the Company to the Audit Committee or to the Board of Directors under Section 143(12) of the Act, including rules made thereunder.

33. PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Act, read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Managing Director of the Company receives consultancy fees for services rendered in professional capacity from the Company's subsidiary SRP Oil Pvt. Ltd.

Pursuant to Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment of Managerial Personnel) Rules, 2014 no employee, employed throughout the financial year, has drawn a remuneration of more than ₹1.02 crores per annum and no employee, employed for part of the financial year, has drawn a remuneration of more than ₹8.5 lakh per month.

The Disclosure required as under Rule 5(1) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as "Annexure – F."

34. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The loan made, guarantee given or security provided in the ordinary course of business by a NBFC registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. As such, the particulars of loans and guarantee have not been disclosed in this Report.

During the year under review the Company has invested funds in various securities in the ordinary course of business.

35. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its Designated Persons in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down Guidelines, which advise the insiders on procedures to be followed and disclosures to be made, while dealing with the shares of the Company, and cautioning them of the consequences of violations. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The code of conduct for Prevention of Insider Trading is posted on the website of the Company and can be accessed at: www.rsdfinancelimited.com

All the Board of Directors and designated employees have confirmed compliance with the Code.

36. EXTRACT OF ANNUAL RETURN (MGT – 9)

The extract of the annual return in Form MGT 9 as required under the provisions of section 92(3) of the Companies Act, 2013 is enclosed as 'Annexure - G'.

The extract of the annual return of the company is also uploaded on the company's website at www.rsdfinancelimited.com/investors

37. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

38. CORPORATE GOVERNANCE

Your Company is in full compliance with the Corporate Governance requirements in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A report on Corporate Governance along with a certificate from the auditors confirming compliance with the Corporate Governance requirements are attached and form an integral part of this Report.

39. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, as specified by the Institute of the Company Secretaries of India, have been duly followed by the Company.

40. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

Your Directors confirm that there are no significant and material orders passed by the regulators or courts or tribunals that would impact the going concern status of the Company and its future operations.

41. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

The Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Act.

42. HUMAN RESOURCES

Your Company continues to put due emphasis on appropriate human resource development for its business. The employees of the Company and the group fully identify with the Company's and the groups vision and business goals.

43. POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

The Company has zero tolerance for sexual harassment at workplace. We have adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace and constituted the Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint under the said policy during the year. Web link for the policy in the website is www.rsdfinancelimited.com/codes-policies.

44. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares and ESOP) to the employees of the Company under any scheme.
3. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
4. Business Responsibility Report is not applicable on the Company.
5. Formation of Dividend Distribution Policy is not applicable on the Company.

45. APPRECIATION

Your Directors would like to acknowledge the role of all its stakeholders' viz., shareholders, bankers, lenders, borrowers and all others for their continued support to your Company and the confidence and faith that they have always reposed in your Company.

Your Directors acknowledge and appreciate the guidance and support extended by all the Regulatory authorities including Securities Exchange Board of India (SEBI), Reserve Bank of India (RBI), Ministry of Corporate Affairs (MCA), Registrar of Companies, Kolkata (ROC), the Stock Exchanges and the NSDL and CDSL.

We value the professionalism of all the employees who have proved themselves in a challenging environment and whose efforts have stood the Company in good stead and taken it to present level.

For and on behalf of the Board of Directors

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-

Upneet Dugal
Director
DIN – 07680726

Place: Jamshedpur
Date: August 27, 2019

ANNEXURE - A

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

PART "A" - SUBSIDIARIES

(Amount in ₹)

Sl. No.	Particulars	1	2	3
1.	Name of the Subsidiary	S R P Oil Pvt. Ltd	Precision Automotive Pvt. Ltd	Sigma HTS LLP *
2.	Date since when the subsidiary was acquired	30.09.2015	15.11.2013	15.03.2016
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	April - March	April - March	April - March
4.	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	Indian Rupees
5.	Share capital	4,91,70,000 (49,17,000 Equity Shares of Rs. 10 each)	6,81,00,000 (1000 Equity Share of Rs. 100 each and 68,00,000 Pref. Share of Rs. 10 each)	The total contribution decided between the partners is Rs. 12,00,00,000 (12 crores).
6.	Reserves & Surplus	32,90,14,715	73,40,19,292	(4,61,62,245)
7.	Total Assets	44,12,58,875	84,13,96,219	33,00,40,747
8.	Total Liabilities	44,12,58,875	84,13,96,219	33,00,40,747
9.	Investments	21,94,46,261	76,50,51,965	NIL
10.	Turnover	20,17,73,863	3,93,24,095	28,99,24,201
11.	Profit before taxation	4,94,11,647	5,15,97,269	(1,47,25,267)
12.	Provision for Taxation (Tax Expenses)	1,16,43,370	95,24,347	NIL
13.	Profit after taxation	3,77,68,276	4,20,72,922	(1,47,25,267)
14.	Proposed Dividend (Inclusive of DDT)	NIL	65,58,204	NA
15.	% of shareholding	52.55% Equity	100% Equity	65% Capital

- Names of subsidiaries which are yet to commence operations: **NOT APPLICABLE.**
- Names of subsidiaries which have been liquidated or sold during the year : **NOT APPLICABLE**
- No Company has become a Joint venture or associate during the financial year 2018-19, hence Part – B of form AOC- 1 is not reported.

* Sigma HTS is a Limited Liability Partnership, 65% stake is owned by Precision Automotive Pvt. Ltd, Wholly owned subsidiary of the Company.

For and on behalf of the Board of Directors

Place: Jamshedpur
Date: August 27, 2019

Rajeev Singh Dugal
Sd/-
Managing Director
DIN – 00052037

Upneet Dugal
Sd/-
Director
DIN - 07680726

ANNEXURE - B**Form No AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES**1. Details of contracts or arrangements or transactions not at arm's length basis:**

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis: -

Name of the related party and nature of relationship	Precision Automotive Private limited, Wholly Owned Subsidiary Company
Nature of contracts/ arrangements/ transactions	Arrangement made between RSD Finance Limited, Ansal Properties and Infrastructure Limited and Precision Automotive Pvt. Limited.
Duration of the contract/ arrangements/ transactions	Short Term
Salient terms of the contracts or agreements or transactions including the value, if any	<p>A Debenture Purchase agreement was entered into between RSD Finance Ltd ("RSD") and Ansal Properties and Infrastructure Limited ("ANSAL") and also between Precision Automotive Pvt. Limited ("PRECISION") and Ansal Properties and Infrastructure Limited ("ANSAL").</p> <p>Pursuant to the agreement entered between RSD and ANSAL, the sale consideration consisted of ₹940.05 lakhs for the Debentures, Registration, TDS & transfer expenses. In respect of the same, ANSAL agreed to transfer a land of the value of ₹1,100.88 lakhs.</p> <p>Therefore, balance amount of ₹160.83 lakhs was payable by RSD to ANSAL. As ANSAL was already in negotiation with PRECISION for payment in consideration of purchase of debentures, ANSAL requested the company to transfer the balance amount to PRECISION as an advance for proposed purchase of Debentures by PRECISION.</p>

Date(s) of approval by the Board, if any	NA
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-

Upneet Dugal
Director
DIN - **07680726**

Place: Jamshedpur
Date: August 27, 2019

ANNEXURE - C

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. **A Brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web- link to the CSR policy and project or programs.**

The Company intends to make a positive difference to the society and to contribute its share towards the social cause of betterment of the society through Social, Economic and Environmental Development of the community in which it operates and thereby creating value for the nation.

In this regard, the Company has made the policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large which is based as per the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 made there under. The CSR policy is placed on the Company's website at www.rsdfinancelimited.com.

Activities under CSR:

The Company will carry out CSR activities as specified in Schedule VII to the Companies Act, 2013, including any amendments to it but will not be limited to the following:

- a) Eradicating hunger, poverty and malnutrition;
- b) Promoting Health care including Preventive Health care;
- c) Promotion of education especially among children, women, elderly and the differently abled;
- d) Employment and livelihood enhancing vocational skills and projects;
- e) Ensuring environmental sustainability and ecological balance;
- f) Promoting gender equality and empowering women;
- g) Rural development project;
- h) Undertaking and supporting rehabilitation measures post disaster;
- i) Setting public libraries;
- j) Such other activities as the Board may consider being appropriate.

Web link to the CSR Policy:

The CSR Policy can be viewed at www.rsdfinancelimited.com

2. The composition of the CSR Committee

The Chairperson and Members of the Committee are as follows:

Mr. Rajeev Singh Dugal	Chairperson
Mr. Sushil Kumar Khowala	Member
Ms. Upneet Dugal	Member

3. Average Net profit of the Company for last three financial years.

Pursuant to the provisions of Section 198 of Companies Act, 2013, Average net profit for last three financial years is ₹ 383.06 Lakhs.

4. Prescribed CSR Expenditure (Two percent of amount as in Item no. 3)

The Company was required to spend an amount of ₹ 7.66 Lacs towards CSR activities for the financial year 2018-19.

5. Details of CSR spent during the financial year:

a) Total amount to be spent for the financial year – ₹ 7.66 Lakhs

b) Amount unspent, if any – ₹ 7.66 Lakhs

c) Manner in which the amount spent during the financial year is detailed below

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or Activity Identified.	Sector in Which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State And district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects Or programs Sub-heads: (1) Direct expenditure on projects or Programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Boardreport.

The Company is committed to actively engage with the partners/NGOs to execute the said events or projects and programs and incur expenditure in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company wants to do the CSR Activities meaningfully and with a purpose and to create a long term impact and because of this it is taking a little time. We are in the process of identifying various projects for positively improving the communities in which we operate by focusing on sustainability of these projects & empowerment of the communities.

The Company regularly spends money on various activities aimed at serving the communities around the office and factory. The Company will keep up this momentum, despite spends on such social responsibility activities not qualifying as CSR expenses under the Companies Act, 2013.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

We hereby affirm that constant efforts are being put to implement the CSR Policy, as approved by the Board, and the CSR Committee monitors the implementation and activities in compliance with our CSR objectives.

For and on behalf of the CSR Committee

Sd/-

Upneet Dugal
Director
DIN -07680726

Sd/-

Rajeev Singh Dugal
Chairman of CSR Committee
DIN - 00052037

Date: August 27, 2019

Place: Jamshedpur

ANNEXURE - D

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent

to General Manager and above, including all functional heads.

OBJECTIVE:

The objective of the policy is to ensure that:-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies.
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- to retain, motivate, promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-

term performance objectives appropriate to the working of the company and its goals.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.
- c) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- e) The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position /

remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

TERM / TENURE

- a) **Managing Director/Whole-time Director:**
 - i. The Nomination and Remuneration Committee shall identify a person according to the requirements of the Company for the above position and recommend their appointment to the Board including the terms of appointment and remuneration.
 - ii. The Board shall consider the recommendation of the NRC and accordingly approve the appointment and remuneration. The appointment of MD, JMD, WTD shall be subject to the approval of the Shareholders.
 - iii. Appointment of other employees will be made in accordance with the Company's HR Policy.

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto

maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company or by the Board on its own if the person commits a breach of the duties, functions and responsibilities or obligations on any reason prescribed by the law or AOA or the Listing Agreement or for reason of poor performance as measured as a result of performance evaluation.

POLICY FOR REMUNERATION TO DIRECTORS/ KMP/ SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director:

- a) The Managing Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The Remuneration/ Commission etc. to be paid to Managing Director shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees for attending meeting of the Board and the committee and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) The profit-linked Commission shall be paid within the monetary limit approved by the Shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company

computed as per the applicable provisions of the Regulations.

- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. Non-Executive Directors are eligible for Stock Options as approved by the shareholders.
- d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

Any incidental expense incurred by the Directors with relation to the participation in the meetings of the Board and other Sub Committees shall be reimbursed.

3) Remuneration to Executive Directors, Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

- b) Remuneration of Executive Directors, Key Managerial Personnel and Senior Management is determined and recommended by the Nomination & Compensation Committee and approved by the Board. Remuneration of Executive Directors is also subject to the approval of the shareholders.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

The Committee may Delegate any of its powers to one or more of its members.

For and on behalf of the Board of Directors

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-

Upneet Dugal
Director
DIN – 07680726

ANNEXURE - E

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FORM NO. MR - 3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To
The Members,
RSD Finance Limited
224, AJC Bose Road
Krishna Building
9th Floor, Room No - 902
Kolkata – 700 017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RSD Finance Limited** (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and subject to my separate letter attached as “ANNEXURE – A”, I hereby report that in my opinion, the Company has, during the financial year ended on March 31, 2019 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period and verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing - Provisions of Overseas Direct Investment and External Commercial Borrowings are not applicable.

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable as the Company has not issued any shares during the year under review;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines/ regulations during the year under review;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities during the year under review;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the Company during the Audit Period; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company during the Audit Period;
- vi. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non -Deposit taking Non-Banking Financial Companies which are applicable to the Company.
- vii. I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
- I have also examined compliance with the applicable clauses of the following:
- i) Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and
 - ii) Secretarial Standards issued by The Institute of Company Secretaries of India.
- During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.
- I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes took place in the composition of the Board of Directors during the period under

review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I have examined the systems and processes established by the Company to ensure the compliance with general laws including Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, Payment of Gratuity Act & other State Laws, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the Company and its observance by them.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Based on such checks as considered appropriate and documents provided by the Company, I observed that the specific laws, as applicable to the Company are being duly complied with.

I further report that during the audit period the Company has not passed any Special Resolution and that there were no specific event/ action having a major effect on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read out with our letter of even date which is annexed as "ANNEXURE - A" and forms an integral part of this report.

Sd/-

Sital Prasad Swain
Practicing Company Secretary
F6338 CP No.6814

Place: Jamshedpur
Dated: May 30, 2019

ANNEXURE “A”

To

The Members,
RSD Finance Limited
224, AJC Bose Road
Krishna Building
9th Floor, Room No - 902
Kolkata – 700 017

My Secretarial Audit Report for the financial year March 31, 2019 of even date is to be read along with this annexure.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I earnestly believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that the Compliance by the Company of applicable Financial Laws like Direct & Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Sd/-

Sital Prasad Swain
Practicing Company Secretary
F6338 CP No.6814

Place: Jamshedpur

Date: May 30, 2019

ANNEXURE - F

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

PART (A) – DISCLOSURE AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

A. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19:

Name of Director	Designation	Ratio to median remuneration of Employees
Rajeev Singh Dugal	Managing Director	4.03
Upneet Dugal	Executive Director	6.65

All the Non-Executive Directors of the Company are Independent Directors and have only been paid sitting fees. The details of sitting fees paid are provided in the Corporate Governance Report. In the above ratio of remuneration and percentage increase in remuneration, sitting fees paid to Non-executive Directors, have not been considered.

B. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial Year 2018-19:

Sl. No.	Name of Director / KMP	Designation	% increase in Remuneration
1.	Rajeev Singh Dugal	Managing Director	NIL
2.	Upneet Dugal	Executive Director	120.00%
3.	Rechan Chhabra	Chief Financial Officer	11.80%
4.	Puja Choudhary	Company Secretary	10.00%

C. The percentage increase in the median remuneration of the employees in the FY 2018 - 2019:-

There has been an increase of 20.90% in the median remuneration of the employees of the Company in FY 2018- 2019 as compared to FY 2017 – 2018.

D. The number of permanent employees on the rolls of the Company as on 31st March, 2019:-

There were 10 employees on the rolls of the Company.

E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

There is 04.03% increase in the salaries of employees other than managerial personnel and 35.74% average increase in the salaries of managerial personnel during the year.

Justification for increase: The increase is in line with the increase in the Company's performance, anticipation of future growth of the Company and the Industrial standards.

The remuneration of the Managing Director, Executive Director, Chief Financial Officer and Company Secretary is decided based on the individual performance, inflation, prevailing industry trends and benchmarks. The remuneration of eligible Non-Executive Directors consists of sitting fees. The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparator basket of relevant companies in India.

F. Affirmation that the remuneration is as per Remuneration Policy of the Company:-

It is hereby affirmed that the remuneration paid to KMPs and other employees are as per the Nomination & Remuneration Policy of the Company.

PART (B) – DISCLOSURE AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

During the year the Company had not engaged any employee drawing remuneration exceeding the limit specified under Section 197(12) read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board of Directors

Sd/-

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Upneet Dugal
Director
DIN - 07680726

Place: Jamshedpur

Date: August 27, 2019

ANNEXURE - G

EXTRACT OF ANNUAL RETURN

FORM NO. MGT 9

As on financial year ended on March 31, 2019

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

i. CIN	L17222JH1963PLC013316
ii. Registration Date	February 04, 1963
iii. Name of the Company	RSD Finance Limited
iv. Category/Sub-category of the Company	Public Company / Limited by Shares
v. Address of the Registered office & contact details	Holding No. – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur Purbi Singhbhum, Jharkhand – 831001 Tel. : +91 7280009199 Email: rsdfinance.ltd@gmail.com Website: www.rsdfinancelimited.com
vi. Whether listed company	Yes
vii. Name, Address & contact details of the Registrar & Transfer Agent, if any.	S K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006 Contact No. - 033-22196797/ 4815 E-mail: skcdilip@gmail.com Website: http://www.skinfo.in/

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(Contributing 10% or more of the total turnover of the Company)

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Investing & Financing Activities	6499-64990	80.52%
2	Treatment and Coating of metals	2592-25920	19.48%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES:

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
(i)	Precision Automotive Pvt. Ltd.	U35900JH2005PTC013315	Subsidiary	100.00%	2 (87)
(ii)	S R P Oil Pvt. Ltd.	U23209DL1996PTC303594	Subsidiary	52.55%	2 (87)
(iii)	Sigma HTS	AAF - 9444	Subsidiary	65.00%	2 (87)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS % TO TOTAL EQUITY)**i) Category Wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the Year (As on 01.04.2018)				No. of Shares held at the end of the Year (As on 31.03.2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	40,58,520	0	40,58,520	62.70%	40,58,520	0	40,58,520	62.70%	0.00%
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	7,91,000	0	7,91,000	12.22%	7,91,000	0	7,91,000	12.22%	0.00%
SUB TOTAL:(A) (1)	48,49,520	0	48,49,520	74.92%	48,49,520	0	48,49,520	74.92%	0.00%
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
TOTAL SHAREHOLDING OF PROMOTER (A)= (A)(1)+(A)(2)	48,49,520	0	48,49,520	74.92%	48,49,520	0	48,49,520	74.92%	0.00%

B. PUBLIC SHAREHOLDING

(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	6,61,600	3,49,190	10,10,790	15.61%	6,60,668	3,49,190	10,09,858	15.60%	(0.013%)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	34,200	2,21,000	2,55,200	3.94%	61,532	1,99,300	2,60,832	4.03%	0.085%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	1,83,530	1,74,200	3,57,730	5.53%	1,83,530	1,69,500	3,53,030	5.45%	(0.072%)
c) Others (specify)									
SUB TOTAL (B)(2):	8,79,330	7,44,390	16,23,720	25.08%	9,05,730	7,17,990	16,23,720	25.08%	0.00%
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	8,79,330	7,44,390	16,23,720	25.08%	9,05,730	7,17,990	16,23,720	25.08%	0.00%
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	57,28,850	7,44,390	64,73,240	100%	57,55,250	7,17,990	64,73,240	100%	0.00%

ii) Share Holding of Promoters/ Promoter Group

Details of Shareholding of Promoters/ Promoter Group								
Sl. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2018)			Shareholding at the end of the year (As on 31.03.2019)			
		No of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the Company	% of shares pledged encumbered to total share:	% change in shareholding during the year
1	Rajeev Singh Dugal	40,44,540	62.48%	NIL	40,44,540	62.48%	NIL	0.00%
2	Kashvi Dugal	13,980	0.22%	NIL	13,980	0.22%	NIL	0.00%
3	K U Benefit Trust	7,91,000	12.22%	NIL	7,91,000	12.22%	NIL	0.00%
	Total	48,49,520	74.92%	NIL	48,49,520	74.92%	NIL	0.00%

iii) Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the Year (As on 01.04.2018)		Cumulative Shareholding during the year (As on 31.03.2019)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	48,49,520	74.92%	48,49,520	74.92%
Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	Nil	0%	Nil	0%
At the end of the year	48,49,520	74.92%	48,49,520	74.92%

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year (As on 01.04.2018)		Transactions during the Year		Cumulative shareholding at the end of the year (As on 31.03.2019)	
		No. of shares	% of total shares of the Company	No of shares increase/decrease	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mrigaya Tieup Pvt. Ltd	3,12,500	4.83%	-	-	3,12,500	4.83%
2	Narsingh Agro Industries LLP	2,54,923	3.94%	-	-	2,54,923	3.94%
3	Vintage Tradelinks Private Limited	1,98,300	3.06%	(1400)	0.022%	1,96,900	3.04%
4	Arkaya Agrodeal LLP	2,43,990	3.77%	-	-	2,43,990	3.77%
5	Tara Khowala	1,01,030	1.56%	-	-	1,01,030	1.56%
6	Roop Narayan Choudhary	64,500	1.00%	-	-	64,500	1.00%
7	Geeta Jayesh Taunk	49,700	0.77%	-	-	49,700	0.77%
8	Jyoti Bhatia	49,500	0.76%	(4,700)	0.073%	44,800	0.69%
9	Suchita Sikaria	0	0	4347	0.07%	4,347	0.07%
10	Surekhaben Arvindbhai Shah	0	0	4200	0.06%	4,200	0.06%
11	Srawan Khowala*	4,000	0.06%	-	-	4,000	0.06%
12	Gyan Chand Mehta*	2,500	0.04%	-	-	2,500	0.04%
13	Indumati H Jain*	2,500	0.04%	-	-	2,500	0.04%
14	Madan Jain*	2,500	0.04%	-	-	2,500	0.04%
15	Manish Mehta*	2,500	0.04%	-	-	2,500	0.04%
16	Pushpa Mehta*	2,500	0.04%	-	-	2,500	0.04%
17	Rameshbhai Tokarshi*	2,500	0.04%	(2,500)	(0.04%)	0	0.00%
18	Sohanben V Jain*	2,500	0.04%	-	-	2,500	0.04%
19	Vijay R Jain*	2,500	0.04%	-	-	2,500	0.04%
20	Harish Vijaykumar Jain*	2,500	0.04%	-	-	2,500	0.04%

Figures in bracket signify the sales made during the year.

*Ceased to be in the list of Top 10 shareholders as on 31.03.2019. The same have been reflected above since shareholders were among the Top 10 shareholders as on 01.04.2018.

v) Shareholding of Directors & Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year (31.03.2019)	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	At the beginning of the year				
	i) Rajeev Singh Dugal	40,44,540	62.48%		
	ii) Sushil Kumar Khowala	18,000	0.28%		
	iii) Jayesh Taunk	75,000	1.16%		
2	Increase/decrease in Promoters Shareholding during the year				
	i) Rajeev Singh Dugal			NIL	NIL
	ii) Sushil Kumar Khowala			NIL	NIL
	iii) Jayesh Taunk			NIL	NIL
3	At the end of the year				
	i) Rajeev Singh Dugal			40,44,540	62.48%
	ii) Sushil Kumar Khowala			18,000	0.28%
	iii) Jayesh Taunk			75,000	1.16%

*Other Directors and Key Managerial Personnel's do not hold any shares in the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount Rs. in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2018)				
i) Principal Amount	16,32,046	46,14,455	0	62,46,501
ii) Interest due but not paid	0	2,03,972	0	2,03,972
iii) Interest accrued but not due	0	0.00	0	0
Total (i+ii+iii)	16,32,046	48,18,427	0	64,50,473
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	4,35,241	0	0	4,35,241
Net Change	4,35,241	0	0	4,35,241
Indebtedness at the end of the financial year (31.03.2019)				
i) Principal Amount	11,96,805	48,18,427	0	60,15,232
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	11,96,805	48,18,427	0	60,15,232

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

		Amount in (₹)		
Sl. No.	Particulars of Remuneration	MD/WTD/Manager		
		Mr. Rajeev Singh Dugal	Ms. Upneet Dugal	Total
1	Gross salary	12,00,000.00	19,80,000.00	31,80,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	N.A.	N.A.	N.A.
2	Stock option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission as % of profit	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.
	Total (A)	12,00,000.00	19,80,000.00	31,80,000.00
	Ceiling as per the Act	₹55,37,915 (Being 10% of Net profits of the Company calculated as per provisions of Section 198 of the Companies Act, 2013) *		

* Remuneration paid to the Directors is within the ceiling provided under Section 197 of the Companies Act, 2013.

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Sushil Kumar Khowala	Malkeet Singh Saini	Jayesh Taunk	
a)	Fee for attending Board/ Committee meetings	12,000.00	10,000.00	12,000.00	34,000.00
b)	Commission	-	-	-	-
c)	Others, please specify	-	-	-	-
	Total (1)	12,000.00	10,000.00	12,000.00	34,000.00
2	Other Non - Executive Directors				
(a)	Fee for attending Board/ Committee meetings				
(b)	Commission				
(c)	Others, please specify.				
	Total (2)				
	Total (B)=(1+2)				34,000.00
	Total Managerial Remuneration(A+B)				32,14,000.00
	Ceiling as per the Act	The company can pay sitting fees of up to ₹1,00,000 to each Directors for attending each Board/ committee meetings.			
	Overall Ceiling as per the Act	Non – Executive Directors have only been paid sitting fees for attending the Board and committee meetings. Overall ceiling as per companies act is not applicable to the sitting fees paid to the Non- Executive Directors.			

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/ WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Rechan Chhabra (Chief Financial Officer)	MS. Puja Choudhary (Company Secretary)	
1	Gross Salary	11,37,000.00	3,74,677.00	15,11,677.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NA	NA	NA
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NA	NA	NA
2	Stock Option	NA	NA	NA
3	Sweat Equity	NA	NA	NA
4	Commission as % of profit	NA	NA	NA
5	Others, please specify	NA	NA	NA
	Total	11,37,000.00	3,74,677.00	15,11,677.00

VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:

There were no penalties, punishments or compounding of offences during the year ended 31st March, 2019.

For and on behalf of the Board of Directors

Sd/-

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Upneet Dugal
Director
DIN - 07680726

Place: Jamshedpur

Date: August 27, 2019

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. OVERVIEW

The Management Discussion and Analysis Report (MDA) is an integrated part of Company's annual financial statements. The purpose of the MDA is to provide a narrative explanation, through the eyes of management, of how the Company has performed in the past, its financial condition, and its future prospects. This report contains a description of the year gone by and some of the key factors that influenced the business of the Company during the year, as well as a fair and unbiased overview of the Company's past, present, and future. There are forward looking statements mentioned in this report which may involve risks and uncertainties, including but not limited to the risk inherent to the Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially from those expressed or implied.

2. GLOBAL ECONOMY

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. In the middle of the year, the global growth became uneven with rising trade tensions. In 2018, the global economy grew at a rate of 3.6%. The year was marked by various political uncertainties such as future trade disputes between USA and China,

upcoming Brexit negotiations, budgetary policy of Italy, among many others. These global tensions are expected to affect the global growth in 2019 as well. The global economy is expected to grow at a rate of 3.2% in 2019 and 3.5% in 2020.

It is expected that beyond 2020 growth will stabilize at around 3½ percent, bolstered mainly by growth in China and India and their increasing weights in world income.

This is a delicate year for the global economy. Growth is expected to pick up in the second half of 2019. If the downside risks do not materialize and the policy support put in place is effective, then global growth will return to 3.6 percent in 2020. If, however, any of the major risks materialize, then the expected recoveries in stressed economies, export-dependent economies, and highly indebted economies may not occur. In that case, policymakers will need to adjust.

(Source: IMF Report, July, 2019 and IMFBlog dated April, 2019)

3. INDIAN ECONOMY

The Indian economy retained its tag of the fastest growing major economy in the world in 2018-19. Additionally, India climbed 23 points in the World Bank's ease of doing business Index to 77th place, becoming the

top ranked country in South Asia, raking in a more positive image for the country.

According to Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflows in India in 2018-19 stood at US\$ 64.37 billion. India emerged as the top recipient of greenfield FDI Inflows from the Commonwealth, as per a trade review released by The Commonwealth in 2018, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Interestingly, India overtook France in 2018 to become the world's 6th largest economy. It is now on its course to achieve the 5th position from the United Kingdom this year, on way to \$3 Tn GDP by 2020. Since 2000, India's share in the global economy has doubled from 1.5% to 3.2%.

During the year, just when the economy began recovering from the twin impacts of demonetization and Goods and Services Tax (GST) related transition, the crisis related to the performance of Non-Banking Financial Companies (NBFC) cast its shadow on consumption demand and market sentiments, putting economic growth off track.

The Reserve Bank of India (RBI) announced multiple rate cuts as well as infused liquidity through open market operations to ease the liquidity stress witnessed in the markets since September 2018. RBI also initiated USD-INR swap auctions in March and April 2019, to further augment systemic liquidity. All these measures are expected to play a significant part in nudging the banking system to transmit the benefit of lower rates to

borrowers.

With the National Democratic Alliance (NDA) winning the May 2019 general elections, economists expect to see continuity in the implementation of macroeconomic policies over the next five years, creating a sense of stability in the Indian economy. The economic success of the new government will depend on how it faces challenges that are inhibiting India's current growth momentum, and its ability to brace the economy from unavoidable external challenges. With both demand and investment slowing, the government might have to reevaluate the implementation of its policy agenda and adjust its priorities to accelerate growth in the near term. Despite challenges, the economic outlook for India remains positive for the second term of the Modi-led BJP government, with a GDP growth forecast averaging 7% per year during the 2019 to 2023 period.

(Source: Economic survey 2018-19, IMF)

4. INDUSTRY STRUCTURE

India continues to be one of the fastest growing major economies of the world, with an increasing need for growth capital. The country's banking and financial services sector is a significant driver for keeping India's economic growth engine humming.

Non-Banking Financial Companies (NBFCs) continue to play a critical role in the Indian economy. NBFCs in India have recorded marked growth in recent years. They play a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help fill

the gaps in the availability of financial services that otherwise occur in bank-dominated financial systems.

The year 2018 was a year of crisis for some of the NBFCs. To occupy the space vacated by Public Sector Banks (PSBs), certain NBFCs went into reckless credit expansions without considering the asset-liability scenario. This resulted in huge defaults on the part of such companies and intensified fears that the funding cost for NBFCs will zoom and result in a sharp deterioration of their margins.

However, the government took several quick measures not letting this crisis turn into a contagion and spilling over to other sectors.

RBI has mandated certain policy measures in the recent past for the NBFC sector ranging from partial credit enhancement to harmonisation and co-origination. This has been done to reinforce the view that the NBFCs are crucial for the economy.

Even during the turbulent times witnessed in the third quarter, the RBI relaxed liquidity norms to ease the strain in the financial markets and allowed more banks' lending to NBFCs.

Though the outlook for NBFCs for 2019 seems weak, a gradual improvement in the liquidity situation indicates that there could be a stabilisation in the coming days.

5. OUTLOOK OF NBFCs

The liquidity crisis, coupled with increasing stress in the corporate segment warrants

caution. Prime Minister Narendra Modi while addressing the World Economic Forum said India could well be a \$5 trillion economy by 2025 but is surely facing a major challenge of falling farm incomes and the lack of job opportunities for thousands of youth entering the labor force each month.

On the external front the ongoing Trade War between the US and China and the happenings in the EU are factors which could exert pressure on markets. Also within India a visible slowdown as seen in the Q4 and the Q1 earnings released by the set of companies seem to suggest that on the ground we are witnessing muted demand even in defensive sectors like Fast Moving Consumer Goods. The advent and prediction of Monsoon is also a key factor to be watched.

NBFCs, in India, are today operating in a very dynamic scenario especially after the revised regulatory framework by the RBI launched with the objective of harmonizing working of NBFCs with banks and financial institutions and address regulatory gaps and arbitrage.

Your Company invests its funds in the capital market. We continue to see a significant opportunity in the market and is trying to use interim weakness as investment opportunities for long term.

6. OPPORTUNITIES & THREATS

The Company being an investment Company seeks opportunities in the capital market. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company.

Capital market activities in which most of our activities depend on is also influenced by global events and hence there is an amount of uncertainty in the near term outlook of the market.

Despite great opportunities, there are significant factors presenting threats to our businesses. Impact on economic growth of the rising prices of oil, decelerating investment demand and high inflation; Volatility in the Rupee-US Dollar movement due to various factors including current account deficit; Reducing capital expenditure by Industries; Regulatory changes impacting the landscape of business; Interest Rate Risk, No access to low cost funds, Slower than expected recovery of macro-economy, domestically as well as globally, or delay in revival of capex cycle. All these factors can impede the growth.

7. FINANCIAL PERFORMANCE

Revenue from Operations

The Company has witnessed strong revenue growth of 29.68% during the year, to ₹364.76 lakhs during the FY 2018-19 as compared to ₹281.27 lakhs in the previous year.

On a Consolidated basis, Company earned total revenue of ₹5,353.07 lakhs compared to ₹3,817.43 lakhs in the previous year, a strong increase of 40.23% on a year to year basis. A major part of the increase during the year could be attributed to the commencement of full year operation of activities of SIGMA HTS LLP.

Other Income

In 2019, other Income including Dividend Income and income from sale of investment is ₹341.57 lakhs against ₹415.41 lakhs for FY 2018.

On a consolidated basis the other income has reduced to ₹661.41 lakhs as compared to ₹857.66 lakhs in FY 2018.

Expenditure

In the FY 2018-19, the total expenses, on a standalone basis, excluding depreciation, financial expenses, and provisions amounted to ₹202.10 lakhs which is 28.61% of net revenue as against ₹266.28 lakhs in the FY 2017-18 which was 38.22% of net revenue.

Borrowings

The total borrowings including the current year maturity of long term debt, on a standalone basis, at the end of FY 2018- 19 stood at ₹60.15 lakhs as against ₹ 64.50 lakhs at the end of FY 2017-18.

On a consolidated basis the total borrowings including the current year maturity of long term debt of the Company is ₹1,536.71 lakhs as compared to ₹1,984.87 lakhs in the previous year.

Profit before Tax and Profit after Tax

Profit before tax and extra-ordinary income for the financial year ended 2018-19 is ₹553.79 lakhs as compared to ₹340.55 lakhs in the FY 2017-18.

The Company has also earned an extraordinary income of ₹164.55 lakhs during the financial year from sale of a land.

The Net Profit after tax for the financial year 2018-19 increased to ₹587.58 lakhs as compared to ₹275.67 lakhs in the FY 2017-18.

On a consolidated basis, the Company earned an extraordinary income from sale of its assets amounting to ₹416.29 lakhs.

The Profit before tax and after extraordinary items for the financial year ended 2018-19 amounted to ₹1,515.60 lakhs as compared to ₹670.35 lakhs in the FY 2017-18.

The Net Profit after tax for the financial year 2018-19 increased to ₹1,046.01 lakhs as compared to ₹471.59 lakhs earned in the FY 2017-18.

Share Capital

Paid up Equity Capital of the Company remained at ₹647.32 lakhs.

Reserves & Surplus

At the end of the FY 2018-19, Reserves and Surplus is ₹4,280.85 lakhs as against ₹3694.64 lakhs at the end of FY 2017-18.

The total reserves on a consolidated basis, as

at the end of the FY 2018-19 is ₹13,100.52 lakhs which has increased by ₹1046.03 lakhs compared to the previous financial year.

Segment-Wise Performance

On a consolidated basis, the Investment and Financial Segment has posted a revenue of ₹958.47 lakhs (Previous Year ₹1,008.53 lakhs), Job Work segment has posted a revenue of ₹141.10 lakhs (Previous Year ₹504.37 lakhs), Hotel segment has posted a revenue of ₹2,017.74 lakhs (Previous Year ₹1,830.97 lakhs) and heat treatment activity generated revenue of ₹2,899.24 lakhs (Previous Year ₹1,353.27 lakhs) including inter segmental revenue of ₹2.08 Lakhs. The net capital employed (Segment Asset – Segment Liability) is at ₹15,415.73 lakhs as compared to ₹14,232.55 lakhs in the previous year.

On a standalone basis, the Investment and Financial Segment posted segment revenue of ₹583.04 lakhs (Previous Year revenue of ₹578.04 lakhs) and the Job Work segment has recorded a profit of ₹123.29 lakhs (Previous Year profit of ₹118.65 lakhs). The Net capital Employed (Segment Assets – Segment Liabilities) amounts to ₹4,928.17 lakhs (Previous Year ₹4,341.97 lakhs).

The Company operates only in India, hence there is no other significant geographical segment that requires disclosure.

8. FINANCIAL RATIOS

Following are ratios for the current financial year and their comparison with preceding financial year, along with explanations where the change has been 25% or more when compared to immediately preceding financial year:

Sl. No.	Ratio Description	March 31, 2019	March 31, 2018	Reasons for increase (in case of change of more than 25%)
1.	Debtors Turnover	0.19:1	0.16:1	NA
2.	Inventory Turnover	-	-	NA
3.	Interest Coverage Ratio	295:1	88:1	The interest on unsecured loan has reduced and the profit has increased due to reversal of sub-standard asset.
4.	Current Ratio	1.68:1	6.39:1	Last year most of the funds of the Company were held in liquid fund/ mutual funds, most of which during the year have been invested in Long Term funds to maximize.
5.	Debt Equity Ratio	0.09:1	0.07:1	NA
6.	Operating Profit Margin (%)	0.78:1	0.49:1	Last year the Company had provided 66.18 lakhs as a provision for substandard assets which have been reversed during the year and also last year the Company had received management fees bills on maturity of some of our investments.
7.	Net Profit Margin (%)	0.83:1	0.40:1	The Company has earned an extraordinary income from sale of a land during the year.
8.	Return on Net Worth	0.12:1	0.06:1	There has been an increase in the profits of the Company during the year.

9. RISKS AND CONCERNS

Risk is an integral part of the Company's business and sound risk management is critical to the success of any organization. The Company is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk.

The Company is mainly exposed to market risks in the form of reduction in the value of its investment and fall in return due to dip in the investee Company's performance. The investments represent a material portion of the Company's business and are vulnerable to fluctuation in the stock market.

Further, change in regulatory requirements for NBFCs from time to time, can have a bearing on the running of the Company. The overall economic fluctuations/ slowdown and its impact on service sector are also a cause of concern.

The Company is aware of the need to better understand, anticipate, evaluate and mitigate risks in order to minimize its impact on business. The Company has put in place a Risk Management Policy to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed.

The performance of the Company is dependent on the Indian Capital markets for its returns. Even though it is envisaged that stock market will continue to do well, but global concerns can result in sharp

corrections.

10. INTERNAL CONTROL SYSTEM

Effective internal controls are necessary for building up an efficient organization. Your Company has in place, an adequate internal control and internal audit system managed by qualified and experienced people to ensure the compliances under statutory regulations. Corporate policies are made to figure out the weaknesses persisting in the system and suggest remedial measure for the same.

The system is improved and modified continuously to meet with the changes in business condition, statutory and accounting requirements. Internal controls are supplemented by an effective Internal Audit being carried out by M/s. Heerwal & Associates, Chartered Accountant and are periodically reviewed by the management.

The Audit Committee also met the Company's statutory auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal control and systems followed by the Company.

11. HUMAN RESOURCES MANAGEMENT

The Company always regards human resources as its most valuable asset and ensures friendly work environment that encourages initiatives by individuals and recognizes their performance.

To maintain competency and to improve the

analytical abilities of employees for gearing them to face challenges, proper training and development is imparted by the Company before the employee takes up any responsibility. Our Company has always valued its employees whose dedication and contribution have helped us to reach the levels of excellence and rewarded them appropriately during the appraisal.

12. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

Number of complaints received: Nil

Number of complaints disposed off: Nil

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other such factors over which the Company does not have any direct control.

For and on behalf of the Board of Directors

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-

Upneet Dugal
Director
DIN – 07680726

Place: Jamshedpur

Date: August 27, 2019

CORPORATE GOVERNANCE REPORT

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Governance practices stem from the culture and the mindset of the organization. The Company believes that good governance is an essential element of business, which helps the Company to be a responsible corporate citizen and fulfill its responsibilities to all its stakeholders.

The Company seeks to achieve its goal by being transparent in its business dealings, being fair and independent in its decision making, by disclosure of all relevant information in an easily understood manner, and by being fair to all stakeholders and by ensuring that the Company's activities are managed by a professionally competent Board of Directors.

The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. It is an upward-moving target that the Company collectively strives towards achieving.

The Company is in compliance with the requirements mandated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Companies Act, 2013 and RBI directions. A Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations is given below:

1. BOARD OF DIRECTORS

The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Board of the Company comprises of five Directors as on 31 March, 2019 with an optimum combination of Executive and Non-Executive Directors including a woman director in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. The present strength of the Board of Directors is a mix of three Non- Executive Directors and one Executive Director and one Managing Director. All the three Non-Executive Directors are Independent Directors. All the Directors are well qualified professionals in their respective arenas.

Category	Number of Directors	% to total number of Directors
Executive Directors	2	40%
Non-Executive Independent Directors	3	60%
Total	5	100%

2. NUMBER OF BOARD MEETINGS

Minimum four Board meetings are held every year. Additional meetings are held to address specific needs of the Company. In case of any

exigency/ emergency, resolutions are passed by circulation. During the financial year 2018-19 the Board of Directors met six times during the year under review on May, 30, 2018, August, 14, 2018, October, 29, 2018, November 14, 2018, February 14, 2019, and March 30, 2019. The requisite quorum was present for all the Meetings.

The Board meetings were held in such a manner that the maximum time gap between any two meetings was not more than one hundred and twenty days. All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Regulation 17 of the Listing Regulations and secretarial standards.

DIRECTORS ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships /Memberships held by them in other public limited companies as on March 31, 2019 are given herein below.

Name of Director	Category #	Attendance particulars			No. of directorships and Committee Memberships/ Committee Chairmanships/Chairmanships of public limited companies		
		Number of Board Meetings		Last AGM Held on 26.09.2018	Directorship	Committee Membership	Committee Chairmanship, Chairpersonship
		Held	Attended				
Mr. Rajeev Singh Dugal	ED & MD	06	06	Yes	3	2	Nil
Mr. Sushil Kumar Khowala	NED & ID	06	04	Yes	6	2	2
Mr. Malkeet Singh Saini	NED & ID	06	06	Yes	1	1	Nil
Mr. Jayesh Taunk	NED & ID	06	05	Yes	1	1	Nil
Ms. Upneet Dugal	ED	06	04	No	1	Nil	Nil

#NED – Non – Executive Director, ID – Independent Director, ED – Executive Director, MD – Managing Director

Pursuant to the provisions of Section 165 of the Act none of the Directors of the Company is a Director in more than 10 public limited companies. Further, as mandated by Regulation 17A of the Listing Regulations, none of the Independent Directors of the Company serves as Independent Director in more than seven listed companies. Further, as stipulated in Regulation 26 of the Listing Regulations, none of the Directors is a Member of more than 10 Board level Committees and no such Director is a Chairman/Chairperson of more than five Committees, across all public limited companies in which he/she is a Director. Mr. Rajeev Singh Dugal, Managing Director and Ms. Upneet Dugal, Executive Director of the Company are not Independent Directors of any other listed company and none of our IDs serve as Non-Independent Director of any company on the board of which any of our Non-Independent Director is an ID. Table below gives the details.

Notes:

- I. Other Directorships excludes Directorships in Private Limited Companies which is not subsidiary of a Public Company, Foreign Companies, Alternate Directorships and Companies registered under Section 8 of the Companies Act, 2013 but includes Directorship in RSD Finance Limited.
- II. As per Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee are only considered, including in RSD Finance Limited.
- III. None of the Directors hold directorship in any other listed Company.
- IV. The Executive Directors of the Company, Mr. Rajeev Singh Dugal and Ms. Upneet Dugal are related to each other in terms of the definition of relative as per Section 2(77) of the Companies Act, 2013. Declarations in this regard have been received by the Company. None of the other Directors on the Board are related to each other.
- V. As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

3. CONFIRMATION REGARDING INDEPENDENCE OF INDEPENDENT DIRECTORS

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

and Section 149(6) of the Companies Act, 2013. The maximum tenure of Independent Directors is in compliance with the Act.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

4. SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') along with the Board of Directors determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The Policy for appointment and removal of Directors and determining Directors' independence is available on our website at www.rsdfinancelimited.com

5. CORE SKILLS/EXPERTISE/ COMPETENCIES OF THE BOARD OF DIRECTORS OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee, a matrix setting out the core skills/ expertise/ competencies identified by the Board of Directors in the context of the Company's business and sector(s) as required for its effective functioning and those actually available with the Board is given below. Further, the brief profiles of Directors are also available on the website of the Company.

Skills identified by the Board

Industry knowledge & experience

Business Experience

Financial Expertise

Understanding the laws, rules, regulations & policies

Experience in policy shaping & industry promotion

Managerial & entrepreneur skills

Leadership skills

Legal & Corporate Governance

6. MAXIMUM TENURE OF INDEPENDENT DIRECTORS

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company is for a term of 5 consecutive years. The tenure of 1st term of Mr. Malkeet Singh Saini has completed and the Board of Directors recommends his re - appointment for a second term up to September 30, 2020.

7. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on 28th March, 2019. The meeting was held without the presence of the Executive Directors or any management personnel in compliance with the Code for Independent Directors as stipulated under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. At the meeting, the Independent Directors inter-alia reviewed the performance of Non-Independent Directors and the Board as a whole, assessed the quality, quantity and timeliness of flow of information between the Management and the Board and its Committees that is necessary for the Board to effectively and reasonably perform and discharge its duties.

The Independent Directors found the performance of Non-Independent Directors and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting.

8. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Directors, including Independent Directors, on induction are apprised of the nature of industry, the business model of the Company, the roles, rights, responsibilities in terms of Companies Act, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and relevant Acts, Rules and Regulations and are provided with necessary documents, reports and policies.

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter-alia explains the roles, rights and responsibilities expected of a Director of the Company.

The Director is also explained in detail about the compliances required from him under the Act, Listing Regulations, Code of Conduct for Board Members and Senior Management Personnel, Prohibition of Insider Trading Code, RBI directions and other relevant regulations.

With a view to familiarise him/her with the Company's operations, the Managing Director has a personal discussion with the newly appointed Director.

Periodic presentations are made at the Board and Committee meetings on the business and financial performance of the Company, updates on compliances, regulatory scenario, regulatory changes which affect/ concern the Company, Company policies, internal controls, investor relations etc.

The Directors are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry it is a part.

Details of the familiarisation programme have been disclosed on the website of the Company at [http:// www.rsdfinancelimited.com](http://www.rsdfinancelimited.com).

9. TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company- www.rsdfinancelimited.com.

10. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS, INCLUDING INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually (including Independent Directors).

The performance evaluation of the Board and its committees was conducted on the basis of a structured questionnaire which was prepared taking into consideration various aspects such as adequacy of the constitution and composition of the Board, establishment and delineation of responsibilities to various Committees, attendance and contribution at Board/ Committee Meetings, processes followed at the meeting, effectiveness of Board.

The performance of the Managing Director was evaluated on certain additional parameters depending upon their roles and responsibilities. The evaluation included points on key aspects of his role, including setting the strategic agenda of the Board Meetings, encouraging active engagement by all Board members and motivating and providing guidance to the Management, achievement of business target.

The Independent Directors had met separately on March 28, 2019 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of Non-Independent Directors and Board as a whole.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done it was determined whether to extend or continue the term of appointment, whenever the respective term expires.

Mr. Malkeet Singh Saini (DIN: 02592649) was appointed as an Independent Director of the Company with effect from May 29, 2014 and in terms of the provisions of section 149(10) of the Companies Act, 2013, his first term of five consecutive years expires on May 28, 2019. In terms of the provisions of section 149(10), Mr. Malkeet Singh Saini is eligible for re-appointment as Independent Directors for a second term by passing special resolution in this regard. The Board expressed satisfaction on his performance and has decided to continue his term of appointment for a second term up to September 30, 2020.

Further, the Board of Directors has expressed its satisfaction on functioning and performance of the Board and Committees and the performance of all the directors. They expressed their satisfaction with the evaluation process.

11. DETAILS OF SHARES HELD BY NON-EXECUTIVE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2019

Name of the Director	Number of Shares held
Mr. Malkeet Singh Saini	Nil
Mr. Sushil Kumar Khowala	18,000
Mr. Jayesh Taunk	75,000

12. BOARD PROCEDURE

The Board meets at regular intervals. The Board Meetings (including Committee Meetings) of the Company are scheduled in advance to facilitate the Directors to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted by law, which is noted in the subsequent Board Meeting.

The Meetings of the Company are governed by a structured agenda. The Company Secretary in consultation with the Managing Director finalizes the agenda of the Board meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent at least seven days before the date of the Board and Committee Meetings, except for the meetings called at a shorter notice, if any, in accordance with the provisions of the Companies Act, 2013 and the Secretarial Standard on Meetings of Board of Directors (SS-1) issued by the Institute of Company Secretaries of India. In special and exceptional circumstances, consideration of additional or supplementary items is taken up with the approval of the Chair and majority of the Independent Directors.

Senior management personnel are invited from time to time to the Board meetings to make presentations on relevant issues or provide necessary insights into the operations/ working of the Company and corporate strategies.

The Board reviews periodical compliances of all applicable laws, rules and regulations and the

statements submitted by the Management. The members of the Board have full freedom to express their opinion in the Board and decisions are taken after detailed deliberations.

In addition to the above, pursuant to Regulation 24 of the Listing Regulations, the minutes of the Board Meetings of the Company's subsidiary companies and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are also placed before the Board. The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee Meetings.

The draft Minutes of the proceedings of the Meetings of the Board/Committee(s) are circulated to all the Members of the Board or the Committee for their perusal within the stipulated time prescribed by Secretarial Standard on Meeting of the Board of Directors. Comments, if any, received from the Directors are incorporated in the Minutes in consultation with the Managing Director. The Minutes are approved by the Members of the Board/Committee(s) prior to the next Meeting. The signed Minutes are circulated to all the Members of the Board or the Committee within the stipulated time prescribed by Secretarial Standard on Meeting of the Board of Directors.

13. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committees constituted

by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required.

Your Company has five Board level Committees

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee.

The composition and functioning of these Committees is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

During the year under review, all recommendations received from its Committees were accepted by the Board. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. AUDIT COMMITTEE

i. Composition of Audit Committee:

The Audit Committee of the Company has been constituted in terms Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of the Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Audit Committee comprises of three directors. Two-thirds of the members of audit committee are Independent Directors. There have been no changes in the composition of the committee during the year.

Name of the Member	Position	Category
Mr. Sushil Kumar Khowala	Chairman	Independent Director
Mr. Jayesh Taunk	Member	Independent Director
Mr. Rajeev Singh Dugal	Member	Executive Director

ii. Meetings and Attendance during the year:

During the year four (4) Audit Committee meetings were held i.e. on May 30, 2018, August 14, 2018, November 14, 2018 and February 14, 2019 and the time gap between two meetings were less than one hundred and twenty days as specified under Regulation 18 of the Listing Regulations.

The attendance record of the Members at the Audit Committee meetings held during the year ended 31st March, 2019 is as follows:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Sushil Kumar Khowala	4	4
Mr. Jayesh Taunk	4	4
Mr. Rajeev Singh Dugal	4	4

All the members of the committee possess sound knowledge of accounts, audit and are financial management expertise. The audit committee met prior to the finalization of the accounts for the year ended 31st March, 2019.

The Chief Financial Officer, the Internal Auditor and the Statutory Auditors are invitees to the Audit Committee Meetings. Ms. Puja Choudhary, Company Secretary acts as the Secretary to the Audit Committee.

Minutes of the Audit Committee meetings are placed before the meeting of the Board of Directors. All the recommendations of the Audit Committee have been accepted by the Board of Directors.

The chairman of the Audit Committee, Mr. Sushil Kumar Khowala was present in the last Annual general Meeting held on 26 September, 2018 to answer the shareholders' queries.

iii. Terms of Reference:

The terms of reference, role and scope of the Audit Committee are in line with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any amendments thereof, which inter alia include:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending the appointment, remuneration and term of appointment of the Auditors;

- c) Approval for payment to the Auditors for any other services rendered by them;
- d) Reviewing with the management the quarterly/ annual financial statements and the limited liability/auditor's report thereon;
- e) Reviewing performance of the statutory and internal auditors, adequacy of the internal control systems;
- f) Approval of related party transactions and subsequent modification of transactions, if any;
- g) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- h) Reviewing the findings of any internal investigations by the Internal Auditors, into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- i) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- j) Reviewing the functioning of the vigil mechanism. Whistle blower policy;
- k) Approving the appointment of CFO after assessing the qualifications, experience and background of the candidate; and
- l) Reviewing the utilisation of loans and / or advances from / investments / by the holding company in the subsidiary exceeding ₹ 100 Cr or 10% of the asset size of the subsidiary, whichever is lower.

- m) Carrying out any other function as may be referred to the Committee by the Board.
- n) In addition, reviewing of such other functions as envisaged under Section 177 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of the Listing Regulations.

B. NOMINATION & REMUNERATION COMMITTEE (NRC):

i. Composition of Nomination & Remuneration Committee:

The Nomination and Remuneration Committee of the Board has been constituted in terms of Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of three directors. All the members of the committee are Independent Directors. The Chairman of the Committee is also an Independent Director. There have been no changes in the composition of the committee during the year.

Name of the Director	Category	Position
Mr. Malkeet Singh Saini	Independent Director	Chairman
Mr. Sushil Kumar Khowala	Independent Director	Member
Mr. Jayesh Taunk	Independent Director	Member

ii. Meetings and Attendance during the year:

During the year ended 31st March, 2019, the Nomination & remuneration committee met twice on August 14, 2018 and March 25, 2019.

The attendance record of the Members at the Nomination & remuneration committee meetings held during the year ended 31st March, 2019 is as follows:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Malkeet Singh Saini	2	2
Mr. Sushil Kumar Khowala	2	1
Mr. Jayesh Taunk	2	2

Mr. Malkeet Singh Saini, Chairman of the Nomination and Remuneration Committee, was present at the Annual General Meeting of the Company held on 26 September, 2018 to answer the shareholders' queries.

The Company Secretary of the Company acts as the Secretary to the Committee.

Minutes of the NRC meetings are placed before the meeting of the Board of Directors immediately following the NRC meeting.

iii. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 and the rules

framed thereunder, including any amendments thereof, which inter-alia includes:

- a) To identify persons who are qualified to become directors and who may be appointed in senior management and recommend their appointment and / or removal to the Board of Directors of the Company;
- b) To formulate a criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- c) To formulate a criteria for evaluation of Independent Directors and the Board;
- d) To devise a policy on diversity of Board of Directors;
- e) To review and recommend remuneration of Managing Directors/ Whole time directors based on their performance and defined assessment criteria.
- f) To recommend to the board, all remuneration, in whatever form, payable to senior management.
- g) Other matters as set out in Section 178 of the Companies Act, 2013 and the rules made thereunder and under Part D of Schedule II read with Regulation 19(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and referred to it by the Board of Directors.

Upon recommendation of Nomination and Remuneration Committee the Board of Directors have laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members, including Independent Directors.

During the year, the Directors have completed the evaluation process. On the basis of performance evaluation of Independent Directors, it has been determined to extend the term of appointment of Mr. Malkeet Singh Saini for a second term to hold office till September 30, 2020.

iv. Remuneration to directors:

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The Company’s remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

In accordance with the relevant provisions of Companies Act, 2013 and the Listing Regulations, the Nomination and Remuneration Committee (NRC) has formulated the criteria for determining qualification, positive attributes and independence of Directors and has recommended to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management.

There have been no changes in the said Policy during the Financial Year and is attached and forms part of the report.

Details of remuneration paid to Independent Directors during the FY ended March 31, 2019 are furnished hereunder:

The Company is being benefited from the expertise and advice provided by the Independent Directors. They give their valuable advice, suggestion and guidance to the management of the Company from time to time. The Independent Directors are paid remuneration by way of Sitting Fees. The Independent Directors were paid Rs. 1,000 (Rupees one thousand only) as sitting fees for each Meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid during the Financial Year 2018-19 was ₹34,000/- . No sitting fees are paid to Non-Independent Directors. The Company has not paid any commission to Independent Directors for the year under review.

Details of the Sitting fees paid are as under:

Name of the Director	Sitting Fee (Rs.)
Mr. Malkeet Singh Saini	10,000
Mr. Sushil Kumar Khowala	12,000
Mr. Jayesh Taunk	12,000

Apart from receiving sitting fee for attending meetings, none of the Independent Directors had any pecuniary relationship or transaction with the Company during the financial year 2018-19. Criteria of making payment to Non-executive/ Independent director is also available on the Company’s website at www.rsdfinancelimited.com

Details of remuneration paid to the Executive Director(s) for the financial year 2018-19 are as follows:

The appointment and remuneration of Executive Directors including Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. Annual increments are linked to performance and are decided by the Nomination and Remuneration Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Name of the Director	Remuneration (Rs.)
Mr. Rajeev Singh Dugal	12,00,000
Ms. Upneet Dugal	19,80,000

Presently, the Company does not have a stock options scheme and did not give any performance linked annual increments for its Directors.

C. THE STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC):

i. Composition of Stakeholders Relationship Committee:

As on March 31, 2019, the composition of the Stakeholders Relationship Committee is in conformity with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

During the year under review, the Stakeholders Relationship Committee comprised two Independent Directors and one Executive Director. There have been no changes in the composition of the committee during the year.

Name of the Director	Category	Position
Mr. Sushil Kumar Khowala	Independent Director	Chairman
Mr. Malkeet Singh Saini	Independent Director	Member
Mr. Rajeev Singh Dugal	Executive Director	Member

Ms. Puja Choudhary is designated as the Company Secretary and Compliance Officer of the Company.

ii. Meetings and Attendance during the year:

During the year one (1) Relationship committee meeting was held on November 14, 2018. The attendance of the Committee members is given hereinafter:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Sushil Kumar Khowala	1	1
Mr. Malkeet Singh Saini	1	1
Mr. Rajeev Singh Dugal	1	1

Mr. Sushil Kumar Khowala, Chairman of the Stakeholders Relationship Committee, was present at the Annual General Meeting of the Company held on 26 September, 2018 to answer members' queries.

iii. Terms of Reference:

The Committee's constitution and terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013, Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the rules framed thereunder, including any amendments thereof, which inter-alia includes:

- a) review all matters connected with the Company's transfer of securities;
- b) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- c) Review of measures taken for effective exercise of voting rights by shareholders;
- d) overseeing and re-materialization, consolidation of shares, etc.;
- e) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- f) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed

dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

The Company Secretary of the Company and the Registrar and Share Transfer Agent, S.K. Infosolutions Private Limited attend to all grievances of the shareholders.

The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

The details of the complaints received during the FY 2018-19 and the status of the same are as below:

- a) Number of pending complaints as on 01.04.2018 – Nil
- b) Number of complaints received during the year – Nil
- c) Number of complaints disposed of during the year – Nil
- d) Number of complaints not solved to the satisfaction of the shareholders during the year – Nil
- e) Number of complaints pending as at 31.03.2019 – Nil

The Company has acted upon all valid requests for share transfer received during 2018-19 and no such transfer is pending.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, and consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent is also submitted to the Stock Exchanges on a half yearly basis.

D. CORPORATE SOCIAL RESPONSIBILITY

The composition of the Corporate Social Responsibility Committee is in conformity with the requirements of Section 135 of the Companies Act, 2013.

During the year under review, the CSR Committee comprised of one Independent Director and two Executive Directors. There have been no changes in the composition of the committee during the year.

Name of the Director	Category	Position
Mr. Rajeev Singh Dugal	Managing Director	Chairman
Ms. Upneet Dugal	Executive Director	Member
Mr. Sushil Kumar Khowala	Independent Director	Member

i. Meetings and Attendance during the year:

The CSR Committee met two times during the

year on August 14, 2018 & March 30, 2019. The attendance of the Committee members is given hereinafter:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Rajeev Singh Dugal	2	2
Ms. Upneet Dugal	2	1
Mr. Sushil Kumar Khowala	2	1

The CSR Policy of the Company duly amended is displayed on the website of the Company at the web-link:

[www.rsdfinancelimited.com/policies\(path\)](http://www.rsdfinancelimited.com/policies(path))

ii. Terms of Reference:

The Committee's constitution and terms of reference are in compliance with the provisions of Section 135 of the Companies Act, 2013 read with rules issued thereunder.

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor process; and
- Recommend the amount of expenditure to be incurred on the activities as above.

E. THE RISK MANAGEMENT COMMITTEE:

i. Composition of Risk Management Committee:

As on March 31, 2019, the Risk Management Committee, consists of members as stated below.

The composition of the Committee is in conformity with the Listing Regulations, with majority of members being Directors of the Company. There have been no changes in the composition of the committee during the year.

Name of the Director	Category	Position
Mr. Malkeet Singh Saini	Independent Director	Chairman
Mr. Sushil Kumar Khowala	Independent Director	Member
Ms. Upneet Dugal	Executive Director	Member

ii. Meetings and Attendance during the year:

During the year no meeting of the risk management committee was held.

iii. Terms of Reference:

The roles and responsibilities of the Risk Management Committee are as prescribed under Regulation 21 of the Listing Regulations and includes monitoring and review of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors, from time to time.

The Company has formulated and implemented a Risk Management Policy covering key aspects as provided under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

14. SECRETARIAL AUDIT

Mr. Sital Prasad Swain, Company Secretaries in practice, has conducted a Secretarial Audit of the Company for the year 2018- 19. The Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable RBI Regulations, Listing Agreements with the Stock Exchanges, applicable SEBI Regulations and other laws applicable to the Company.

The Secretarial Audit Report forms part of the Board’s Report.

15. RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 40(9) of the SEBI Listing Regulations, a certificate on half-yearly basis, have been issued by a Company Secretary in Practice with respect to due compliance of share transfer formalities by the Company.

The Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) (collectively ‘Depositories’) and the total issued and listed capital. The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in

dematerialised form (held with Depositories).

The Report is disseminated to the Stock Exchanges on quarterly basis and is also available on our website www.rsdfinancelimited.com under 'Investor Relations' section.

16. ANNUAL SECRETARIAL COMPLIANCE REPORT

Pursuant to SEBI Circular dated 8th February, 2019, the Annual Secretarial Compliance Report for the financial year 2018-19 issued by Mr. Sital Prasad Swain, Company Secretaries in practice, confirming compliance with all applicable SEBI Regulations and Circulars/Guidelines issued thereunder, has been submitted to the Stock Exchanges within 60 days of the end of the financial year.

17. SUBSIDIARIES

As on 31st March, 2019, the Company has the following three subsidiaries:

- 1) SRP Oil Private Limited (material unlisted subsidiary)
- 2) Precision Automotive Private Limited (wholly owned, material unlisted subsidiary)
- 3) Sigma HTS LLP (Subsidiary of Precision Automotive Pvt. Ltd.)

The Subsidiaries of the Company function independently, with an adequately empowered Board of Directors and sufficient resources. The Financial Statements of the subsidiary Companies are reviewed by the Audit Committee. Minutes of the Board Meetings of the Company's subsidiary are placed before the Board of Directors of the Company regularly

and the attention of the Directors is drawn to all significant transactions and arrangements entered into by them.

Regulation 24 of the Listing Regulations further stipulates that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary. As per the provisions, Mr. Sushil Kumar Khowala, Independent Director has been appointed as a Independent Director on the Board of Precision Automotive Private Limited and SRP Oil Private Limited. Further Mr. Khowala is the representative of Precision Automotive Private Limited in Sigma HTS LLP.

The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company- www.rsdfinancelimited.com

18. GENERAL BODY MEETINGS

Details of the last three general body meetings held are given below:

a) Locations and time of last 3 Annual General Meetings (AGMs) are given below:

Financial Year	Venue	Date & Time
2017-2018	Gyan Manch, 11, Pretoria St, Elgin, Kolkata, West Bengal - 700071	12.30 PM, September 26, 2018
2016-2017	224, AJC Bose Road, 9th Floor, Room No – 902, Krishna Building, Kolkata, West Bengal - 70017	12.30 p.m., September 08, 2017

2015-2016	224, AJC Bose Road, 9 th Floor, Room No – 902, Krishna Building, Kolkata, West Bengal - 70017	02.30 p.m., September 24, 2016
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No Extra-ordinary general meeting of the Members was held during the Financial Year ended March 31, 2019.

There was no special resolution requiring voting through postal ballot during the Financial Year ended March 31, 2019.

There is no special resolution proposed to be conducted through postal ballot till the holding of the AGM.

b) Particulars of Special Resolutions passed in the last three AGMs are given below:

2017-2018	<ul style="list-style-type: none"> • Re - appointment of Mr. Sushil Kumar Khowala as a Non- Executive Independent Director for a second term. • Shifting of Registered office from jurisdiction of one state to another.
2016-2017	<ul style="list-style-type: none"> • Adoption of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. • Adoption of Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013.
2015-2016	Nil

Postal Ballot whenever conducted will be carried out as per the procedure mentioned in Rule 22 of the Companies (Management and Administration) Rules, 2014, including any amendment thereof.

19. MEANS OF COMMUNICATION

i. Financial results: Prior intimation of the Board Meeting to consider and approve Unaudited / Audited Financial Results of the Company is given to the Stock Exchanges and also disseminated on the website of the Company. The Company immediately after conclusion of the meetings of the Board of Directors, within the prescribed time, uploads the aforesaid Financial Results on the website “Listing Centre” of BSE Limited, “Compliance” of CSE Limited and simultaneously uploads the same on the Company’s website www.rsdfinancelimited.com.

The Company also publishes the audited/ unaudited financial results on a quarterly/Annual basis, in the prescribed format, in leading newspapers in English and in the Regional Language viz., Bengali, within the prescribed period.

ii. Newspapers where in results normally published: The Company normally publishes the audited/ unaudited financial results in leading English and Bengali Language newspapers viz., The Financial Express and Arthik Lippi and notifies the same to the Stock Exchange as required under the Listing Regulations.

iii. Website: The Company’s website (www.rsdfinancelimited.com) contains a separate dedicated section “Investor Relations” where shareholders’

information is available. The Company's Annual Report is also available in a downloadable form. All official news releases and filings made to the Stock Exchanges are updated on the Company's website.

iv. Presentations to institutional investors/ analysts: There were no presentations made to institutional investors or to the analysts during the year under review.

v. Annual Report: The Annual Report containing, inter alia, Audited Standalone Financial Statement, Consolidated Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report and Corporate Governance Report forms part of the Directors' Report in the Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website and can be accessed at www.rsdfinancelimited.com.

vi. BSE Corporate Compliance & Listing Centre (the "Listing Centre"): BSE's Listing Centre is a web-based application designed for corporates. All price sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges including periodical compliance filings are made through their respective electronic online filing systems. The same are also available on the Company's website.

vii. SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are – Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

During the year no complaints have been received.

viii. Designated Exclusive email-id: The Company has designated complianceofficer@rsdfinancelimited.com as an e-mail ID for the purpose of registering complaints/ queries/ requests by investors and the same is displayed on the Company's website.

ix. Dematerialisation of shares:

The Company's Shares are tradable compulsorily in electronic form. The International Securities Identification Number ('ISIN') allotted to the Company's Equity shares is INE616F01014.

Further, during Fiscal 2019, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Hence, we request our Shareholders whose shares are in physical mode to dematerialise shares and to update their bank accounts and email ids with their respective DPs.

20. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting :

Date : September 30, 2019
 Day : Monday
 Time : 10:30 AM
 Venue : H. No. – 4, The Alcor Hotel,
 Ramdas Bhatta, Bistupur,
 Jamshedpur - 831001

ii. Corporate Identity Number

L17222JH1963PLC013316

iii. Financial Calendar (tentative)

The Financial year is 1st April to 31st March every year and for the FY 2019-20, the financial results are proposed to be declared as per the following tentative schedule:

Particulars	Schedule
Financial results for the quarter ending June 30, 2019	on or before 14th September, 2019 (in view of 1 st time adoption of Ind-AS)
Financial results for the quarter ending September 30, 2019	on or before 14th December, 2019 (in view of 1 st time adoption of Ind-AS)
Financial results for the quarter ending December 31, 2019	on or before 14th February, 2020
Financial results for the quarter ending March 31, 2020	on or before 30th May, 2020
Annual General Meeting for the year ending March 31, 2020	on or before 30 th September, 2020

iv. Book Closure Period

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of the 56th Annual General Meeting.

v. Dividend Payment Date

Your Directors have not recommended any dividend for the FY 2018-19.

vi. Listing on Stock Exchange & Stock Code

The Company's shares are listed on the following Stock Exchanges:

- **BSE Limited (BSE)**

Floor – 25, PJ Towers, Dalal Street, Mumbai - 400 001

SCRIP CODE - 539875

- **Calcutta Stock Exchange Limited (CSE)**

7, Lyons Range, Kolkata – 700 001

SCRIP CODE – 28123

The listing fees for the year 2018-19 have been paid to the above Stock Exchanges where the securities of the Company are listed. The Annual Custodial Fees for 2018-19 and 2019-20 to NSDL and CDSL has also been paid within the due dates.

vii. Demat ISIN numbers in NSDL and CDSL for equity shares -

INE616F01014

viii. Stock Market Price Data

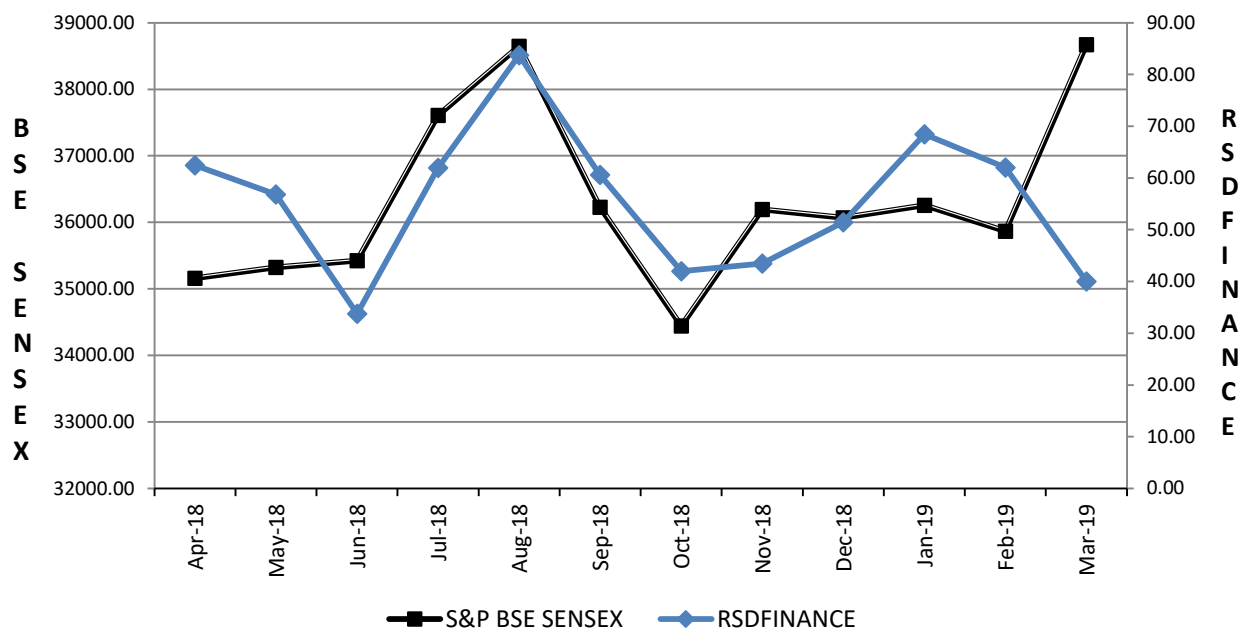
Monthly High and Low of Company’s Shares for the Financial Year 2018 - 19 at BSE and CSE

Month	CSE Limited (CSE)		BSE Limited (BSE)	
	Month’s High Price	Month’s Low Price	Month’s High Price	Month’s Low Price
Apr – 18	N.T	N.T	65.70	47.75
May – 18	N.T	N.T	63.00	47.30
June –18	N.T	N.T	54.00	33.75
July – 18	N.T	N.T	61.95	32.10
Aug – 18	N.T	N.T	83.75	61.75
Sep –18	N.T	N.T	86.50	60.60
Oct –18	N.T	N.T	59.40	40.00
Nov –18	N.T	N.T	46.80	40.40
Dec –18	N.T	N.T	51.45	41.35
Jan –19	N.T	N.T	68.50	54.00
Feb – 19	N.T	N.T	78.75	59.20
Mar - 19	N.T	N.T	65.10	39.30

Note: During the financial year ended March 31, 2019, there was no trading in the equity shares of the Company at CSE. N.T denotes -No Trades

ix. Performance in comparison to broad based indices such as BSE Sensex, CRISIL Index etc. –

The chart below plots the monthly closing price of RSD Finance Limited versus the BSE - Sensex for the year ended March 31, 2019



x. The shares of the Company have not been suspended from trading.

xi. REGISTRAR AND SHARE TRANSFER AGENTS

M/s. S. K. Infosolutions Pvt. Ltd

34/1A, Sudhir Chatterjee Street

Kolkata – 700 006

Tel. No – (033) 2219-4815

Email: skcdilip@gmail.com

xii. SHARE TRANSFER

Trading in Equity Shares of the Company is permitted only in dematerialised form.

SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 amended Regulation 40 of SEBI Listing Regulations which mandated transfer of securities only in dematerialised mode from 5th December, 2018. Pursuant to the above, the Company has sent letters to those shareholders holding shares in physical form advising them to dematerialise their holding.

Further, the said notification was amended on 30th November, 2018 and the date for transfer of securities in physical form was extended from 5th December, 2018 to 1st April, 2019.

Accordingly, now the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with the depository, with effect from 1st April, 2019. However, this restriction shall not be applicable to the request received for transmission or transposition of physical shares.

Members holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares.

During the year, shares in physical form were processed by the Registrar and Share Transfer Agents within 15 days from the date of receipt, provided the documents are valid and complete in all respects. The Transfers are approved by the Board of Directors or the Registrar & Share Transfer Agent of the Company. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance with respect to issue of share certificates as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

xiii. Distribution of Shareholding

Table 1 and Table 2 list the distribution of the shareholding of the Equity Shares of the Company by size and by ownership class as on 31st March, 2019.

TABLE – 1 :- DISTRIBUTION OF SHARE HOLDING BY SIZE AS ON MARCH 31, 2019

Distribution	Shareholders		Shareholding	
	No of Share holders	% to total no of holders	No. of shares	% to Total Shares
1 – 500	665	81.80%	1,35,620	2.10%
501 – 1000	106	13.04%	64,914	1.00%
1001 – 2000	15	1.85%	23,547	0.36%
2001 – 3000	9	1.11%	22,400	0.35%
3001 – 4000	2	0.24%	7,349	0.11%
4001 – 5000	2	0.24%	8,547	0.13%
5001 – 10000	0	0.00%	0	0.00%
10001 & Above	14	1.72%	62,10,863	95.95%
TOTAL	813	100.00%	64,73,240	100.00%

TABLE – 2 :- SHAREHOLDING PATTERN BY OWNERSHIP AS ON MARCH 31, 2019:

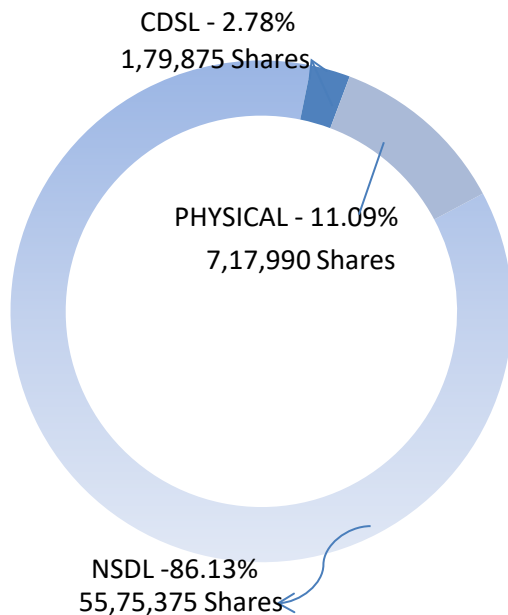
Category of shareholder	Number of shareholders	Total number of shares	As a percentage (%)
Promoter and Promoter Group/Associate Companies, etc.	3	48,49,520	74.92%
Financial Institutions	0	0	0.00%
OCBs/Foreign Companies	0	0	0.00%
Other Bodies Corporate/ Trusts	9	10,09,858	15.60%
General Public	801	6,13,862	9.48%
TOTAL	813	64,73,240	100.00%

xiv. DEMATERIALISATION OF SHARES

Based on a SEBI directive, the Equity shares of the Company are permitted to be traded only in dematerialised form and are available for demat under both the Depositories in India - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2019, a total of 57,55,250 Equity shares of the Company representing 88.91% of the total Equity Share Capital were held in dematerialised form. The entire Promoters' Group shareholding of the Company is in dematerialised form. The bifurcation of shares held in Physical and Demat form as on March 31, 2019 is given below:

For any assistance in converting physical shares in electronic form, investors may approach S.K. Infosolutions Pvt. Ltd or the Company Secretary of the Company.



xv. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on equity

As on 31st March, 2019, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

xvi. Commodity Price Risk/ Foreign Exchange Risk and Hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

Accordingly, the disclosure pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2018/ 0000000141 dated 15th November, 2018 is not required to be furnished by the Company.

xvii. PLANT LOCATION:

NS-13, 2nd Phase,
 Industrial Area
 Adityapur, Jamshedpur – 832 109

xviii. REGISTERED OFFICE

Holding No. – 4, The Alcor Hotel
 Ramdas Bhatta, Bistupur,
 Jamshedpur, Purbi Singhbhum,
 Jharkhand – 831 001

xix. ADDRESS FOR CORRESPONDENCE

Shareholders may correspond with the Registrar and Transfer Agents at:

M/s. S.K. Infosolutions Private Limited
 34/1A, Sudhir Chatterjee Street
 Kolkata – 700 006
 Tel No – (033) 2219-4815
 Email id – skcdilip@gmail.com

on all matters relating to transfer, transmission, dematerialisation of shares, payment of dividend, change of address, change in bank details and any other query relating to the Equity Shares of the Company.

For any query on the Annual Report please contact the Company Secretary & Compliance Officer of the Company:

Ms. Puja Choudhary
RSD Finance Limited
Holding No. – 4, The Alcor Hotel
Ramdas Bhatta
Bistupur, Jamshedpur
Jharkhand – 831001
Tel No –+91 7280009199
Email id: rsdfinance.ltd@gmail.com

Your Company can also be visited at its website: www.rsdfinancelimited.com

Shareholders are requested to quote their Folio No./DP ID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its RTA.

21. DISCLOSURES

A. Disclosures of Transactions with Related Party

The Company has put in place a policy for Related Party Transactions (RPT Policy) which has been approved by the Board of Directors. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/ Board/ Shareholders, reporting and disclosure requirements in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same

can be assessed at the Company's website at www.rsdfinancelimited.com.

During the Financial Year 2018-19, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director's remuneration. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in material conflict with the interest of the Company.

You may refer to Note no. 21 to the financial statement which contains related party disclosures. No materially significant related party transactions have been entered into during FY 2018-19 having potential conflict of interest.

B. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years:

The Company has always complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets. There has been no instance of non-compliance with any legal requirements during the year under review or during the last three years.

None of the Company's listed securities are suspended from trading.

C. Accounting treatment in preparation of Financial Statements:

The guidelines/ accounting standards laid

down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013, have been followed in preparation of the financial statements of the Company.

D. Whistle Blower Policy/Vigil Mechanism:

The Company has a Vigil Mechanism/ Whistle-Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. A facility is available to report to the management, on a confidential basis, any practices or actions believed to be inappropriate or illegal under the Company's Code of Conduct. The Code provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

This mechanism has been communicated to all concerned and posted on the Company's website www.rsdfinancelimited.com.

During the year under review, no employee was denied access to the Audit Committee.

E. Code for Prevention of Insider Trading Practices:

The Company has formulated and adopted the 'Internal Code of Practices & Procedures for prevention of Insider Trading' in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

During the year, the Company has in accordance with the provisions of the

Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, amended the 'Internal Code of Practices & Procedures for prevention of Insider Trading' by incorporating the 'Policy for determination of Legitimate purposes', forming part of the Code.

The provisions of the Code are designed to prohibit Designated Persons from trading in the Company's Securities when in possession of Unpublished Price Sensitive Information ("UPSI"). The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with Securities of the Company and cautions them of the consequences of violations.

All the Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

F. Policy and procedure for inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information:

The Company has formulated the "Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information" in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The objective of this Policy is to inter alia, strengthen the internal control systems to prevent leak of Unpublished Price Sensitive Information ("UPSI"), restrict/prohibit communication of UPSI with unauthorized person(s) and curb the unethical practices of sharing sensitive information by persons having access to UPSI.

G. Familiarisation Programme:

The Company has conducted the Familiarisation Program for Independent Directors. The Program aims to provide insights into the Company to enable the Directors to understand its business in depth, to acclimatize them with the processes and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company at <http://www.rsdfinancelimited.com/investorrelations/codes&policies> (Path)

H. Policy for determining Material Subsidiaries

Your Company has formulated a Policy for determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has been hosted on the website of the Company and can be accessed through the web link www.rsdfinancelimited.com

I. Recommendations of Committees:

In the financial year 2018-19 the board has accepted all recommendations of its Committees.

J. Total fees paid to the Statutory Auditors and all entities in the network firm/ entities

The total fees for all services paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditors is a part, is ₹1,75,000/-

K. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Status of complaints for the Financial Year 2018-19 is as follows:

a.	Number of complaints received during the financial year	Nil
b.	Number of complaints disposed off during the financial year	Nil
c.	Number of complaints pending as at the end of the financial year	Nil

L. Compliance with Regulation 34(3) and Part F of Schedule V of the Listing Regulations

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

M. Nomination Facility

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/SH-14.

N. During the year under review, The Company has complied with the mandatory requirements of listing regulations. Further, the Company has also put its best endeavor to comply non mandatory requirements.

- O. During the FY ended March 31, 2019 the Company did not engage in commodity price risk and commodity hedging activity.
- P. No funds have been raised through public issue of Equity or Debt in the form of public or right or preferential issue during the year under review.
- Q. There has been no instance of non-compliance of any requirement of Corporate Governance Report as prescribed under SEBI (Listing Obligation and Disclosure Requirements).
- R. **Adoption of Non - Mandatory Requirements of Regulation 27 read with Part E of Schedule II of SEBI Listing Regulations**

(a) Shareholder Rights

Half-yearly and other quarterly financial statements are published in newspapers, uploaded on Company's website www.rsdfinancelimited.com and submitted to Stock exchanges on which Equity shares of the Company are listed viz., the BSE Limited and Calcutta Stock Exchange Limited;

(b) Modified opinion(s) in audit report

It has always been the Company's endeavor to present financial statements with unmodified audit opinion. The Statutory Auditors have issued an unmodified audit opinion on the Company's financial statements for the year ended 31st March, 2019.

(c) Reporting of Internal Auditor

The Internal Auditor reports directly to the

Audit Committee and they participate in the meetings of the Audit Committee of the Board and present their Internal Audit observations/reports to the Audit Committee.

- 22. **The Company has fully complied with the applicable requirements specified in Regulation 17 to 27 and Clause (b) to Clause (i) of sub-regulation 2 of Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements).**

23. Compliance with the Code of Conduct

The Company has adopted the "Code of Conduct for Directors & Senior Management Personnel" and "Code of Conduct for Independent Directors". The Code incorporates the duties of Directors and Employees. The Codes are available on the website of the Company at

<https://www.rsdfinancelimited.com/investorrelations/codes&policies> (path).

All the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct for the financial year 2018-19. A declaration to this effect, signed by the Managing Director & CEO, forms part of this Report.

24. Certificates from Practicing Company Secretaries

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by Sital Prasad Swain, Practicing Company Secretaries, is annexed to this report.

As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from Sital Prasad Swain, Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority.

25. Certification by Managing Director and Chief Financial Officer:

In terms of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015, a certificate from the Managing Director (MD) and the Chief Financial Officer (CFO) of the Company confirming, amongst other aspects, about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee, were taken on record at the Board meeting held on May 30, 2019 and the same is annexed hereinafter and forms a part of this Annual Report.

26. Auditors Certificate on Corporate Governance:

Certificate from the Company's Auditors, M/s. Prasad Kumar & Co., confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Directors' Report forming part of the Annual Report.

For and on behalf of the Board of Directors

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

**Sd/-
Upneet Dugal
Director
DIN - 07680726**

Place: Jamshedpur
Date: August 27, 2019

CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Para C [10(i)] of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,
RSD Finance Limited
Jamshedpur

On the basis of verification of undertakings provided by all the directors appointed on the Board of Directors of RSD Finance Limited (“the Company”), on non-applicability of Section 164 (1) and Section 164 (2) of the Companies Act, 2013, I hereby certify that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India or any such statutory authority during the financial year ended on 31st March, 2019.

Sd/-

Sital Prasad Swain
Practicing Company Secretary
F6338 CP No.6814

Place: Jamshedpur
Date: 30th May, 2019

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

To,
The Members
RSD Finance Limited

Sub: Declaration by the Managing Director under Para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Rajeev Singh Dugal, Managing Director of RSD Finance Limited, hereby affirm and declare, to the best of my knowledge and belief and on behalf of the Board of Directors of the Company and senior management personnel, that:

- The Board of Directors has laid down a code of conduct for all Board Members and senior management of the Company;
- The code of conduct has been posted on the website of the Company;
- The code of ethics code of conduct has been complied with.

For RSD Finance Limited

Sd/-
Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: 30th May, 2019

PRACTISING CHARTERED ACCOUNTANTS CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

**The Members
RSD Finance Limited**

We have examined the relevant records of “RSD Finance Limited” (the Company) for the purpose of certifying compliance of the conditions of the Corporate Governance under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the Financial Year 31st March, 2019. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. The management along with the Board of Directors are responsible in implementation and maintenance of internal control and procedures to ensure compliance with conditions of corporate governance as stated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our examination was limited to review of the procedures and implementations thereof, adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the company in accordance with the Generally Accepted Auditing Standards in India to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanation given to us, we certify that Company has complied with all the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For M/s. Prasad Kumar & Co.
Chartered Accountants
Firm Registration No. 008816C

Sd/-
Rajesh Prasad
Partner
Membership No. 075409

Place: Jamshedpur
Date: August 24, 2019

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

(In Terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015)

To,

The Board of Directors
RSD Finance Limited

We, Rajeev Singh Dugal and Rechan Chhabra, in our respective capacities as Managing Director and Chief Financial Officer of RSD Finance Limited (“the Company”), to the best of our knowledge and belief certify that –

- a. We have reviewed the financial statements and the cash flow statement of RSD Finance Limited for the financial year ended on 31st March, 2019 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any material untrue statement or omit any material fact nor do they contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company’s internal control system over financial reporting..

RAJEEV SINGH DUGAL
Managing Director

RECHAN CHHABRA
Chief Financial Officer

Place: Jamshedpur Date: May 30, 2019

STATUTORY AUDITORS CERTIFICATE

We have examined the books of accounts and other records of **RSD FINANCE LIMITED** for the Financial Year ended March 31, 2019 on the basis of the information submitted to us, we certify the following:

Sl. No.	Particulars	Details
1	Name of the company	RSD FINANCE LIMITED
2	Certificate of Registration No.	05.01970
3	Registered office Address	H. No-04, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001
4	Corporate office Address	H. No-04, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001
5	The company has been classified by RBI as : (Investment Company / Loan Company / AFC / NBFC-MFI / NBFC-Factor / IFC / IDF- NBFC)	Non – Deposit taking NBFC
6	Net Owned Fund (in ₹ Crore) <i>(Calculation of the same is given in the Annex I)</i>	49.24 Crore
7	Total Assets (in ₹ Crore)	53.85 Crore
8	Asset-Income pattern: (in terms of RBI Press Release 1998- 99/1269 dated April 8, 1999) a) % of Financial Assets to Total Assets b) % of Financial Income to Gross Income <i>(NBFC-Factor / NBFC-MFI / AFC / IFC may also report separately below)</i>	 74.14% 80.52%

9	Whether the company was holding any Public Deposits, as on March 31, 2019?	No
10.	Has the company transferred a sum not less than 20% of its Net Profit for the year to Reserve Fund? (in terms of Sec 45-IC of the RBI Act, 1934).	Yes
11	Has the company received any FDI? If Yes, did the company comply with the minimum capitalization norms for the FDI?	No
12	If the company is classified as an NBFC-Factor; a) % of Factoring Assets to Total Assets b) % of Factoring Income to Gross Income	N.A.
13	If the company is classified as an NBFC-MFI; % of Qualifying Assets to Net Assets (refer to Notification DNBS.PD.No.234 CGM (US) 2011 dated December 02, 2011)	N.A.
14	If the company is classified as an AFC; a) % of Advances given for creation of physical / real assets supporting economic activity to Total Assets b) % of income generated out of these assets to Total Income	N.A.
15	If the company is classified as an NBFC- IFC % of Infrastructure Loans to Total Assets	N.A.

16	<p>Has there been any takeover/acquisition of control/ change in shareholding/ Management during the year which required prior approval from RBI?</p> <p><i>(please refer to per DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015 on the subject for details)</i></p>	No
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In terms of paragraph 2 of Notification No. DNBS.201/DG(VL) - 2008 dated September 18, 2008, a separate report to the Board of Directors of the company has been made.

I have read and understood paragraph 5 of Notification No. DNBS.201/DG (VL) - 2008 dated September 18, 2008.

For M/s. Prasad Kumar & Co.
Chartered Accountants
Firm Registration No. 008816C

Sd/-

Rajesh Prasad
Partner
Membership No. 075409
UDIN – 19075409AAAAAC7158

Place: Jamshedpur

Date: August 24, 2019

Annexure - 1

	Capital Funds - Tier I	(₹ In crore)
1.	Paid up Equity Capital	6.47
2.	Pref. shares to be compulsorily converted into equity	0.00
3.	Free Reserves:	
	a. General Reserve	1.19
	b. Share Premium	0.00
	c. Capital Reserves	0.02
	d. Debenture Redemption Reserve	0.00
	e. Capital Redemption Reserve	0.00
	f. Credit Balance in P&L Account	33.54
	g. Other free reserves	0.00
4.	Special Reserves	8.05
	Total of 1 to 4	49.27
5.	Less: i. Accumulated balance of loss	0.00
	ii. Deferred Revenue Expenditure	0.00
	iii. Deferred Tax Assets (Net)	0.04
	iv. Other intangible Assets	0.00
	Owned Fund	49.23
6.	Investment in shares of (i) Companies in the same group	0.00
	(ii) Subsidiaries	2.08
	(iii) Wholly Owned Subsidiaries	0.01
	(iv) Other NBFCs	0.00
7.	Book value of debentures, bonds outstanding loans and advances, bills purchased and is counted (including H.P. and lease finance) made to, and deposits with (i) Companies in the same group	
	(ii) Subsidiaries	0.00
	(iii) Wholly Owned Subsidiaries/Joint Ventures Abroad	0.00
8.	Total of 6 and 7	2.09
9.	Amount in item 8 in excess of 10% of Owned Fund	0.00
10.	Net Owned Fund	49.23

ANNEXURE – 2
COMPUTATION OF FINANCIAL INCOME FOR FY 2018-19

PARTICULARS	AMOUNT
Non – Financial	
Job Work as per P& L Account	1,23,29,183.36
Other Income	14,31,602.32
Rent Income	-
Net Gain on sale of fixed assets	-
	1,37,60,785.68
Financial Income	
Interest Income	2,41,47,124.35
Dividend Income	2,99,640.24
Net Gain on sale of investments	3,24,25,589.16
Other Income	
	5,68,72,353.75
Total Income	7,06,33,139.43
% of Financial Income to Total Income	80.52%

COMPUTATION OF FINANCIAL ASSET FOR FY 2018-19

Break-up of Financial Asset	Amount
Investment in Unquoted Shares	2,08,86,050.00
Investment in quoted Shares	13,78,516.00
Investments in Mutual Funds	5,70,66,567.96
Investments in Bonds	1,50,00,000.00
Investments in Debentures	15,23,74,922.79
Investments in PMS	9,41,51,426.07
Inter Corporate Deposits	5,27,71,250.00
Bank Balances	56,12,322.08
Total Financial Assets	39,92,41,054.90
Total Assets	53,84,73,548.33
% of Financial Assets to Total Assets	74.14%

To
The Board of Directors,
RSD FINANCE LIMITED

As required under Non - Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2016 and on the basis of information and explanation given to us, we report that:

3A)

1. The company is engaged in the business of non-banking financial institution as defined in section 45-1(a) of the RBI Act and meeting the Principal Business Criteria (Financial asset/income pattern) as laid down vide the Bank's press release dated April 08, 1999, and directions issued by DNBR, the company has obtained a Certificate of Registration from the Bank.
2. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2019 in our opinion the Company is entitled to continue to hold such certificate of Registration in terms of its Principal Business Criteria (Financial asset/income pattern).
3. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2019 in our opinion the company is meeting the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

3C)

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31st March, 2019.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non - Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2016.
4. The Company is not a systematically Important Company as defined in Paragraph 3(xxviii) of the Non - Banking Financial Company – Non systematically Important Company Non Deposit taking Company (Reserve Bank) Directions, 2016.

For M/s PRASAD KUMAR & CO.
Chartered Accountants
FRN. 008816C

Sd/-

RAJESH PRASAD
PARTNER
Membership No. 075409

Place- Jamshedpur
Date – 30.05.2019

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of RSD Finance Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of RSD Finance Limited (“the Company”), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in

this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the

audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i). The Company does not have any pending litigations which would impact its financial position.
 - (ii). The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - (iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)

Sd/-

(Rajesh Prasad)
Partner
M. No.: 075409

Date: The 30th day of May, 2019
Place: Jamshedpur

‘Annexure A’ CARO 2016 Report on the standalone financial statement of RSD Finance Limited for the year ended March 31, 2019

To the Members of RSD Finance Limited

[Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date to the members of **RSD Finance Limited** on the accounts of the company for the year ended 31st March, 2019]

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

i. In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of its inventories:

The Company does not have any inventory during the year, Hence this point of report is not applicable.

iii. The company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) (d) of the Companies Act, 2013 in respect of any of the products dealt with by the company.

vii. In respect of statutory dues:

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales

Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2019 for a period of more than six months from the date of becoming payable.

- b) According to the information and explanations provided to us, by the management, there are no disputed dues of sales tax, income tax, custom tax, excise duty, service tax, and cess.
- viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer.
- x. In our opinion and according to the information and explanation given to us, no material fraud by the company and no material fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations give to us and based on our examination of the records of the

Company, the Company has paid / provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.

- xii. In our opinion and according to the information and explanation given to us, the Company is not a nidhi company. Accordingly Paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations provided to us and based on the examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations provided to us and based on the examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations provided to us and based on the examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.

xvi. The Company is already a Non-Banking Financial Company and is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

Sd/-

**(Rajesh Prasad)
Partner
M. No. – 075409**

**Place: Jamshedpur
Date: The 30th Day of May, 2019**

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **RSD Finance Limited** ('the Company') as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with

the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls

system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

Sd/-

**(Rajesh Prasad)
Partner
M. No. – 075409**

**Place: Jamshedpur
Date: The 30th Day of May, 2019**

RSD Finance Limited		Amount in (₹)	
Standalone Balance Sheet as at 31st March, 2019			
Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	6,47,32,400	6,47,32,400
(b) Reserves and Surplus	4	42,80,84,562	36,94,64,126
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	56,60,185	60,15,232
(3) Current Liabilities			
(a) Other Current Liabilities	6	2,68,94,882	1,01,94,796
(b) Short-Term Provisions	7	1,31,01,519	1,32,06,060
TOTAL		53,84,73,548	46,36,12,614
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	1,49,35,854	1,64,54,236
(b) Non-Current Investments	9	40,27,60,945	24,34,38,597
(c) Deferred Tax Assets (Net)	25	4,37,290	4,12,142
(d) Long-Term Loans and Advances	10	5,31,59,760	5,36,69,760
(2) Current Assets			
(a) Current Investment	11	4,81,84,538	13,65,57,005
(b) Trade Receivables	12	23,02,970	19,14,481
(c) Cash and Cash Equivalents	13	56,12,322	34,95,557
(d) Short-Term Loans and Advances	14	2,75,574	3,34,271
(e) Other Current Assets	15	1,08,04,295	73,36,565
TOTAL		53,84,73,548	46,36,12,614

See accompanying notes to the financial statements

As per our report of even date attached

FOR PRASAD KUMAR & CO.
Chartered Accountants
(FRN No. 008816C)

Sd/-

(Rajesh Prasad)

Partner

Membership No. 075409

Place : Jamshedpur

Dated: The 30th day of May, 2019

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

Sd/-

Rajeev Singh Dugal

Managing Director

DIN - 00052037

Sd/-

Rechan Chhabra

Chief Financial Officer

Sd/-

Upneet Dugal

Director

DIN - 07680726

Sd/-

Puja Choudhary

Company Secretary

RSD Finance Limited
Standalone Profit & Loss Statement for the year ended 31st March, 2019

		Amount in (₹)	
Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
I. Revenue from Operations	16	3,64,76,308	2,81,27,202
II. Other Incomes	17	3,41,56,831	4,15,41,434
III. Total Revenue (I + II)		7,06,33,139	6,96,68,635
IV. Expenses:			
Employee Benefit Expenses	18	84,70,818	70,06,357
Finance Costs	19	1,88,402	3,93,201
Depreciation and Amortization Expenses	8	14,73,788	19,74,444
Other Expenses	20	1,17,39,016	1,96,21,870
Provision for Substandard Assets		(66,18,036)	66,18,036
Total Expenses		1,52,53,988	3,56,13,908
V Profit Before Tax & Extraordinary items (III – IV)		5,53,79,151	3,40,54,727
VI Extraordinary Items	17	1,64,55,406	-
VII Profit Before Tax (V + VI)		7,18,34,557	3,40,54,727
VIII Tax Expense:			
(1) Current tax		1,31,01,519	65,88,024
(2) Deferred Tax	25	(25,148)	(1,00,003)
IX Profit/ (Loss) for the Period (V – VI)		5,87,58,186	2,75,66,707
X Earnings Per Equity Share			
(1) Basic		9.08	4.26
(2) Diluted		9.08	4.26
See accompanying notes to the financial statements			

As per our report of even date attached

FOR PRASAD KUMAR & CO.
Chartered Accountants
(FRN No. 008816C)

Sd/-

(Rajesh Prasad)**Partner****Membership No. 075409****Place : Jamshedpur****Dated: The 30th day of May, 2019**
For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-

Rechan Chhabra
Chief Financial Officer

Sd/-

Upneet Dugal
Director
DIN – 07680726

Sd/-

Puja Choudhary
Company Secretary

RSD FINANCE LIMITED

Standalone Cash Flow Statement for the period ended 31st March 2019

	Current Year		Previous Year	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A Cash Flow From Operating Activities				Amount in (₹)
Net Profit before Tax		5,53,79,151		3,40,54,727
Add : Adjustments for				
Depreciation		14,73,788		19,74,444
Provision		(66,18,036)		66,18,036
profit & loss appropriation		(1,37,750)		(8,34,704)
		5,00,97,153		4,18,12,503
Less : Adjustment for				
Dividend Received	2,99,640		70,84,364	
Interest Income	2,41,47,125	2,44,46,765	1,62,62,547	2,33,46,911
Operating Profit before Working Capital Changes		2,56,50,389		1,84,65,592
Adjustments for:-				
Current Assets				
(a) Current Investment	8,83,72,467		(8,38,05,277)	
(b) Trade Receivables	(3,88,489)		(12,23,465)	
(c) Short-Term Loans and Advances	58,697		(2,97,558)	
(d) Other Current Assets	34,67,730)	8,45,74,945	25,84,895	(8,27,41,406)
Current Liabilities				
(a) Other Current Liabilities	1,67,00,086	1,67,00,086	1,74,578	1,74,578
Net cash generated from operating activities		12,69,25,420		(6,41,01,236)
Tax Paid/Provided		65,88,024		92,30,949
Net cash generated from operation [A]		12,03,37,396		(7,33,32,185)
B Cash Flow From Investing Activities				
(Purchase)/Sale of Investments	(15,93,22,348)		53,73,092	
Gain on Sale of Land	1,64,55,406		-	
Loans & Advances	5,10,000		3,82,25,502	
Dividend Received	2,99,640		70,84,364	
Interest Received	2,41,47,125		1,62,62,547	
Sale/(Purchase) of Assets	44,594		(25,34,895)	
Net cash from investing activities [B]		(11,78,65,584)		6,44,10,610
C Cash Flow From Financing Activities				
Proceeds from long term borrowings	(3,55,047)		11,44,181	
Net cash from financing activities [C]		(3,55,047)		11,44,181
Net Increase/(Decrease) in Cash & Cash equivalents [A+B+C]		21,16,765		(77,77,394)
Cash & Cash equivalents (Opening balance)		34,95,557		1,12,72,951
Cash & Cash equivalents (Closing balance)		56,12,322		34,95,557

FOR PRASAD KUMAR & CO.
 Chartered Accountants
 (FRN No. 008816C)

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

Sd/-

 Sd/-
(Rajesh Prasad)
 Partner
 Membership No. 075409

Sd/-

Rajeev Singh Dugal
 Managing Director
 DIN - 00052037

Sd/-

Upneet Dugal
 Director
 DIN - 07680726

Place : Jamshedpur
 Dated: The 30th day of May, 2019

Sd/-

Rechan Chhabra
 Chief Financial Officer

Sd/-

Puja Choudhary
 Company Secretary

Notes forming Integral part of the Standalone Financial Statements

NOTE # 1

CORPORATE INFORMATION

The Company is duly incorporated under the provisions of Companies Act 1956 as a Public Limited Company. The company also holds the status of Non - Banking Finance Company under the provisions of RBI and engaged in the business of Non - Banking Financing Activities.

NOTE # 2

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Accounting Policies:

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting following generally accepted accounting principles in India (GAAP) and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, to the extent applicable and directions prescribed by the Reserve Bank of India. The financial statements are presented in Indian rupees.

2.2. Revenue Recognition:

Income and expenditure are accounted for on accrual basis, wherever ascertainable.

Dividends are recognised only when the right to receive is established.

Interest Income is recognised as and when they become accrued.

2.3. Fixed Assets:

Fixed assets are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets comprises of purchase price and all other attributable costs of bringing the assets to working condition for intended use.

2.4. Depreciation:

On fixed assets, depreciation is provided on Written Down Value Method. The rates of depreciation prescribed in Schedule II to the Companies Act, 2013, are considered as minimum rates.

Leasehold Land is not depreciated or amortized.

2.5. Investment:

Investments are accounted for as per accounting standard-13 issued by ICAI and duly notified by the Central Government.

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

2.6. Retirement Benefits:

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

2.7. Contingent Liabilities:

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly

Notes forming Integral part of the Standalone Financial Statements

within the control of the enterprise, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.

2.8. Foreign exchange transactions

The Company during the year did not have foreign exchange transaction.

- 2.9.** No provision has been made in respect of accrued gratuity liability and leave encashment benefit as on 31/03/2019 and these will be accounted for on cash basis.

2.10. Taxation

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

- 2.11.** The Company has not accepted any Public Deposits during the year under review and the Board of Directors have passed resolution to the effect that the Company has neither accepted Public Deposit nor would accept any public Deposit during the year.
- 2.12.** Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

Notes forming Integral part of the Standalone Financial Statements

Particulars	Amount in (₹)			
	As at 31st March, 2019	As at 31st March, 2018		
NOTE # 3				
SHARE CAPITAL				
Authorised Capital				
65,00,000 Equity Shares of ₹ 10/- each (P.Y. 65,00,000 Equity Shares of ₹10/- each)	6,50,00,000	6,50,00,000		
Issued, Subscribed and Paid up				
64,73,240 Equity Shares of ₹ 10/- each (P.Y. 64,73,240 Equity Shares of ₹10/- each)	6,47,32,400	6,47,32,400		
	6,47,32,400	6,47,32,400		
NOTE # 3(A)				
RECONCILIATION OF THE NUMBER OF SHARES AT THE BEGINNING & END OF THE REPORTING PERIOD				
Number of shares at the beginning of the year	64,73,240	64,73,240		
Addition during the year	-	-		
Number of shares at the end of the year	64,73,240	64,73,240		
NOTE # 3(B)				
SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES, SPECIFYING THE NUMBER OF SHARES HELD				
Name of the Shareholder	No of shares	%	No of shares	%
Rajeev Singh Dugal	40,44,540	62.48%	40,44,540	62.48%
K U Benefit Trust	7,91,000	12.22%	7,91,000	12.22%
NOTE # 3(c)				
RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES				
The company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.				
NOTE # 4				
RESERVES AND SURPLUS				
(a) Capital Reserve				
As per last Balance Sheet	2,36,775	2,36,775		
Addition during the year	-	-		
	2,36,775	2,36,775		
(b) Statutory Reserve				
As per last Balance Sheet	6,87,26,754	6,32,13,413		
Addition during the year	1,17,51,637	55,13,341		
	8,04,78,391	6,87,26,754		
(c) Surplus i.e. Balance in the Statement of Profit & Loss				
As per last Balance Sheet	28,85,79,038	26,73,60,377		
Addition during the year	5,87,58,186	2,75,66,707		
Less: P/L Appropriation	1,37,750	8,34,704		
Less: Transfer to Statutory Reserve	1,17,51,637	55,13,341		
	33,54,47,837	28,85,79,038		

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
As per last Balance Sheet	1,19,21,558	1,19,21,558
Addition during the year	-	-
	1,19,21,558	1,19,21,558
	42,80,84,562	36,94,64,126

NOTE # 5

LONG-TERM BORROWINGS

Secured Loan

Vehicle Loan from HDFC Bank(Fortuner)

8,41,758

11,96,805

* The vehicle loan is financed by way of hypothecation of the vehicle financed.

i) The vehicle loan(Fortuner) to be repaid at an EMI of ₹ 36,801

Unsecured Loan

Ashdil Trading Co (P) Ltd

39,81,217

39,81,217

Polo Suppliers (P) Ltd

8,37,210

8,37,210

56,60,185

60,15,232

NOTE # 6

OTHER CURRENT LIABILITIES

Current Maturities of Long-Term Debt

3,55,047

4,35,240

Other Payables:

a) Liability Against Salary

5,05,172

3,24,755

b)TDS Payable

2,94,924

1,42,288

c)EPF/ESIC Payable

17,849

17,004

d) GST Payable

1,36,002

46,313

e) Other Creditors

2,55,85,888

92,29,196

2,68,94,882

1,01,94,796

NOTE # 7

SHORT-TERM PROVISIONS

Provision for Tax

1,31,01,519

65,88,024

Provision for Substandard

-

66,18,036

1,31,01,519

1,32,06,060

NOTE # 8

Amount in (₹)

TANGIBLE ASSETS AS ON 31ST MARCH 2019

S.NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
		COST AS ON 01.04.2018	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2019	UPTO 01.04.2018	FOR THE YEAR	UPTO 31.03.2019	NET CARRYING AMOUNT AS ON 31.03.2019	NET CARRYING AMOUNT AS ON 31.03.2018
1	Land	62,67,862	-	44,594	62,23,268	-	-	-	62,23,268	62,67,862
2	Capital WIP at Adityapur	0	-	-	0	-	-	-	0	0
3	Building	14,68,848	-	-	14,68,848	13,25,992	16,012	13,42,004	1,26,844	1,42,856
4	Building (Staff Quarter)	57,51,184	-	-	57,51,184	6,68,284	4,82,876	11,51,160	46,00,024	50,82,900
5	Flat	30,32,300	-	-	30,32,300	12,29,674	1,57,804	13,87,478	16,44,822	18,02,626
6	Plant & Machinery	17,91,588	-	-	17,91,588	12,01,906	60,192	12,62,098	5,29,490	5,89,682
7	Lab Apparatus	17,375	-	-	17,375	17,374	-	17,374	1	1
8	Electric Installation	10,37,957	-	-	10,37,957	10,12,957	-	10,12,957	25,000	25,000
9	Generator Set	3,04,562	-	-	3,04,562	3,02,562	-	3,02,562	2,000	2,000
10	Furniture & Fixtures	2,57,670	-	-	2,57,670	2,49,553	3,116	2,52,669	5,001	8,117
11	Computer	3,57,972	-	-	3,57,972	3,29,296	11,268	3,40,564	17,408	28,676
12	Xerox Machine	1,21,436	-	-	1,21,436	1,21,435	-	1,21,435	1	1
13	Motor Cycle	35,303	-	-	35,303	34,303	-	34,303	1,000	1,000
14	Motor Car (Mercedes Benz)	25,39,846	-	-	25,39,846	24,09,845	-	24,09,845	1,30,001	1,30,001
15	Motor Car (Toyota Fortuner)	48,39,296	-	-	48,39,296	27,40,580	6,55,428	33,96,008	14,43,288	20,98,716
16	Motor Car (Honda Amaze)	14,09,950	-	-	14,09,950	11,68,940	81,404	12,50,344	1,59,606	2,41,010
17	Air Conditioner	49,521	-	-	49,521	42,985	1,016	44,001	5,520	6,536
18	Office Equipment	89,438	-	-	89,438	89,436	-	89,436	2	2
19	Printer	7,000	-	-	7,000	6,650	-	6,650	350	350
20	Refrigerator	33,000	-	-	33,000	19,014	2,472	21,486	11,514	13,986
21	Telephone & Mobile	29,750	-	-	29,750	16,835	2,200	19,035	10,715	12,915
	TOTAL	2,94,41,859	-	44,594	2,93,97,265	1,29,87,622	14,73,788	1,44,61,410	1,49,35,854	1,64,54,236
	Previous Year	2,69,06,964	30,93,286	5,58,391	2,94,41,859	1,10,13,178	19,74,444	1,29,87,622	1,64,54,236	1,58,93,785

Particulars	As at		Amount in (₹)	
	31st March, 2019		31st March, 2018	
NOTE # 9				
NON-CURRENT INVESTMENTS				
Investments in Equity Instruments				
(a) Equity Shares (Quoted)	No. of Shares		No. of Shares	
Sanraa Media Limited	2,25,000	2,60,546	2,25,000	2,60,546
<i>(Market Value of the above shares NIL)</i>		2,60,546		2,60,546
(b) Equity Shares (Unquoted)				
SRP Oil Pvt. Ltd	25,83,800	2,07,86,050	25,83,800	2,07,86,050
Precision Automotive Pvt. Ltd	1,000	1,00,000	1,000	1,00,000
		2,08,86,050		2,08,86,050
(c) Investments in Mutual Funds				
JM Equity Fund		-		28,44,910
Principal Emerging Blue Chip Fund		50,00,000		50,00,000
Tata India Consumer Fund		50,00,000		50,00,000
<i>(Market Value of the quoted securities Rs. 1,01,04,741) P. Y. 1,28,55,545/-</i>		1,00,00,000		1,28,44,910
(d) Investments in Bonds				
HUDCO Tax Free Bonds		1,50,00,000		1,50,00,000
		1,50,00,000		1,50,00,000
(e) Investments in Debentures				
Indostar Credit Fund		5,52,928		13,20,122
Ansal Hi-tech Township Ltd.		-		6,61,80,358
Earthcon Infracon Private Limited		3,12,16,152		2,00,00,000
SC Credit Fund		1,50,00,000		12,50,000
Walton Street Blacksoil Real Estate Trust		4,52,61,870		3,00,00,000
Tata Capital Financial Services Limited		5,00,00,000		-
Aaditri Estate Developers Pvt. Ltd		1,03,43,973		-
		15,23,74,923		11,87,50,480
(f) Investments in PMS				
Quest Investment Advisors Pvt. Ltd.		1,55,74,884		1,45,16,558
Unifi Capital Private Limited		98,01,567		96,31,241
Edelweiss Infrastructure Fund		1,00,00,000		-
Zodious Technology Opportunity Fund		96,54,975		1,00,00,000
Alteria Capital India Fund		91,20,000		40,48,812
Avendus Absolute Return Fund		2,00,00,000		2,00,00,000
Axis New Opportunities AIF		50,00,000		25,00,000
VEC Strategic Growth Fund		1,50,00,000		1,50,00,000
		9,41,51,426		7,56,96,611

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
(g) Investments in Property		
3 Plots at Versalia	11,00,88,000	-
	40,27,60,945	24,34,38,597

NOTE # 10**LONG-TERM LOANS AND ADVANCES****Secured****Corporate Loan**

ALM Infotech City Pvt. Ltd.	1,58,10,000	1,50,00,000
Connect Residuary Pvt Ltd	45,31,250	82,81,250
ILD Millennium Pvt Ltd	3,24,30,000	3,00,00,000

Unsecured, Considered Good**Security Deposits with:**

(a) FD to High Court	18,300	18,300
(b) JUSCO	3,32,760	3,32,760
(c) Others	37,450	37,450
	5,31,59,760	5,36,69,760

NOTE # 11**CURRENT INVESTMENTS****Investments in Equity Instruments**

(a) Equity Shares (Quoted)	Number		Number	
Bank of Baroda	3,000	3,83,020	10,000	17,05,425
Mirza International	-	-	5,000	8,64,862
Mahindra & Mahindra	4,000	-	4,000	-
MTNL	60,000	7,34,950	-	-
IDFC Ltd	-	-	10,000	7,20,248
IDFC Bank Ltd	-	-	10,000	4,68,672
(Market Value of the quoted securities Rs. 38,01,550/-) P.Y. Rs. 59,66,850		11,17,970		37,59,207

(b) Investments in Mutual Funds

IDFC Corporate Bond Fund	38,51,836	-
IDFC Dynamic Equity Fund	-	10,17,877
IDFC Monthly Income Plan	80,49,292	80,49,292
IDFC Money Manager Fund	23,83,544	51,80,917
Kotak India Growth Fund	-	1,00,00,000
Kotak Treasury Advantage Fund (G)	8,64,520	-
Reliance Liquid Fund	-	7,56,62,584
Reliance Regular Savings Fund - Debt	-	3,00,00,000

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
Reliance Hybrid Bond Fund	3,19,00,052	-
Tata Liquid Fund	17,323	-
Tata Short Term Bond Fund	-	28,87,128
(Market Value of the Mutual Funds Rs. 5,07,45,523/-) P.Y. 14,23,10,325/-	4,70,66,568	13,27,97,798
	4,81,84,538	13,65,57,005

NOTE # 12

TRADE RECEIVABLES

Unsecured, Considered Good

- Outstanding for a period exceeding six months	3,05,227	1,13,059
- Others	19,97,743	18,01,422
	23,02,970	19,14,481

NOTE # 13

CASH AND CASH EQUIVALENTS

Balance with Banks	53,83,999	30,07,516
Cash in Hand	2,28,323	4,88,041
<i>(as per cash book and duly certified by the management)</i>	56,12,322	34,95,557

NOTE # 14

SHORT-TERM LOANS AND ADVANCES

Kotak Securities Ltd	(3,664)	(1,962)
Advance to staff	1,02,838	36,233
Other Advances	1,76,400	3,00,000
	2,75,574	3,34,271

NOTE # 15

OTHER CURRENT ASSETS

Balance with Revenue Authorities	1,08,04,295	73,36,565
	1,08,04,295	73,36,565

NOTE # 16

REVENUE FROM OPERATIONS

Sale of Services	1,23,29,183	1,18,64,655
Interest Income	2,41,47,125	1,62,62,547
	3,64,76,308	2,81,27,202

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 17(A)		
OTHER INCOMES		
Other Incomes	14,31,602	9,63,380
Dividend Income	2,99,640	70,84,364
Net Gain on sale of Fixed Assets	-	10,01,609
Net Gain on sale of Shares/MF/Investment	3,24,25,589	3,24,92,081
	3,41,56,831	4,15,41,434
NOTE # 17(B)		
EXTRAORDINARY ITEMS		
Profit on sale of Land	1,64,55,406	-
	1,64,55,406	-
NOTE # 18		
EMPLOYEE BENEFIT EXPENSES		
Salaries	27,41,878	25,41,039
Stipend	10,73,970	7,38,313
Contribution to PF and Other Funds	1,20,266	2,66,277
Directors Remuneration	31,80,000	21,00,000
Staff & Labour Welfare Expenses	13,54,704	13,60,728
	84,70,818	70,06,357
NOTE # 19		
FINANCE COSTS		
Interest on Unsecured Loan	-	2,26,635
Interest Others	68,750	7,436
Interest on Car Loan	1,19,652	1,59,130
	1,88,402	3,93,201
NOTE # 20(A)		
OTHER MANUFACTURING EXPENSES		
Store and Hardware Consumed	25,85,396	36,11,612
Job Charges	15,52,476	18,66,262
Repair & Maintenance	-	1,36,162
Loading & Unloading Charges	79,243	17,380
Power & Fuel	11,45,172	13,73,886
	53,62,287	70,05,302

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 20(B)		
ADMINISTRATIVE AND SELLING EXPENSES		
Advertisement Expenses	51,950	51,264
Auditors' Remuneration	52,500	50,000
Bad Debts	-	19,51,855
Bank Charges & Interest	18,198	17,323
Business Promotion Expenses	1,09,460	60,417
Conveyance & Travelling	5,59,497	10,49,905
Demat Charges	3,182	2,502
Directors Sitting Fees	34,000	27,000
Fees & Subscription	1,07,405	42,492
General Expenses	6,761	68,923
Insurance Charges	5,09,547	4,54,691
Listing Fees & Stock Exchange Charges	3,17,575	3,72,244
Management and Upfront Fees	3,63,351	44,36,849
Office Maintenance	2,66,345	90,450
Postage ,Telegram & Telephone	1,32,726	77,032
Printing & Stationery	1,60,203	1,45,599
Professional Fees & Expenses	11,45,117	20,83,695
Legal Expenses	7,13,500	54,500
Rent, Rates & Taxes	2,29,093	70,137
Repair & Maintenance	5,93,335	5,87,613
ROC Charges	7,150	14,300
Security Charges	9,94,407	9,07,777
Security Transaction Tax	1,427	-
	63,76,729	1,26,16,568
Total(a+b)	1,17,39,016	1,96,21,870

NOTE# 21**RELATED PARTY DISCLOSURES:**

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

Subsidiaries Companies	Precision Automotive Pvt Ltd. S R P Oil Private Limited
Step Down Subsidiary	Sigma HTS LLP
Key Management Personnel	Rajeev Singh Dugal (Managing Director) Upneet Dugal (Executive Director) Rechan Chhabra (Chief Financial Officer) Puja Choudhary (Company Secretary)
Enterprise Over Which KMP is able to Exercise Significant Influence:	Premium Residency Pvt. Ltd. Jharkhand Agro Farms Ban Infra & Developers LLP

Transactions during the Year	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
Services Availed	161.19	0.36
a. Rajeev Singh Dugal	0.36	0.36
b. Precision Automotive Pvt. Ltd.	160.83	-
Services Rendered	-	15.34
a. Precision Automotive Pvt Ltd.	-	15.34
Managerial Remuneration	31.80	21.00
a. Rajeev Singh Dugal	12.00	12.00
b. Upneet Dugal	19.80	9.00
Outstanding balance as on 31.03.2019	160.83	-
a. Precision Automotive Pvt. Ltd.	160.83	-

NOTE# 22

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

NOTE# 23

ACCOUNTING STANDARD (AS) 17- SEGMENT REPORTING :

Information about Primary Business Segments

(₹ In Lacs)

<u>Particulars</u>	<u>Finance</u>	<u>Job Work</u>	<u>Unallocable</u>	<u>Total</u>
Total Revenue	583.04	123.29	-	706.33
P.Y.	578.04	118.65	-	696.69
Segment Result before Interest, Exceptional Items and Tax	508.34	47.34	-	555.68
P.Y.	320.63	23.85	-	344.48
Less : Interest Expenses				1.88
P.Y				3.93
Profit before Taxes				553.79
				340.55
Taxes				130.76
				64.88
Profit after Taxes				423.03
				275.67
Segment Assets	5,192.62	187.75	4.37	5,384.74
	4,442.21	189.82	4.10	4,636.13
Segment Liabilities	379.09	77.48	-	456.57
	211.49	82.68	-	294.17
Capital Expenditure	-	(0.45)	-	(0.45)
	-	25.35	-	25.35
Depreciation	9.15	5.59	-	14.74
	13.55	6.19	-	19.74

NOTE # 24**EARNINGS PER SHARE (EPS):**

	Current Year	Previous Year
No of Ordinary Shares at the Beginning of the year	64,73,240	64,73,240
No of Ordinary Shares at the End of the year	64,73,240	64,73,240
Weighted Average No. of Ordinary Shares Outstanding during the year	64,73,240	64,73,240
Profit (Loss) after tax for calculation of Basic EPS	5,87,58,186	2,75,66,707
Profit (Loss) after tax for calculation of Diluted EPS	5,87,58,186	2,75,66,707
Basic Earnings per share (₹)	9.08	4.26
Diluted Earnings per share (₹)	9.08	4.26

NOTE# 25**DEFERRED TAX ASSET/ LIABILITY (NET):**

	Deferred Tax Asset/(-) Liability as at	Current Year Charge/ (Credit)	Deferred Tax Asset/(-) Liability as at
	01.04.18		31.03.19
Deferred Tax Liability			
Difference between Book and Income Tax Depreciation	4,12,142	25,148	4,37,290

NOTE# 26**DIRECTORS REMUNERATION**

	Current Year	Previous Year
Salaries		
Mr. Rajeev Singh Dugal	12,00,000	12,00,000
Ms. Upneet Dugal	19,80,000	9,00,000

NOTE # 27

RBI SCHEDULE FOR NBFC'S :

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

		As at 31st March, 2019	
		Amount Outstanding	Amount Overdue
		(₹ in Lacs)	
Liabilities Side:			
1. Loans and Advances availed by the NBFC'S inclusive of interest accrued thereon but not paid :			
(a)	Debentures :		
	Secured	NIL	NIL
	Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits)		
(b)	Deferred Credits	NIL	NIL
(c)	Term Loans	11.97	NIL
(d)	Inter-Corporate Loans & Borrowings	48.18	NIL
(e)	Commercial Paper	NIL	NIL
(f)	Other Loan (specify nature)	NIL	NIL
2. Break-up (1)(f) above (Outstanding public deposits inclusive of Interest accrued thereon but not paid) :			
(a)	In the form of Unsecured Debentures	NIL	NIL
(b)	In the form of partly secured debentures where there is a shortfall in the value of security	NIL	NIL
(c)	Other Public Deposits	NIL	NIL
		Amount Outstanding As on 31.03.2019 (₹ In Lacs)	
Assets Side:			
3. Break-up of Loans and Advances including bills receivable [other than those including in (4) below]:			
(a)	Secured		527.71
(b)	Unsecured		3.89
Break-up of Leased Assets and Stock on hire and other assets counting Towards AFC activities:			
(l)	Lease Assets including lease rentals under sundry debtors :		NIL
(a)	Financial Lease		NIL
(b)	Operating Lease		NIL

RSD Finance Limited

(II)	Stock on hire including hire charges under sundry debtors :		NIL
(a)	Assets on hire		NIL
(b)	Reposessed Assets		NIL
(III)	Other Loans counting towards AFC activities :		NIL
(a)	Loans where Assets have been reposessed		NIL
(b)	Loans other than (a) above		NIL
4.	Break-up of Investments:		
	Current Investments		
(I)	Quoted		
(a)	Shares :	(i) Equity	11.18
		(ii	
) Preference	NIL
(b)	Debentures & Bonds		NIL
(c)	Units of Mutual Funds		470.67
(d)	Government Securities		NIL
(e)	Other (please specify)		NIL
(II)	Unquoted		
(a)	Shares :	(i) Equity	NIL
		(ii) Preference	NIL
(b)	Debentures & Bonds		NIL
(c)	Units of Mutual Funds		NIL
(d)	Government Securities		NIL
(e)	Other (please specify)		NIL
	Long Term Investments		
(I)	Quoted		
(a)	Shares :	(i) Equity	2.61
		(ii) Preference	NIL
(b)	Debentures & Bonds		1673.75
(c)	Units of Mutual Funds		100.00
(d)	Government Securities		NIL
(e)	Other (PMS)		941.51
(II)	Unquoted		
(a)	Shares :	(i) Equity	208.86
		(ii) Preference	NIL

(b) Debentures & Bonds	NIL
(c) Units of Mutual Funds	NIL
(d) Government Securities	NIL
(e) Other (please specify)	NIL

5. Borrower group-wise classification of assets financed as in (2) and (3) above:

₹ In Lacs			
Category	Amount net of Provision		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
Companies in the same			
(b) group	NIL	NIL	NIL
(c) Other Related Parties	NIL	NIL	NIL
2. Other than Related Parties	527.71	3.89	531.60

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

Category	Market Value / Break Up / Fair Value / NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	208.86	208.86
(b) Companies in the same group	NIL	NIL
(c) Other Related Parties	NIL	NIL
2. Other than Related Parties	3,984.11	3,936.29

7. Other Information:

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

NOTE # 28

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

As per our report of even date attached

FOR PRASAD KUMAR & CO.
Chartered Accountants
(FRN No. 008816C)

Sd/-
(Rajesh Prasad)
Partner
Membership No. 075409

Place : Jamshedpur
Dated: The 30th day of May, 2019

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

Sd/-	Sd/-
Rajeev Singh Dugal Managing Director DIN No - 00052037	Upneet Dugal Director DIN - 07680726

Sd/-	Sd/-
Rechan Chhabra Chief Financial Officer	Puja Choudhary Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of RSD Finance Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of RSD Finance Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss and the consolidated cash flows Statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, of consolidated profit/loss and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the ethical requirements that are relevant to our audit of the consolidated

financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider

whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the

Directors of the Holding Company, as aforesaid. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial

statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future

events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements / financial information of three subsidiaries whose financial statements / financial information reflect total assets of Rs. 161,26,95,840.50 as at 31st March, 2019, total revenues of Rs. 53,10,22,159.25 and net cash flows amounting to Rs. 1,78,45,976.92 for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial

statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and

jointly controlled companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure A**.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities.

- b) The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)

Sd/-

(Rajesh Prasad)
Partner
M. No.: 075409

Date: The 30th day of May, 2019
Place: Jamshedpur

Annexure A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **RSD Finance Limited** (hereinafter referred to as "the Holding Company") as of 31 March 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide

a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)

Sd/-

(Rajesh Prasad)
Partner
M. No. – 075409

Place: Jamshedpur
Date: The 30th Day of May, 2019

RSD Finance Limited			
Consolidated Balance Sheet as at 31st March, 2019			
			Amount in (₹)
Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	6,47,32,400	6,47,32,400
(b) Reserves and Surplus	4	1,31,00,51,625	1,20,54,48,495
(2) Minority Interest		16,67,88,649	15,30,73,808
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	5	13,44,43,782	16,61,56,375
(b) Deferred Tax Liability (Net)	6	32,20,383	36,89,811
(4) Current Liabilities			
(a) Short-Term Borrowings	7	1,92,27,130	3,23,31,030
(b) Trade Payables	8	1,19,03,006	1,13,93,874
(c) Other Current Liabilities	9	8,17,74,732	4,08,34,311
(d) Short-Term Provisions	10	5,25,71,142	4,25,15,189
TOTAL		1,84,47,12,849	1,72,01,75,292
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		48,65,90,228	53,64,43,720
(ii) Capital WIP		63,86,980	67,40,120
(iii) Intangible Assets		62,98,294	83,97,726
(b) Non-Current Investments	12	83,94,99,502	62,60,49,562
(c) Long-Term Loans and Advances	13	5,20,29,497	5,79,53,016
(2) Current Assets			
(a) Current Investment	14	28,99,24,957	39,03,81,178
(b) Inventories	15	1,68,74,320	1,44,50,040
(c) Trade Receivables	16	2,41,28,292	1,49,63,099
(d) Cash and Cash Equivalents	17	3,25,40,144	1,25,77,401
(e) Short-Term Loans and Advances	18	9,04,40,635	5,22,19,430
TOTAL		1,84,47,12,849	1,72,01,75,292
See accompanying notes to the financial statements			
As per our report of even date attached			
FOR PRASAD KUMAR & CO.		For and on behalf of the Board of Directors of	
Chartered Accountants		RSD Finance Limited	
(FRN No. 008816C)		Sd/-	Sd/-
Sd/-		Rajeev Singh Dugal	Upneet Dugal
(Rajesh Prasad)		Managing Director	Director
Partner		DIN - 00052037	DIN - 07680726
Membership No. 075409		Sd/-	Sd/-
Place : Jamshedpur		Rechan Chhabra	Puja Choudhary
Dated: The 30th day of May, 2019		Chief Financial Officer	Company Secretary

RSD Finance Limited
Consolidated Profit & Loss Statement for the year ended 31st March, 2019

Amount in (₹)

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
I. Revenue from Operations	19	53,53,06,709	38,17,43,474
II. Other Incomes	20	6,61,40,538	8,57,66,023
III. Total Revenue (I + II)		60,14,47,247	46,75,09,497
IV. Expenses:			
Cost of Material Consumed	21	19,01,46,528	9,86,49,679
Cost of Store Consumed	22	2,70,14,042	1,88,98,066
Employee Benefit Expenses	23	4,35,96,821	4,43,13,316
Finance Cost	24	1,69,69,263	1,94,98,941
Depreciation and Amortization Expenses	25	6,45,73,559	7,23,08,016
Provisions		(59,832)	1,31,65,488
Other Expenses	26	14,92,75,364	14,52,02,474
Total Expenses		49,15,15,745	41,20,35,980
V Profit before extraordinary items and tax (III - IV)		10,99,31,502	5,54,73,516
VI Extraordinary Items	27	4,16,28,500	1,15,61,394
VII Profit before Tax (III + IV)		15,15,60,002	6,70,34,910
VIII Tax Expense:			
(1) Current tax		3,47,13,515	1,80,50,278
(2) Deferred Tax		(4,69,427)	(16,71,790)
IX Profit/ (Loss) for the Period (V - VI)		11,73,15,914	5,06,56,422
X Share of Profit/(Loss) attributable to Minority Interest		1,27,14,841	34,97,882
XI Profit For the Year		10,46,01,073	4,71,58,540
XII EPS		16.16	7.29

See accompanying notes to the financial statements

As per our report of even date attached

FOR PRASAD KUMAR & CO.
 Chartered Accountants
 (FRN No. 008816C)

Sd/-

(Rajesh Prasad)
 Partner
 Membership No. 075409

Place : Jamshedpur
 Dated: The 30th day of May, 2019

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

Sd/-

Rajeev Singh Dugal
 Managing Director
 DIN - 00052037

Sd/-

Rechan Chhabra
 Chief Financial Officer

Sd/-

Upneet Dugal
 Director
 DIN - 07680726

Sd/-

Puja Choudhary
 Company Secretary

RSD Finance Limited
Consolidated Cash Flow Statements for the year ended 31st March, 2019

	Current Year		Previous Year	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Cash Flow From Operating Activities				
Net Profit before Tax		15,15,60,002		6,70,34,910
Depreciation		6,45,73,559		7,23,08,016
Less : Adjustment for		21,61,33,561		13,93,42,926
Profit on Sale of Investment	4,59,17,975		3,94,93,731	
Dividend Received	84,39,237		2,71,40,963	
Interest Income	5,61,88,689	11,05,45,901	5,67,67,263	12,34,01,958
Operating Profit before Working Capital Changes		10,55,87,660		1,59,40,968
Adjustments for:-				
Current Assets				
Inventories	(24,24,281)		(18,67,267)	
Trade Receivables	(91,65,193)		(77,62,663)	
Short-Term Loans and Advances	(3,82,21,205)		10,24,38,117	
Other Current Assets	10,04,56,221		(12,36,52,034)	
Short Term Borrowings	(1,31,03,900)		(4,70,86,038)	
Trade Payables	5,09,132		(48,22,984)	
Other Current Liabilities	4,09,40,421		(24,49,403)	
Short Term Provisions	(66,07,284)	7,23,83,911	1,50,85,279	(7,01,16,992)
Net cash generated from operating activities		17,79,71,571		(5,41,76,024)
Tax Paid/Provided		1,80,48,221		2,71,33,037
Net cash generated from operation [A]		15,99,23,350		(8,13,09,061)
Cash Flow From Investing Activities				
Profit on sale of Shares	4,59,17,975		3,94,93,731	
(Purchase)/Sale of Investments	(21,34,49,940)		7,07,01,473	
Loans & Advances	59,23,520		(3,72,32,194)	
Dividend Received	84,39,237		2,71,40,963	
Interest Received	5,61,88,689		5,67,67,263	
Purchase of Fixed Assets /Additions due to conso	(1,22,67,496)		(11,54,45,797)	
Net cash from investing activities [B]		(10,92,48,016)		4,14,25,440
Cash Flow From Financing Activities				
Increase in Capital Contribution in Subsidiary	10,00,000		-	
Proceeds from long term borrowings	(3,17,12,593)		2,18,48,979	
Net cash from financing activities [C]		(3,07,12,592)		2,18,48,979
Net Increase/(Decrease) in Cash & Cash equivalents [A+B+C]		1,99,62,742		(1,80,34,642)
Cash & Cash equivalents (Opening balance)		1,25,77,401		3,06,12,043
Cash & Cash equivalents (Closing balance)		3,25,40,143		1,25,77,401
FOR PRASAD KUMAR & CO. Chartered Accountants (FRN No. 008816C)	For and on behalf of the Board of Directors of RSD Finance Limited			
	Sd/-		Sd/-	
Sd/- (Rajesh Prasad) Partner Membership No. 075409	Rajeev Singh Dugal Director DIN No - 00052037		Upneet Dugal Director DIN - 07680726	
	Sd/-		Sd/-	
Place : Jamshedpur Dated: The 30th day of May, 2019	Rechan Chhabra Chief Financial Officer		Puja Choudhary Company Secretary	

Notes forming Integral part of the Consolidated Financial Statements

NOTE# 1 CORPORATE INFORMATION

The Company is duly incorporated under the provisions of Companies Act 1956 as a Public Limited Company. The company also holds the status of Non - Banking Finance Company under the provisions of RBI and engaged in the business of Non - Banking Financing Activities.

NOTE# 2

2.0. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation:

The Consolidated Financial statements consist of RSD Finance Limited (" the Company") and its subsidiary company (collectively referred to as "the Group"). The consolidated financial statements have been prepared on the following basis:

- The financial statements of the company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per accounting standard 21- "Consolidated Financial Statements" notified by company's (accounting standards) Rules, 2006.
- The financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the company i.e. 31st march, 2019

The List of Subsidiary Company which is included in the consolidation and the Group Holdings therein is as under.

Name of the Company / Body Corporate		Precision Automotive Pvt. Ltd	SRP Oil Pvt. Ltd	Sigma HTS LLP
Ownership in %	2018-19	100	52.55	65
	2017-18	100	52.55	65
Country of Incorporation		India	India	India

2.1. Accounting Policies:

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting following generally accepted accounting principles in India (GAAP) and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, to the extent applicable and directions prescribed by the Reserve Bank of India. The financial statements are presented in Indian rupees.

2.2. Revenue Recognition:

Income and expenditure are accounted for on accrual basis, wherever ascertainable.
Dividend are recognised only when the right to receive is established.
Interest Income is recognised as and when they become accrued.

2.3. Fixed Assets:

Fixed assets are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets comprises of purchase price and all other attributable costs of bringing the assets to working condition for intended use. The WDV of those assets whose useful life has expired as per the provision of Schedule-II to the Companies Act 2013 has been charged off to Reserve and Surplus available.

- 2.4. Depreciation:**
On fixed assets, depreciation is provided on written down Value method. The rates of depreciation prescribed in Schedule II to the Companies Act, 2013, are considered as minimum rates.
Leasehold Land is not depreciated or amortized.
- 2.5. Investment:**
Investments are accounted for as per Accounting Standard-13 issued by ICAI and duly notified by the Central Government
Long Term Investments are stated at cost of acquisition until there is a permanent diminution in the value of the investment.
- 2.6. Retirement Benefits:**
Contribution to Provident Fund is made at prescribed rates and charged to the Profit & Loss Account. Leave Encashment is accounted for in the year in which option of encashment is exercised by the employee.
- 2.7. Contingent Liabilities:**
Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.
- 2.8. Foreign exchange transactions**
The Company during the year did not have foreign exchange transaction.
- 2.9.** No provision has been made in respect of accrued gratuity liability and leave encashment benefit as on 31/03/2019 and these will be accounted for on cash basis.
- 2.10. Taxation**
Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date.
Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.
- 2.11.** The Company has not accepted any Public Deposits during the year under review and the Board of Directors have passed resolution to the effect that the Company has neither accepted Public Deposit nor would accept any public Deposit during the year.
- 2.12.** Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

Amount in (₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE # 3		
SHARE CAPITAL		
Authorised Capital		
65,00,000 Equity Shares of ₹ 10/- each (P.Y. 65,00,000 Equity Shares of ₹ 10/- each)	6,50,00,000	6,50,00,000
Issued, Subscribed and Paid up		
64,73,240 Equity Shares of ₹ 10/- each (P.Y. 64,73,240 Equity Shares of ₹ 10/- each)	6,47,32,400	6,47,32,400
	6,47,32,400	6,47,32,400

NOTE # 3(A)

RECONCILIATION OF THE NUMBER OF SHARES AT THE BEGINNING OF THE REPORTING PERIOD

Number of shares at the beginning of the year	64,73,240	64,73,240
Addition during the year	-	-
Number of shares at the end of the year	64,73,240	64,73,240

NOTE # 3(b)

SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES, SPECIFYING THE NUMBER OF SHARES HELD

Name of the Shareholder	No of shares	%	No of shares	%
Rajeev Singh Dugal	40,44,540	62.48%	40,44,540	62.48%
K U Benefit Trust	7,91,000	12.22%	7,91,000	12.22%

NOTE # 3(C)

RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES

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

NOTE # 4

RESERVES AND SURPLUS

(a) Capital Reserve

As per last Balance Sheet	12,87,56,063	12,87,56,063
Addition during the year	-	-
	12,87,56,063	12,87,56,063

(b) Statutory Reserve

As per last Balance Sheet	6,87,26,754	6,32,13,412
Addition during the year	1,17,51,637	55,13,341
	8,04,78,391	6,87,26,754

(c) Surplus (Profit & Loss Account)

As per last Balance Sheet	46,11,32,757	42,04,41,160
Addition during the year	10,46,01,073	4,71,58,540
Less: P/L Appropriation	(2,057)	9,53,602
Less: Proposed Dividend including DDT	-	-
Less: Transfer to Statutory Reserve	1,17,51,637	55,13,341
	55,39,84,250	46,11,32,757

(d) General Reserve

As per last Balance Sheet	54,68,32,921	54,68,32,921
Add: Addition during the year	-	-
	54,68,32,921	54,68,32,921
	1,31,00,51,625	1,20,54,48,495

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 5		
LONG-TERM BORROWINGS		
<u>Secured Loan</u>		
Vehicle Loan from Axis Bank (Fortuner)	8,41,758	11,96,805
Vehicle Loan from Axis Bank (Brezza)	3,75,313	6,32,269
Term Loan From AXIS Bank Ltd	11,29,87,099	13,92,47,688
Term Loan From IDBI Bank Ltd	99,00,000	1,16,00,000
<u>Unsecured Loan</u>	1,03,39,612	1,34,79,612
	13,44,43,782	16,61,56,375

a) Term Loans from Axis Bank are secured by exclusive hypothecation charge on stock, book debts and all other current assets present and future, exclusive hypothecation charge on entire movable assets present & future, equitable mortgage of leasehold land admeasuring area around 0.88 acres located at Ramdas Bhatta Area, Bistupur, Jamshepur along with building of "Hotel The Alcor" & admeasuring area around 8.09 acres located at Mouza-Tiruldih, Khata No-62, Plot No-2, Saraikela Thana No. 148, Jharkhand in the name of "SIGMA HTS LLP".

i. Term Loan having a limit of Rs. 100 Lacs, repayable in 96 monthly installments commenced from Mar' 2016.

ii. Term Loan having a limit of Rs. 1,450 Lacs, repayable in 120 monthly installments commenced from Dec' 2018.

b) Term Loans from IDBI Bank are secured by exclusive hypothecation charge on Solar Plant located at Newai Rajasthan.

i. Term Loan having a limit of Rs. 150 Lacs, repayable in 29 Quarterly installments commenced from Jan'2017.

c) Vehicle Loan from HDFC Bank are secured by hypothecation charge on vehicles.

i. Term Loan sanctioned for Toyota Fortuner Rs. 18 Lacs, EMI of Rs. 36,801 commenced from May' 2017.

ii. Term Loan sanctioned for Maruti Breeza Rs. 7 Lacs, EMI of Rs. 14,446 commenced from Sep' 2017.

NOTE # 6

DEFERRED TAX LIABILITY (NET)

Deferred Tax Liability (Net)	32,20,383	36,89,811
	32,20,383	36,89,811

NOTE # 7

SHORT-TERM BORROWINGS

From Banks

Cash Credit from IDBI Bank Ltd	-	2,36,762
Cash Credit from AXIS Bank Ltd	94,91,554	25,67,301
OD from Kotak Mahindra Bank Ltd	-	1,33,15,766
Others	97,35,576	1,62,11,201
	1,92,27,130	3,23,31,030

**Cash Credit is secured by way of
Primary Security**

Exclusive charge by way of hypothecation on entire current assets of company both present & future.

Cash Credit from Axis Bank are secured by exclusive hypothecation charge on stock, book debts and all other current assets present and future, exclusive hypothecation charge on entire movable assets present & future, equitable mortgage of leasehold land admeasuring area around 0.88 acres located at Ramdas Bhatta Area, Bistupur, Jamshedpur along with building of "The Alcor Hotel" & admeasuring area around 8.09 acres located at Mouza-Tiruldih, Khata No-62, Plot No-2, Saraikela Thana No. 148, Jharkhand in the name of "SIGMA HTS LLP".

Personal Guarantee

Personal guarantee of Mr. Rajeev Singh Dugal (Director) and Mrs. Kawaljeet Dugal.

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 8		
TRADES PAYABLE		
Stores	-	16,75,657
Raw Material	1,19,03,006	97,18,217
	1,19,03,006	1,13,93,874
Less: Inter Company Outstanding	-	-
	1,19,03,006	1,13,93,874

NOTE # 9

OTHER CURRENT LIABILITIES

Current Maturities of Long-Term Debt	2,04,80,295	39,56,871
Creditors		
(i) Total Outstanding dues of MSME	24,68,776	-
(ii) Total Outstanding dues of Creditors other than MSME	5,05,66,153	3,01,83,918
Government Liabilities	18,65,443	-
Accrued Salary & Wages	45,91,597	33,93,585
Audit Fees Payable	1,66,150	2,31,750
TDS Payable	4,22,335	4,08,789
GST Payable	1,74,548	15,67,934
Other Payable	9,64,678	9,24,225
EPF/ESIC Payable	74,756	1,67,239
	8,17,74,732	4,08,34,311

NOTE # 10

SHORT-TERM PROVISIONS

Provision for Dividend Distribution Tax	11,18,204	11,07,452
Provision for Dividend	54,40,000	54,40,000
Provision for Substandard Assets	-	66,18,036
Provision for Tax	3,47,13,515	1,80,50,278
Others	1,12,99,423	1,12,99,423
	5,25,71,142	4,25,15,189

NOTE # 11										
FIXED ASSETS AS ON 31ST MARCH 2019										
Sl. no.	Particulars	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
		Cost as on 01.04.2018	Additions during the year	Sale / disposal during the year	Total as on 31.03.2019	Up to 01.04.2018	For the year	Up to 31.03.2019	Net carrying amount as on 31.03.2019	Net carrying amount as on 31.03.2018
A	Tangible Assets									
1	Land	5,39,66,686	-	5,11,204	5,34,55,482	-	-	-	5,34,55,482	5,39,66,686
2	Building	24,95,73,817	74,38,739	34,43,859	25,35,68,696	5,80,86,653	1,30,42,531	7,11,29,184	18,24,39,512	19,14,87,164
3	Plant & Machinery	32,24,96,422	1,00,64,085	28,81,681	32,96,78,826	10,33,77,506	3,57,69,876	13,91,47,382	19,05,31,444	21,91,18,916
4	Electric Installation	5,32,83,988	9,30,511	1,44,299	5,40,70,200	2,66,53,781	47,55,050	3,14,08,831	2,26,61,369	2,66,30,206
5	Generator Set	3,04,562	-	-	3,04,562	3,02,562	-	3,02,562	2,000	2,000
6	Furniture & Fixtures	4,38,64,432	9,47,978	1,06,985	4,47,05,425	3,56,90,439	24,94,443	3,81,84,882	65,20,543	81,73,993
7	Computer	96,89,555	3,30,180	-	1,00,19,735	74,65,448	8,07,443	82,72,891	17,46,844	22,24,107
8	Xerox Machine	1,21,436	-	-	1,21,436	1,21,435	-	1,21,435	1	1
9	Vehicle	1,61,85,624	-	-	1,61,85,624	95,95,482	19,01,977	1,14,97,458	46,88,166	65,90,142
10	Solar Power Plant	3,43,00,000	-	-	3,43,00,000	88,15,043	32,44,235	1,20,59,278	2,22,40,722	2,54,84,957
11	Office Equipment	33,01,621	86,100	12,072	33,75,649	26,26,867	91,625	27,18,491	6,57,158	6,74,755
12	Air Conditioner	2,12,956	-	44,178	1,68,778	1,58,759	4,499	1,63,258	5,520	54,197
13	Printer	7,000	-	-	7,000	6,650	-	6,650	350	350
14	Refrigerator	33,000	-	-	33,000	19,014	2,472	21,486	11,514	13,986
15	Telephone & Mobile	29,750	-	-	29,750	16,835	2,200	19,035	10,715	12,915
16	LED Television	53,76,955	-	32,679	53,44,276	33,67,611	3,57,777	37,25,388	16,18,888	20,09,344
	Sub Total (A)	79,27,47,804	1,97,97,593	71,76,957	80,53,68,440	25,63,04,084	6,24,74,128	31,87,78,212	48,65,90,228	53,64,43,720
B	Capital WIP									
1	Building	67,40,120	63,86,980	67,40,120	63,86,980	-	-	-	63,86,980	67,40,120
	Sub Total (B)	67,40,120	63,86,980	67,40,120	63,86,980	-	-	-	63,86,980	67,40,120
C	Intangible Assets									
1	ROC Filing Fees	8,99,470	-	-	8,99,470	8,99,470	-	8,99,470	-	-
2	Copyright	60,674	-	-	60,674	60,674	-	60,674	-	-
3	Pre-Operative Expenses	99,14,937	-	-	99,14,937	19,82,987	19,82,987	39,65,975	59,48,962	79,31,950
4	Pre-Incorporation Expenses	5,82,220	-	-	5,82,220	1,16,444	1,16,444	2,32,888	3,49,332	4,65,776
	Sub Total (C)	1,14,57,301			1,14,57,301	30,59,575	20,99,431	51,59,007	62,98,294	83,97,726
	Total (A+B+C)	81,09,45,225	2,61,84,573	1,39,17,077	82,32,12,721	25,93,63,660	6,45,73,559	32,39,37,219	49,92,75,502	55,15,81,566
	Previous Year	69,54,99,428	36,07,54,148	24,53,08,351	81,09,45,225	18,70,55,644	7,23,08,016	25,93,63,660	55,15,81,565	50,84,43,785

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 12		
NON-CURRENT INVESTMENTS		
Investments in Property	66,16,775	66,16,775
	66,16,775	66,16,775
Investments in Equity Instruments		
(a) Equity Shares (Quoted)	No. of Shares	No. of Shares
Sanara Media Limited	4,50,000	3,09,681
Lord Chlora Alkali Limited	2,000	20,000
	4,19,679	14,09,681
(b) Shares (Unquoted)		
Investment in Equity Shares	No. of Shares	No. of Shares
Reflexallen India Private Ltd	1,62,290	1,62,290
Investment in Preference Shares		
Reflexallen India Private Ltd	9,444	9,444
	2,56,73,400	2,56,73,400
(c) Investments in Mutual Funds		
JM Equity Fund	-	28,44,910
Principal Emerging Blue Chip Fund	50,00,000	50,00,000
Tata India Consumer Fund	50,00,000	50,00,000
	1,00,00,000	1,28,44,910
(d) Investments in Bonds		
HUDCO Tax Free Bonds	2,50,00,000	2,50,00,000
	2,50,00,000	2,50,00,000
(e) Investments in NCD/ICD/PMS		
Alteria Capital India Fund	91,20,000	40,48,812
Aaditri Estate Developers Pvt. Ltd	1,03,43,973	-
Avendus Absolute Return Fund	2,00,00,000	2,00,00,000
Axis New Opportunities AIF	50,00,000	25,00,000
Earthcon Infracon Private Limited	3,12,16,152	2,00,00,000
Elvera Realtor Pvt. Ltd	3,91,11,024	5,02,71,716
Excel Dwellings India Private Limited	2,11,10,000	2,11,10,000
Edelweiss Infrastructure Fund	1,00,00,000	-
IDFC Real Estate Fund	84,51,106	1,10,59,611
India Bulls High Yield Fund	97,10,442	98,04,126
Indostar Credit Fund	5,52,928	13,20,122
NCD with Ansal Hi Tech Township	14,62,71,541	22,89,09,988
NCD with Indiabulls Real Estate Fund	84,61,304	1,54,37,335
IDFC - India Equity Hedge Conservative Fund	1,00,00,000	1,00,00,000
PMS with ICICI	5,70,99,939	5,95,35,343
Quest Investment Advisors Pvt. Ltd	1,55,74,884	1,45,16,558
SC Credit Fund	3,00,00,000	25,00,000
Shriram Properties Pvt. Ltd	3,00,00,000	-
Kanth Avenue LLP	3,00,00,000	-
Shreenathji Developers Pvt Ltd	1,50,00,000	-

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
BPEA Credit India Fund - II	61,00,000	
Tata Capital Financial Services Limited	5,00,00,000	-
Unifi Capital Private Limited	98,01,567	96,31,241
VEC Strategic Growth Fund	1,50,00,000	1,50,00,000
Walton Street Blacksoil Real Estate Trust	4,52,61,870	3,00,00,000
Zodius Technology Fund	2,85,14,918	2,88,59,943
	66,17,01,648	55,45,04,796
(f) Investments in Plots		
3 Plots at Versalia	11,00,88,000	-
	11,00,88,000	-
	83,94,99,502	62,60,49,562

NOTE # 13**LONG-TERM LOANS AND ADVANCES****Secured***Corporate Loan*

ALM Infotech	1,50,00,000	1,50,00,000
Connect Residuary	45,31,250	82,81,250
ILD Millennium Pvt. Ltd	3,00,00,000	3,00,00,000

Unsecured, Considered Good

(a) Security Deposit	24,47,622	46,21,892
(b) Other Loans & Advance	50,625	49,875
	5,20,29,497	5,79,53,016

NOTE # 14**CURRENT INVESTMENTS****Investments in Equity Instruments**

(a) Equity Shares (Quoted)	3,19,79,818	1,77,60,220
(Market Value of Quoted Shares is Rs. 3,43,32,299/-) (P.Y. Rs. 1,57,62,161/-)	3,19,79,818	1,77,60,220

(b) Investments in Mutual Funds

HDFC EOF-II-1126D Reg. Plan-Div. Payout	50,00,000	50,00,000
ICICI FMP Series 75-1246 Days	-	2,00,00,000
ICICI Prudential Credit Risk	1,79,40,000	-
ICICI All Season Bond Fund	50,00,000	-
ICICI FMCG Fund	25,00,000	-
ICICI Ultrashort Term Fund	2,39,37,045	-
HDFC Equity Fund	50,00,000	-
IDFC All Seasons Bond Fund	2,50,00,000	2,50,00,000
IDFC Balance Fund	-	23,85,000

Particulars	Amount in(₹)	
	As at 31st March, 2019	As at 31st March, 2018
IDFC Classic Equity Fund	-	35,86,980
IDFC Corporate Bond Fund	3,30,30,574	2,22,33,080
IDFC Dynamic Equity Fund	-	61,98,593
IDFC Focused Equity Fund	-	29,91,224
IDFC Monthly Income Plan	80,49,292	80,49,292
IDFC Premier Equity Fund	3,80,000	3,80,000
IDFC Sterling Equity Fund	-	25,00,000
IDFC Super Saver Income Fund	20,00,000	20,00,000
IDFC-Money Manager Fund	1,45,55,544	4,48,64,857
Indiabulls Blue Chip Fund	-	71,83,949
JM Equity Fund - Gr Option	-	28,44,910
Kotak India Growth Series - I	-	2,00,00,000
Kotak Treasury Advantage Fund Growth	8,64,520	-
L&T India Value Fund	-	50,00,000
MOST Focused Multicap Fund - 35	40,00,000	40,00,000
Reliance Equity Saving Fund	-	50,00,000
Reliance Liquid Fund	3,40,55,233	9,86,37,901
Reliance Regular Savings Fund - Balance	-	4,68,78,045
Reliance Regular Savings Fund - Debt	3,13,38,979	3,50,00,000
Reliance Hybrid Bond Fund	3,72,16,728	-
Tata Value Fund	25,00,000	-
TATA Short Term Bond Fund	55,77,223	28,87,128
	25,79,45,139	37,26,20,958
	28,99,24,957	39,03,81,178

NOTE # 15

INVENTORIES

Raw Material	93,54,077	1,05,85,180
Stores & Spares	75,20,243	38,64,859
	1,68,74,320	1,44,50,040

NOTE # 16

TRADE RECEIVABLES

Unsecured, Considered Good

- Outstanding for a period exceeding six months	13,46,393	9,86,754
- Others	2,27,81,899	1,39,76,345
	2,41,28,292	1,49,63,099
Less: Inter Company Outstanding	-	-
	2,41,28,292	1,49,63,099

Particulars	Amount in(₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 17		
CASH AND CASH EQUIVALENTS		
Balance with Banks		
Current Account	2,30,08,110	1,15,24,204
Deposit Account		
- Margin Money deposits	86,76,070	-
-Others	1,11,055	1,04,214
Cash in Hand	7,44,909	9,48,983
<i>(as per cash book and duly certified by the management)</i>	3,25,40,144	1,25,77,401
NOTE # 18		
SHORT-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Loans and advances to Related Parties		
Advance to staff	2,26,806	1,45,720
Advance for Expenses	6,30,412	6,03,507
Kotak Securities	(3,664)	(1,962)
Other Advances	2,37,15,465	79,90,565
Advance Against Capital Goods	1,00,35,228	-
Fixed Deposit with Banks	1,18,09,064	-
Balance with Revenue Authorities	4,40,27,324	4,34,81,600
	9,04,40,635	5,22,19,430
NOTE # 19		
REVENUE FROM OPERATIONS		
Sale of Finished Goods	17,80,671	3,85,72,542
Total [A]	17,80,671	3,85,72,542
Job Work & Sale of Services	47,75,45,399	28,86,08,631
	47,75,45,399	28,86,08,631
Less : Inter Company Transaction	2,08,050	22,04,962
Total [B]	47,73,37,349	28,64,03,669
Interest & Other Operating Income	5,61,88,689	5,67,67,263
Total [A+B]	53,53,06,709	38,17,43,474
NOTE # 20		
OTHER INCOMES		
Other Incomes	1,17,83,326	1,91,31,328
Net Gain on sale of Investments	4,59,17,975	3,94,93,731
Dividend Income	84,39,237	2,71,40,963
	6,61,40,538	8,57,66,023

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 21		
COST OF MATERIAL CONSUMED		
Opening Stock of Material	1,05,85,180	1,15,36,181
Add: Material Purchase	18,91,23,475	9,99,03,639
Less: Closing Stock of Material	93,54,077	1,05,85,180
Raw Material Consumed (Op + Pur - Cl)	19,03,54,578	10,08,54,641
Less : Inter Company Transaction	2,08,050	22,04,962
	19,01,46,528	9,86,49,679
NOTE # 22		
COST OF STORE CONSUMED		
Opening Stock of Store	38,64,859	10,46,591
Add: Store Purchase	3,06,69,426	2,17,16,334
Less: Closing Stock of Store	75,20,243	38,64,859
Store Consumed (Op + Pur - Cl)	2,70,14,042	1,88,98,066
	2,70,14,042	1,88,98,066
NOTE # 23		
EMPLOYEE BENEFIT EXPENSES		
Salaries	2,32,85,659	2,24,62,598
Stipend	1,51,59,625	1,28,02,181
Contribution to PF and Other Funds	12,90,601	16,60,761
Director Remuneration	47,80,000	30,00,000
Staff & Labour Welfare Expenses	(9,19,064)	43,87,777
	4,35,96,821	4,43,13,316
NOTE # 24		
FINANCE COSTS		
Interest on Cash Credit	2,28,678	1,59,21,983
Interest on OD	13,64,426	14,06,167
Interest on Term Loan	1,43,60,330	15,15,409
Interest on Statutory Payment	68,750	7,436
Interest on Unsecured Loan	1,63,471	2,26,635
Interest Others	6,13,485	2,62,181
Interest on Car Loan	1,70,123	1,59,130
	1,69,69,263	1,94,98,941

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE # 25		
DEPRECIATION & AMORTISED COST		
Depreciation	6,45,73,559	7,23,08,016
	6,45,73,559	7,23,08,016
NOTE # 26		
OTHER EXPENSES		
Advertisement Expenses	63,390	54,264
Agricultural Expenses	49,286	2,34,388
Audit fees	1,75,000	1,67,500
Bad Debts	11,62,903	19,51,855
Bank Charges	17,99,397	5,33,350
Business Promotion Expenses	9,97,446	2,41,723
Calibration Charges	1,29,785	1,53,191
Canteen Expenses	3,29,260	4,17,221
Carriage Inward & Freight Charges	41,42,473	35,81,337
Carriage Outwards	-	7,64,100
Consultancy & Retainership fees	4,07,878	4,45,774
Conveyance & Travelling	47,07,381	45,62,716
CSR Expenses	38,000	1,12,500
Director Sitting Fees	34,000	27,000
Discount Allowed	891	25,64,409
Demat Charges	7,984	8,617
Fees & Subscription	2,61,545	2,23,929
Fooding & Lodging Expenses	1,47,829	3,16,243
General Expenses	21,10,521	21,46,718
Generator Hire Charges	-	90,000
Insurance Charges	24,56,194	23,28,382
Interest on Statutory Dues	5,28,521	5,89,806
Job Offloading	2,33,79,014	1,34,61,639
Lab Expenses	4,73,764	8,53,954
Listing Fees & Annual Charges	3,17,575	3,72,244
Management and Upfront Fees	11,80,923	67,25,873
Municipal Maintenance Expenses	4,43,702	1,09,90,060
Office Maintenance	3,02,669	4,58,039
Operation & Maintenance Charges for Solar	5,66,908	10,54,116
Postage, Telegram & Telephone	13,29,980	16,79,780
Power & Fuel	5,76,70,496	4,81,06,597
Printing & Stationery	4,33,305	4,44,702
Professional Fees & Legal Expenses	60,94,821	59,07,839
Quality Service Charges	23,61,899	-
Rates Difference Charges on Earlier Year	-	25,13,510
Rent, Rates & Taxes	83,21,993	69,52,533
Repair & Maintenance	1,95,12,612	1,45,56,469
ROC Expenses	35,650	14,849
Security Charges	50,07,975	52,81,122

Particulars	Amount in (₹)	
	As at 31st March, 2019	As at 31st March, 2018
Transportation, Loading & Unloading Charges	22,92,394	32,76,631
Weighment Expenses	-	4,780
Zinc Plating	-	10,32,715
	14,92,75,364	14,52,02,474

NOTE # 27

EXTRAORDINARY ITEMS

Net Gain on sale of Fixed Assets	4,16,28,500	1,15,61,394
	4,16,28,500	1,15,61,394

NOTE# 28

THE SUBSIDIARY COMPANIES CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENT ARE:

Name of the subsidiary	Country of Incorporation	Extent of Holding	Reporting Currency	Effective date of Becoming Subsidiary
Precision Automotive Private Limited	India	100.00%	Indian Rupees	15.11.2013
SRP Oil Private Limited	India	52.55%	Indian Rupees	30.09.2015
Sigma HTS LLP	India	65.00%	Indian Rupees	15.03.2016

NOTE# 29

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit/ Loss	
	As % of consolidated net assets	Amount (Rs. In Lakhs)	As % of consolidated Profit or Loss	Amount (Rs. In Lakhs)
Parent				
RSD Finance Ltd	30.61%	4,719.31	50.09%	587.58
Subsidiaries				
a) Precision Automotive Private Limited	33.54%	5,169.85	30.27%	355.15
b) SRP Oil Private Limited	12.89%	1,987.36	16.96%	198.99
c) Sigma HTS LLP	12.14%	1,871.32	-8.16%	(95.71)
Minority interest in all subsidiaries				
a) Precision Automotive Private Limited	0.00%	-	0.00%	-
b) SRP Oil Private Limited	11.64%	1,794.49	15.23%	178.69
c) Sigma HTS LLP	-0.82%	(126.60)	-4.39%	(51.54)
Grand Total	100.00%	15,415.73	100.00%	1,173.16

NOTE# 30

EARNING PER SHARE (EPS)

RSD Finance Limited

Particular	Current Year	Previous Year
Net Profit after Tax	10,46,01,073	4,71,58,540
Number of Equity Share	64,73,240	64,73,240
Basic EPS	16.16	7.29

NOTE# 31

The Balance of Loans & Advances are subject to confirmation.

NOTE# 32

Based on the intimation received by the Company, some of the suppliers have confirmed to be registered under “The Micro, Small and Medium Enterprises Development (‘MSMED’) Act, 2006”. The unpaid amount has been disclosed in Note No. 9 of the financial statements.

NOTE# 33

No Provision has been made in respect of leave encashment benefit as on 31.03.2019 and these will be accounted for on cash basis.

NOTE# 34

There is no Impairment assets as on 31.03.2019

NOTE# 35

Previous year’s figures have been Regrouped or Rearranged where ever required necessary and accounts have been rounded off to nearest Rupees.

As per our report of even date attached

FOR PRASAD KUMAR & CO.
Chartered Accountants
(FRN No. 008816C)

Sd/-

(Rajesh Prasad)
Partner
Membership No. 075409

Place: Jamshedpur
Dated: The 30th day of May, 2019

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

Sd/-

Rajeev Singh Dugal
Managing Director
DIN No - 00052037

Sd/-

Rechan Chhabra
Chief Financial officer

Sd/-

Upneet Dugal
Director
DIN - 07680726

Sd/-

Puja Choudhary
Company Secretary

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 +91 7280009199, Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.com

Website: www.rsdfinancelimited.com

ATTENDANCE SLIP

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

Registered Folio / DP ID
& Client ID :

Name and Address
of the Shareholder :

Joint Holder(s) :

No. of Shares :

I/ We hereby record my/ our presence at the **FIFTY- SIXTH ANNUAL GENERAL MEETING** of the members of the Company held on **Monday, 30th September 2019 at 10.30 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
112085		

Note: Members are requested to read "Note No. 24" in the Notice of the 56th 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, 2019 and ends at 5:00 pm on September 29, 2019.

RSD FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001

Tel. No: +91 +91 7280009199, Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.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 **Fifty Sixth Annual General Meeting** of the members of the Company to be held on **Monday, 30th September, 2019 at 10:30 A.M.** at The Hotel Alcor, H. No- 4, Ramdas Bhatta, Bistupur, Jamshedpur – 831001 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
ORDINARY BUSINESS		
1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 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, 2019 together with the reports of the Auditors thereon.		
2. To appoint Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director		
SPECIAL BUSINESS		
3. Re-Appointment of Mr. Malkeet Singh Saini (DIN -02592649) as an Independent Director of the Company		
4. Payment of Managerial remuneration under Companies Act, 2013 and Regulation 17(6) (e) of the SEBI (Listing Obligation & Disclosure Requirements) (Amendment) Regulations, 2018		

Signed this _____ day of _____ of 2019

(Affix Revenue Stamp)

Signature of the Shareholder: _____

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 56TH ANNUAL GENERAL MEETING

