

Date: 01-10-2019

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 –Voting Results and Scrutinizer’s Report of the 56th Annual General Meeting
(‘AGM’) of RSD Finance Limited (‘the Company’)**

The 56th AGM of the Company was held on September 30, 2019 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 October 01, 2019, 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 56th 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


Rajeev Singh Dugal
(Managing Director)
DIN – 00052037



Encl: As above

56th Annual General Meeting Voting Results

Date of the Annual General Meeting	September 30, 2019
Total number of shareholders on record date	817
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter	3
Group: Public:	10
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter	0
Group: Public	0



AGENDA 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.

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	474700	29.24	474700	0	100.00	0.00
	Poll		680353	41.90	680353	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1623720	1155053	71.14	1155053	0	100.00	0.00
Total		6473240	6004573	92.76	6004573	0	100.00	0.00



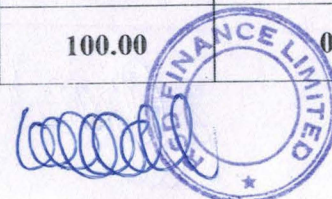
AGENDA 2: Appointment of Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favor	No. of Votes - against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
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	474700	29.24	474700	0	100.00	0.00
	Poll		680353	41.90	680353	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	1155053	71.14	1155053	0	100.00
Total		6473240	1155053	17.84	1155053	0	100.00	0.00



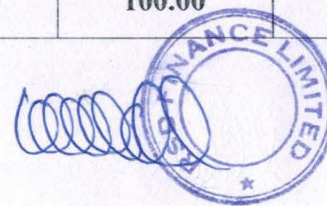
AGENDA 3: Re-appointment of Mr. Malkeet Singh Saini (DIN: 02592649) as a Non-Executive Independent Director of the Company:

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
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	474700	29.24	474700	0	100.00	0.00
	Poll		680353	41.90	680353	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	1155053	71.14	1155053	0	100.00
Total		6473240	6004573	92.76	6004573	0	100.00	0.00



AGENDA 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) Regulations, 2018.

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	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	474700	29.24	474700	0	100.00	0.00
	Poll		680353	41.90	680353	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	1155053	71.14	1155053	0	100.00
Total		6473240	1155053	17.84	1155053	0	100.00	0.00





Report of Scrutinizer(s)

Annexure - II

[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 56th Annual General Meeting of RSD Finance Limited held on Monday, September 30, 2019 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 my office at Room No. 2, 4th Floor, Meghdeep Tower, Besides South Park Hotel, Bistupur, Jamshedpur – 831001 have 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 56th Annual General Meeting of the Equity Shareholders of RSD Finance Limited held on Monday, September 30, 2019 at 10:30 A.M. at H. No- 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur – 831001.

The notice dated August 27, 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 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 Monday, September 23, 2019 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 26, 2019 at 9.00 a.m. (IST) and ended on September 29, 2019 at 5.00 p.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 Ritu Agarwal and Rajendra Pal Singh 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 56th Annual General Meeting of the company. My responsibility as a scrutinizer for the E-voting and for conducting Poll was restricted to making 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. Monday, September 23, 2019 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, 2019 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
17	60,04,573	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**

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
14	11,55,053	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





(c) **Resolution 3**

Re-appointment of Mr. Malkeet Singh Saini (DIN: 02592649) 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
17	60,04,573	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

(d) **Resolution 4**

Payment of Managerial remuneration under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2018

(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
14	11,55,053	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
Memb. No – F6338, CP No - 6814

Place: Jamshedpur
Dated: 01.10.2019

Witness

1. RITU AGARWAL

Ritu Agarwal

2. RAJENDRA PAL SINGH

Rajendra Pal Singh

