

Date: 16-01-2020

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 -Voting Results and Scrutinizer's Report of the Extra Ordinary General Meeting ('EGM') of RSD Finance Limited ('the Company')

The Extra Ordinary General ("EGM") of the Company was held on January 16, 2020 to transact the business as mentioned in the notice convening the EGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the EGM, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 – **Annexure – I.**
- 2) Report of the Scrutinizer dated January 16, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure – II.**

All items of agenda as contained in the notice of the Extra Ordinary General have been passed with requisite majority.

The voting results along with the Scrutinizers report is made available at the website of the company at www.rsdfinancelimited.com

Please take the above information on record.

Thanking You,

FOR RSD FINANCE LTD


Rajeev Singh Dugal
(Managing Director)
DIN – 00052037



Encl: As above

Extra Ordinary General Meeting Voting Results

Date of the Extra Ordinary General Meeting	January 16, 2020
Total number of shareholders on record date	813
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 3 9
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 0 0



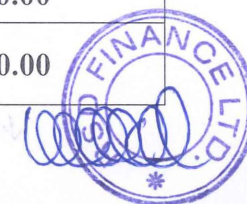
I. AGENDA 1: Sub-division of Equity Shares from face value Rs. 10/- (Rupees Ten) each fully paid up into two Equity Shares of face value Rs. 5/- (Rupees Five) each fully paid up.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,49,520	40,58,520	83.69	40,58,520	0	100.00	0.00
	Poll		7,91,000	16.31	7,91,000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		48,49,520	48,49,520	100.00	48,49,520	0	100.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	16,23,720	1,30,900	08.06	1,30,900	0	100.00	0.00
	Poll		8,83,158	54.39	8,83,158	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,23,720	10,14,058	62.45	10,14,058	0	100.00
Total		64,73,240	58,63,578	90.58	58,63,578	0	100.00	0.00



II. AGENDA 2: Amendment of the Capital Clause of the Memorandum of Association of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,49,520	40,58,520	83.69	40,58,520	0	100.00	0.00
	Poll		7,91,000	16.31	7,91,000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		48,49,520	48,49,520	100.00	48,49,520	0	100.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	16,23,720	1,30,900	08.06	1,30,900	0	100.00	0.00
	Poll		8,83,158	54.39	8,83,158	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,23,720	10,14,058	62.45	10,14,058	0	100.00
Total		64,73,240	58,63,578	90.58	58,63,578	0	100.00	0.00





EGM Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
RSD Finance Limited
Holding no. – 4, The Alcor Hotel
Ramdas Bhatta, Bistupur
Purbi Singhbhum
Jamshedpur - 831001

Dear Sir,

Sub : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, further amended by Companies (Management and Administration) Rules, 2016 and voting through Ballot Papers at the Extra Ordinary General Meeting of RSD Finance Limited held on Thursday, January 16, 2020 at 10.30 a.m. (IST) at H. No- 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001

I, Sital Prasad Swain, Practising Company Secretary, having its office at Room No. 2, 4th floor, Meghdeep Tower, Besides South Park Hotel, Bistupur, Jamshedpur - 831001 has been appointed as the Scrutinizer by the Board of Directors of RSD Finance Limited for the purpose of scrutinizing the e-voting process as well as to scrutinize the voting through ballot papers received from the members at the venue of the EGM on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of RSD Finance Limited held on Thursday, January 16, 2020 at 10:30 A.M. at H.No- 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur – 831001.

The notice dated December 14, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the Shareholders of the Company. The Company had also provided voting through electronic voting system to the shareholders present at the EGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date Thursday, January 09, 2020 were entitled to vote on the resolutions as contained in the Notice of the EGM.





The voting period for remote e-voting commenced on January 12, 2020 at 9.00 a.m. (IST) and ended on January 15, 2020 at 5.00p.m (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the EGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses namely Ritu Agrawal and Aditi Khandelwal who are not in employment of the Company. Thereafter, the ballot boxes were opened and polling papers were removed and examined.

The Management of the company is responsible to ensure the compliance with the requirement of the Act and Rules relating to e-voting and poll on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the Company. My responsibility as a scrutinizer for the E-voting and for conducting Poll was restricted to make a Scrutinizer's report of E-voting and Poll, of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated through e-voting system provided by National Securities Depository Limited (NSDL) and also during the EGM on poll through polling papers.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot papers at the EGM in respect of the said resolutions.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, January 09, 2020 and as per the Register of Members of the Company.

(a) **Resolution 1**

Sub-division of Equity Shares from face value Rs. 10/- (Rupees Ten) each fully paid up into two Equity Shares of face value Rs. 5/- (Rupees Five) each fully paid up.

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
19	58,63,578	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00





(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(b) **Resolution 2**

Amendment of the Capital Clause of the Memorandum of Association of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	58,63,578	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,
Yours faithfully,

Sital Prasad Swain
Sital Prasad Swain
Practicing Company Secretary



Place: *Jamshedpur*
Dated: *16.01.2020*