

Date: December 21, 2019

To,

**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**

**Subject: Intimation of Extra-Ordinary General Meeting and Remote E-voting**

**Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir,

Pursuant to Regulation 30 of Listing Regulations and other applicable provisions of Listing Regulations, we wish to inform you that an Extraordinary General Meeting ("EGM") of the Members of RSD Finance Limited ("Company") will be held on Thursday, January 16, 2020 at 10:30 A.M. at Registered office of the Company situated at The Hotel Alcor, H. No- 4, Ramdas Bhatta, Bistupur, Jamshedpur - 831001, to transact the business listed in the EGM Notice dated December 14, 2019 convening the EGM along with the Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") is enclosed herewith.

Electronic copies of the Notice of the EGM have been sent to Members whose email IDs are registered with the Company/Depositories and physical copies to all other Members at their registered address through permitted mode. The Notice is also available on the Company's website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com).

Further, we also inform you that pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Company is pleased to provide to its Members the facility to exercise their right to vote on Resolution proposed to be considered at the ensuing EGM by electronic means i.e. "Remote e-voting". The facility of casting votes by Members using an electronic voting system from a place other than the venue of the EGM ("Remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot/poll paper shall be available at the venue of the EGM. Members who have already cast their vote through remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote at the EGM. The voting rights of Members shall be in the proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, January 09, 2020.



**REGISTERED & ADMINISTRATIVE OFFICE**

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

**Ph. : 0657-6620001, 7280009199 .**

# RSD Finance Limited

CIN : L17222JH1963PLC013316

Email: [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com)  
Web: [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com)

The information contained in this intimation is also available on the Company's website [www.rsdfinancelimited.com](http://www.rsdfinancelimited.com).

We request you to kindly take the same on your record.

Thanking you,

Yours faithfully,

**For RSD Finance Limited**



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



**REGISTERED & ADMINISTRATIVE OFFICE**

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

**Ph. : 0657-6620001, 7280009199 .**

# R S D FINANCE LIMITED

CIN: L17222JH1963PLC013316

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

## NOTICE

Notice is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the members of RSD Finance limited will be held on **THURSDAY, JANUARY 16, 2020 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:-

### **SPECIAL BUSINESS:**

- 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.**

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

**“RESOLVED THAT** pursuant to the provisions of section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents as may be necessary from appropriate authorities, the consent of the Members of the company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten) each fully paid up into two equity shares of face value Rs. 5/- (Rupees Five) each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the company, all the authorised, issued, subscribed and paid up equity shares of face value Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Company shall stand sub-divided into two equity shares of face value Rs. 5/- (Rupees Five only) each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the face value of equity shares as mentioned above, the share certificate(s) in relation to the existing issued equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled with effect from the record date to be fixed by the board, and the board may without requiring the surrender of the existing issued share certificate(s) by the members directly issue new share certificates in lieu of such existing share certificate(s), with regard to the sub-divided shares, and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited proportionately to the respective beneficiary accounts of the members with the depository participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the company before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized severally to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of

the Company and to generally take such steps as may be required to obtain approvals in relation to above and do such further acts, deeds or things, including all other matters incidental thereto as may be required to give effect to the sub-division of equity shares of the company and in order to implement the foregoing resolution.”

## **2. AMENDMENT OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, the following resolution as ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

*“V. The Authorised Share Capital of the Company is Rs. 6,50,00,000/- Crores (Rupees Six crores and Fifty Lakh only) divided into 1,30,00,000 (Rupees One crores and Thirty Lakh only) Equity shares of Rs. 5/- (Rupees Five only) each.”*

**RESOLVED FURTHER THAT** any Director(s) of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid 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](http://www.rsdfinancelimited.com)  
Email: [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com)  
Tel. No: +91 7280009199

Place: Jamshedpur  
Date: December 14, 2019

## NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) 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 JANUARY 16, 2020.**

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.

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 Extra Ordinary General Meeting, is annexed hereto and forms part of this Notice.
3. Members/Proxies/Authorized Representatives are requested to:
  - I. Bring their copies of the attendance slip duly completed and signed along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending 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.
4. 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 Meeting of the intention to inspect is given to the Company.

5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 A.M and 05.00 P.M on all working days, (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting.
6. The Members are requested to notify any change in their address, bank details, email id, power of attorney, nominations, contact numbers, etc. under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent, M/s S.K. Infosolutions Private Limited, in respect of the shares held in physical form and to the Depository Participants in respect of shares held in electronic form.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
8. As per Securities and Exchange Board of India (SEBI) mandate, no transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, electronic copy of the Notice of the Extra Ordinary 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 to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary 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.
11. Members may also note that the Notice convening the Extra Ordinary General Meeting will also be available on the Company's website [www.rsdfinancelimited.com](http://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. For any communication, the members may also send their requests to the designated e-mail ID: [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com)
12. In terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of

NSDL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this EGM. Mr. Sital Prasad Swain, Practicing Company Secretaries shall act as the Scrutinizer for this purpose.

### 13. 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, 09th January, 2020 only shall be entitled to vote at the Meeting by availing the facility of remote e-voting or by voting at the venue of the 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 Extra Ordinary General Meeting (EGM) 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 EGM ("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 EGM 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 Sunday, January 12, 2020**
    - **End of remote e-voting: Up to 5:00 p.m. (IST) on Wednesday, January 15, 2020**
- During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09<sup>th</sup> January, 2020, 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-up share capital of the Company as on the cut-off date, being Thursday, January 09, 2020.

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<br>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<br><br>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<br><br>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<br><br>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](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 112701
- (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 EGM**

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 EGM. The Company is offering facility for voting by way of Ballot Papers at the EGM 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 EGM, 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.

## **14. OTHER INSTRUCTIONS**

- I. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are 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: [sitalpr@yahoo.co.in](mailto:sitalpr@yahoo.co.in) with a copy marked to 'evoting@nsdl.co.in'.
- 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](http://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](http://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 09th January, 2020.
- 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 EGM 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. 09th January, 2020, 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 [rsdfinance.ltd@gmail.com](mailto:rsdfinance.ltd@gmail.com) or,  
NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or,  
Issuer/RTA at [skcdilip@gmail.com](mailto:skcdilip@gmail.com) by mentioning their Folio No./DP ID and Client ID No.

VII. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

VIII. If a Member cast votes by both modes i.e. remote e-voting and Ballot Papers at the EGM, 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 EGM, allow voting with the assistance of scrutinizer, by use of or “Ballot Paper” for all those members who are present at the EGM 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 Extra Ordinary 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 EGM, 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](http://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 and the Calcutta Stock Exchange.

15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the EGM i.e., January 16, 2020.

16. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.

17. 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: December 14, 2019

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

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

**Item Nos. 1 & 2 - Sub-division of equity shares of the Company and alteration of the capital clause in the Memorandum of Association (MoA) of the Company:**

With a view to restructure the share capital of the Company and to increase the shareholders base the Directors have recommended the sub-division of each equity share having a face value of Rs.10/- each fully paid up into 2 equity shares of the face value of Rs. 5/- each fully paid up, for members approval.

The Articles of Association of the Company permits sub-division of shares subject to approval of Members. The provision of Section 61 requires the Company to seek approval of members to the sub division of Equity Share Capital of the Company. Accordingly your Board of Director recommends the resolution set out in item no 1 of notice for the approval of members as ordinary resolution. The Record Date for the aforesaid sub-division of Equity Shares will be fixed by the Board of Directors of the Company after obtaining the approval of the Members.

Consequent to aforesaid sub-division of shares and pursuant to the provisions of section 13,61 and 64 of the Companies Act, 2013 and Rules framed there under, it is required to make consequential amendments to the existing Clause V of the Memorandum of Association of the Company. Presently, the authorised share capital of the company is Rs. 6,50,00,000 (Rupees Six Crores and Fifty Lakhs only) consisting of 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each which shall be altered as Rs. 6,50,00,000 (Rupees Six Crores and Fifty Lakhs) consisting of 1,30,00,000 (One Crores Thirty Lakhs) Equity Shares of Rs.5/- (Rupees Two) each in view of the aforesaid sub-division of shares.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of Authorised share capital under Memorandum of Association of the Company requires approval of the Shareholders of the Company by way of ordinary resolution and hence the Board recommended the ordinary resolution set out in item No. 2 of this notice for approval of the Shareholders.

A copy of the revised Memorandum of Association is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. and 5:00 p.m. on all working days (except Saturday, Sunday and Public Holidays) upto the date of the meeting.

None of the directors, key managerial personnel of the company and their relatives is concerned or interested in the resolution except to the extent of their shareholding in the company.

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

Sd/-

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

Place: Jamshedpur  
Date: December 14, 2019

# 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](mailto:rsdfinance.ltd@gmail.com),

Website: [www.rsdfinancelimited.com](http://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 :

Name of Proxy :

(To be filed in, if the proxy attends the meeting)

I/ We hereby record my/ our presence at the **EXTRA- ORDINARY GENERAL MEETING** of the members of the Company held on **Thursday, 16<sup>th</sup> January 2020 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 |
|--------------------------|---------|--------------|
| 112701                   |         |              |

Note: Members are requested to read "Note No. 13" in the Notice of the Extra Ordinary General Meeting, being sent herewith, in respect of the instruction for voting through electronic means. The voting period starts from 9:00 am on January 12, 2020 and ends at 5:00 pm on January 15, 2020.

# 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](mailto:rsdfinance.ltd@gmail.com)  
Website: [www.rsdfinancelimited.com](http://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 **Extra Ordinary General Meeting** of the members of the Company to be held on **Thursday, 16<sup>th</sup> January, 2020 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 |
|--|-----|---------|
| <b>SPECIAL BUSINESS</b>  |     |         |
| 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. |     |         |
| 2. Amendment of the capital clause of the Memorandum of Association of the Company   |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 20\_\_

(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 EXTRA-ORDINARY GENERAL MEETING

