

Date: 28-09-2018

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 55th Annual General Meeting
(‘AGM’) of RSD Finance Limited (‘the Company’)**

The 55th AGM of the Company was held on September 26, 2018 to transact the business as mentioned in the notice convening the AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, 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 September 28, 2018, 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 55th Annual General Meeting 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


Puja Choudhary
(Company Secretary)



Encl: As above

55th Annual General Meeting Voting Results

Date of the Annual General Meeting	September 26, 2018
Total number of shareholders on record date	852
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 3 56
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 0 0

For RSD FINANCE LTD.



Company Secretary.

AGENDA 1: To receive, consider and adopt:

- A) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 together with the reports of the Auditors thereon.

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	4849520	4849520	100.00	4849520	0	100.00	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		4849520	4849520	100.00	4849520	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	1623720	354494	21.83	354494	0	100.00	0.00
	Poll		93044	5.73	93044	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	447538	27.56	447538	0	100.00
Total		6473240	5297058	81.83	5297058	0	100.00	0.00

For RSD FINANCE LTD.

Puja

Company Secretary.

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

Resolution required: (Ordinary/ Special)			ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	4849520	4849520	100.00	4849520	0	100.00	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		4849520	4849520	100.00	4849520	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	1623720	354494	21.83	354494	0	100.00	0.00
	Poll		93044	5.73	93044	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	447538	27.56	447538	0	100.00
Total		6473240	5297058	81.83	5297058	0	100.00	0.00

FOR RSD FINANCE LTD.

Puja
Company Secretary.

AGENDA 3: Appointment of Mr. Jayesh Taunk (DIN - 07936303) as a Non-Executive Independent Director 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	4849520	4849520	100.00	4849520	0	100.00	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	4849520	4849520	100.00	4849520	0	100.00	0.00
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	0.00
Public- Non Institutions	E-Voting	1623720	354494	21.83	354494	0	100.00	0.00
	Poll		93044	5.73	93044	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1623720	447538	27.56	447538	0	100.00	0.00
Total		6473240	5297058	81.83	5297058	0	100.00	0.00

For BSD FINANCE LTD.

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Company Secretary.

AGENDA 4: Re-appointment of Mr. Sushil Kumar Khowala (DIN: 00224539) as a Non-Executive Independent Director of the Company:

Resolution required: (Ordinary/ Special)			SPECIAL					
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	4849520	4849520	100.00	4849520	0	100.00	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		4849520	4849520	100.00	4849520	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	1623720	354494	21.83	354494	0	100.00	0.00
	Poll		93044	5.73	93044	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	447538	27.56	447538	0	100.00
Total		6473240	5297058	81.83	5297058	0	100.00	0.00

For RSD FINANCE LTD.

[Signature]
Company Secretary.

AGENDA 5: Delivery of documents on the Members through a particular mode if required by the Member.

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	4849520	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		4849520	0	0.00	0	0	0.00
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	1623720	354494	21.83	354494	0	100.00	0.00
	Poll		93044	5.73	93044	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	447538	27.56	447538	0	100.00
Total		6473240	5297058	81.83	5297058	0	100.00	0.00

For RSD FINANCE LTD.

Company Secretary.

AGENDA 6: Shifting of Registered office from jurisdiction of one state to another.

Resolution required: (Ordinary/ Special)			SPECIAL					
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	4849520	4849520	100.00	4849520	0	100.00	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		4849520	4849520	100.00	4849520	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	1623720	354494	21.83	354494	0	100.00	0.00
	Poll		93043	5.73	93043	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	447537	27.56	447537	0	100.00
Total		6473240	5297057	81.83	5297057	0	100.00	0.00

FOR RSD FINANCE LTD.

Company Secretary.



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
224, AJC Bose Road
Krishna Building
9th Floor, Room No. 902
Kolkata – 700 017

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 and voting through Postal Ballot at the 55th Annual General Meeting of RSD Finance Limited held on Wednesday, September 26, 2018 at 12.30 p.m. (IST) at Gyan Manch, 11 Pretoria St, Elgin, Kolkata – 700 017.

I, Sital Prasad Swain, Practising Company Secretary, having my office at Room No. 2, 4th floor, Meghdeep Tower, Besides South Park Hotel, Bistupur, Jamshedpur - 831001 had 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 AGM on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of RSD Finance Limited held on Wednesday, September 26, 2018 at 12:30 P.M. at Gyan Manch, 11 Pretoria St., Elgin, Kolkata – 700 017.

The notice dated August 14, 2018 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 AGM 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 AGM 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 Friday, September 21, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on September 22, 2018 at 9.00 a.m. (IST) and ended on September 25, 2018 at 5.00p.m (IST) and the NSDL e-voting platform was blocked thereafter.





After the closure of the voting at the AGM, 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 Ms. Shalini Kumari Agarwal and Ms. Ritu Agarwal 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 55th Annual 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 AGM 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 AGM 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. Friday, September 21, 2018 and as per the Register of Members of the Company.

(a) Resolution 1

To receive, consider, approve and adopt the Audited Financial Statements of the Company (including the consolidated Financial Statements) for the Financial Year ended March 31, 2018 together with the reports of the auditors and Directors thereon.

(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
40	5297058	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
2	3

(b) **Resolution 2**

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

(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
40	5297058	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
2	3





(c) **Resolution 3**

Appointment of Mr. Jayesh Taunk (DIN - 07936303) as a Non-Executive Independent Director 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
40	5297058	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
2	3

(d) **Resolution 4**

Re-appointment of Mr. Sushil Kumar Khowala (DIN: 00224539) as a Non-Executive Independent Director 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
40	5297058	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
2	3

(e) **Resolution 5**

Delivery of documents on the Members through a particular mode if required by the Member.

(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
40	5297058	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
2	3





(f) **Resolution 6**

Shifting of Registered Office from jurisdiction of one state to another.

(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
39	5297057	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
3	4

Thanking you,
Yours faithfully,

Sital Prasad Swain

Sital Prasad Swain
Practicing Company Secretary
Memb. No – F6338, CP No - 6814



Place: Jamshedpur
Dated: 28.09.2018