

RSD FINANCE LIMITED

CIN : L17222WB1963PLC025749

Email:rsdfinance.ltd@gmail.com
Web: www.rsdfinancelimited.com

Date: 26.09.2016

To, The Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001 Scrip Code: 539875	To, The Secretary The Calcutta Stock Exchange Ltd 7, Lyons Range Kolkata - 700 001 Scrip Code: 28123
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Dear Sir,

Re: Disclosure of Voting Results of the 53rd Annual General Meeting of the Company held on September 24, 2016 in terms of Regulation 44(3) and Regulation 30 of the SEBI (LODR) Regulations, 2015

Please find attached herewith the following in respect of the 53rd Annual General Meeting of the Company held on Saturday, September 24, 2016 at 2:30 P.M. at the registered office of the Company.

- 1) Voting Results - The voting details are annexed herewith in the prescribed format as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. (Annexure – A)
- 2) Scrutinizers Report - The report of the Scrutinizers as obtained by them pertaining for voting at the Annual General Meeting is annexed herewith. (Annexure – B)

We request you to kindly take note of the same.

Yours faithfully,
For RSD Finance Limited


(Rajeev Singh Dugal)
Managing Director

Encl: as above

Format for Voting Results

Date of the AGM/EGM	September 24, 2016
Total number of shareholders on record date	740
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	2 10
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	0 0



AGENDA 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, 2016 together with the report of Auditors and Directors 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	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
Promoter and Promoter Group	E-Voting	(1)	4849520	100.00	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	4849520	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	0.00	0	0	0.00	0.00
	Poll	0	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		532690	32.80	532690	0	100.00	0.00
	Poll	1623720	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1623720	532690	32.81	532690	0	100.00	0.00
Total		6473240	5382210	83.15	5382210	0	100.00	0.00



AGENDA 2: To appoint a Director in place of Mr. Roop Narayan Choudhary (DIN- 00583184), who retires by rotation and being eligible, offers himself for re- appointment.

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	100.00	4849520	0	100.00	0.00
	Poll	4849520	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4849520	100.00	4849520	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		532690	32.80	532690	0	100.00	0.00
	Poll	1623720	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	32.81	532690	0	100.00	0.00
Total		6473240	5382210	83.15	5382210	0	100.00	0.00



AGENDA 3: To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration (Firm Registration No. 017879C)

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	(1)	4849520	100.00	4849520	0	100.00	0.00
	Poll	4849520	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4849520	100.00	4849520	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		532690	32.80	532690	0	100.00	0.00
	Poll	1623720	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1623720	32.81	532690	0	100.00	0.00
Total		6473240	5382210	83.15	5382210	0	100.00	0.00



SITAL PRASAD SWAIN
Practicing Company Secretary

Room No.2, 4th Floor, Meghdeep Tower,
Besides South Park Hotel
Bistupur, Jamshedpur - 831001
Mobile:9334283328 Off : 0657-2321260
Email Id – sitalpr@yahoo.co.in

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,

I, Sital Prasad Swain having my office at Room No. 2, 4th floor, Meghdeep Tower, Besides South Park Hotel, Bistupur, Jamshedpur - 831001 was appointed as Scrutinizer(s) for the purpose of scrutinizing the e-voting process as well as to scrutinize the voting through poll papers received from the members at the venue of the AGM on the below mentioned resolution(s), at the 53rd Annual General Meeting of the Equity Shareholders of RSD Finance Limited held on Saturday, September 24, 2016 at 2:30 P.M. at 224, AJC Bose Road, Krishna Building, 9th Floor, Room no – 902, Kolkata – 700 017.

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 53rd 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 submit my report as under:

- The Company had appointed National Securities Depository Limited (NSDL) as the service provider for the purpose of extending the facility of remote e-voting to the members of the Company.
- The service provider had provided a facility for recording the votes of the Members electronically on all items of the business sought to be transacted in the 53rd Annual General Meeting (AGM) of the Company. The EVEN allotted to the company was 105050.
- The e-voting facility was open from September 20th (9.00 a.m.), 2016 to September 23, 2016 (5.00p.m.)
- The members of the company as on the record date of September 17, 2016 were entitled to vote on the resolutions relating to items as set out in the notice of the 53rd AGM of the Company.



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- At the venue of the 53rd AGM of the company, all the members who have attended the meeting but had not exercised their right to voting through E-voting process, were requested to cast their vote through physical polling forms. None of the members present voted through poll as all of them had already voted through electronic vote.
- As required under sub-rule 4(xii) Rule 20 of the Rules, for the purpose of making scrutinizers report of the votes cast in favour or against, the votes cast were unblocked in the presence of two witnesses, **Mr. Ankit Majumdar and Ms. Ritu Agarwal**, who are not in the employment of the company. Both the witnesses have signed at the end of the report in confirmation of the votes being unblocked in their presence.
- Thereafter, the details containing inter-alia, the list of Equity Shareholders who have voted in favour or against in each of the resolution that were put to vote were generated and downloaded from the e-voting website of NSDL, i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

(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, 2016 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	5382210	83.15

(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



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(b) **Resolution 2**

Appointment of Director in place of Mr. Roop Narayan Choudhary (DIN-00583184), who retires by rotation and being eligible, seeks reappointment.

(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	5382210	83.15

(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**

Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.

(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	5382210	83.15



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(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,

Witness no.1. Mr. Ankit Majumdar

Ankit Majumdar

Sital Prasad Swain



(Sital Prasad Swain)

Witness No .2 Ms. Ritu Agarwal

Ritu Agarwal

Place: Jamshedpur

Dated: 26.09.2016