

The General Manager
Corporate Relations Department
RSD Finance Ltd
Finance Technology Tower
Date Street
Kolkata - 700 001
Phone: 033-2221
Fax: 033-2221

The Secretary
The Calcutta
7, Lyons Road
Kolkata - 700
Scrip codes

Date: 04-12-2020

Stock Exchange Ltd

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123

Dear Sir/Madam,

Re: Annual Report for the Financial Year 2019-20

We are forwarding herewith our Annual Report for the Financial Year 2019-20, Notice of AGM, Annual General Meeting, Directors' Report, Analysts, Shareholders Grievance Report, Auditors' Report, Profit and Loss (Financials & consolidated), pursuant to Regulatory and Disclosure Requirements, Regulations 2015.

Please take the above on your record.

Thanking You,

Yours faithfully,

For RSD Finance Limited


Anil Kumar Das
Managing Director
RSD Finance Ltd
Date: 04/12/2020

Encl: As above

cc:

The Manager
National Securities Depository Ltd
6th Floor, 1st Wing, Trade World
Kolkata 700001

The Manager
National Securities Depository Ltd
6th Floor, 1st Wing, Trade World
Kolkata 700001

Year 2019-20

Year 2019-20 which contains Management Discussion and Finance Sheet and Statement of n 34(1) of the SEBI (Listing

Manager
National Securities Depository Services (India) Ltd.
Jeejeebhoy Tower
Floor, Dalal Street
Kolkata - 700001



57th ANNUAL REPORT
2019-2020

RSD FINANCE LIMITED

RSD Finance Limited

57th Annual Report 2019-20

What's **I N S I D E**

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Corporate Information

REGISTERED OFFICE:

H. No. – 4, T A H
Ramdas Bhatta, Bistupur
Jamshedpur, Jharkhand – 831 001
Tel: +91 7280009199

FACTORY OFFICE:

NS – 13, 2nd Phase
Industrial Area, Adityapur Jamshedpur,
Jharkhand – 832 109 Saraikela -
Kharsawan

STATUTORY AUDITORS

M/s. Prasad Kumar & Co.
Chartered Accountants
1st Floor, Arvinder Complex
2, S.B. Shop Area
R – Road, Bistupur, Jamshedpur – 831 001

SECRETARIAL AUDITORS

Mr. Sital Prasad Swain
Practicing Company Secretary
Room No – 2, 4th Floor
Meghdeep Tower (Besides South Park Hotel)
Bistupur, Jamshedpur, Jharkhand – 831 001

INTERNAL AUDITORS

Mr. Jay Prakash Heerwal (Proprietor)
M/s. Heerwal & Associates
Chartered Accountants
G B Galaxy, 3/5, P B Road
Jugsalai, Jamshedpur, Jharkhand – 831 006

CORPORATE IDENTITY NUMBER

L17222JH1963PLC013316

BANKERS

IDBI Bank

- Specialized Corporate Branch
- Shantiniketan, Bistupur

Kotak Mahindra Bank

- KG Marg, New Delhi
- Nariman Point, Mumbai

HDFC Bank Limited

- Bistupur, Jamshedpur

ICICI Bank

- G, Jamshedpur

State Bank of India

- Bistupur, Jamshedpur

Punjab National Bank

- Adityapur, Jamshedpur

REGISTRAR & TRANSFER AGENTS

M/s. S. K. Infosolutions Pvt Ltd
34/1A, Sudhir Chatterjee Street
Kolkata, West Bengal – 700 006
Tel: 033-22196797/4815

Corporate information continues

BOARD OF DIRECTORS & MANAGEMENT

Mr. Rajeev Singh Dugal

Managing Director

Ms. Upneet Dugal

Executive Director

Mr. Sushil Kumar Khowala

Independent Director

Mr. Malkeet Singh Saini

Independent Director

Tenure completed on 30.09.2020

Mr. Jayesh Taunk

Independent Director

Resigned on 29.09.2020

Mrs. Kawaljeet Kaur Dugal

Non - Independent Director

Appointed w.e.f. 13.08.2020

Mr. Harsh Pandey

Independent Director

Appointed w.e.f. 15.09.2020

Mr. Sukant Bari

Independent Director

Appointed w.e.f. 21.11.2020

Mr. Rechan Chhabra

Chief Financial Officer

Ms. Puja Choudhary

Company Secretary & Compliance Officer

COMMITTEE MEMBERSHIP:

AUDIT COMMITTEE

Mr. Sushil Kumar Khowala

Chairman

Mr. Rajeev Singh Dugal

Member

Mr. Harsh Pandey

Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Harsh Pandey

Chairman

Mr. Sushil Kumar Khowala

Member

Ms. Sukant Bari

Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sushil Kumar Khowala

Chairman

Mr. Rajeev Singh Dugal

Member

Mr. Harsh Pandey

Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Rajeev Singh Dugal

Chairman

Mr. Sushil Kumar Khowala

Member

Ms. Upneet Dugal

Member

R S D FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office:

H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001
Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.com
Website: www.rsdfinancelimited.com

Notice to members

Notice is hereby given that the **FIFTY SEVENTH ANNUAL GENERAL MEETING** of the members of **RSD FINANCE LIMITED** (“the Company”) will be held on **TUESDAY, DECEMBER 29, 2020 AT 11.00 AM (IST)** at P I T A H 2nd Floor, H. No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand - 831001. The following business will be transacted at the meeting:-

ORDINARY BUSINESS:

- Adoption of the Audited Standalone and Consolidated Financial Statements of the Company.**

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 together with the reports of the Auditors thereon.

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, and the rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) Ms. Upneet Dugal (DIN: 07680726), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- Appointment of Mr. Rajeev Singh Dugal (DIN - 00052037) as the Managing Director of the Company for a term of five years.**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors, Mr. Rajeev Singh Dugal (DIN: 00052037) be and is hereby appointed as the Managing Director of the Company, not liable to retire by rotation for a period of five years with effect from 22 July 2020, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Mr. Rajeev Singh Dugal submitted

to this meeting, and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Rajeev Singh Dugal as Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, which may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution.”

4. Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Non-Executive Non - Independent Director of the Company.

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 149, 152 and 160 of the Companies Act, 2013 (“the Act”) and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Kawaljeet Kaur Dugal (DIN: 00052100), who was

appointed as an Additional Director of the Company on August 13, 2020 and who holds office upto the date of this Annual General Meeting, and who is eligible for appointment, be and is hereby appointed as a Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

5. Appointment of Mr. Harsh Pandey (DIN: 08877286) as an Independent Director of the Company.

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 Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Harsh Pandey, (DIN: 08877286), who has been appointed as an Additional Director (in the category of Independent Director) by the Board of Directors with effect from 15th September 2020, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company and who has also registered

himself on Independent Directors Databank, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 15th September 2020 to 14th September, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

6. Appointment of Mr. Sukant Bari (DIN: 08967991) as an Independent Director of the Company.

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 Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force),

and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sukant Bari (DIN: 08967991), who has been appointed as an Additional Director (in the category of Independent Director) by the Board of Directors with effect from 21st November 2020, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company and who has also registered himself on Independent Directors Databank, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 21st November 2020 to 20th November, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

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

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: December 04, 2020

NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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. 11.00 AM ON DECEMBER 29, 2020.**
2. 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. The proxies shall be available for inspection 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.
3. 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 Annual General Meeting, is annexed hereto and forms part of this Notice.
4. A copy of the Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the Auditors' and Directors' Reports thereon are enclosed.
5. Members are requested to write to the Company their query(ies), if any, on the accounts and operations of the Company at least 7 days before the meeting to keep the information ready at the meeting.
6. The Board of Directors has not recommended any Dividend for the Financial Year ended on 31st March, 2020.
7. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
8. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 29.
9. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Upneet Dugal (DIN: 07680726), Director, retires by rotation at the forthcoming AGM and being eligible, offers herself for re- appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
10. Ms. Upneet Dugal is interested in the Ordinary Resolutions set out at Item Nos. 2 of the Notice with regard to her appointment. Mr. Rajeev Singh Dugal, Managing Director and Mrs. Kawaljeet Kaur Dugal, Director, being related to Ms. Upneet Dugal may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of the Notice.
11. Details of Directors retiring by rotation/ seeking re-appointment at the ensuing

Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

12. The Ministry of Corporate Affairs by way of a Notification dated May 07, 2018, notified the provisions of Section 40 of the Companies (Amendment) Act, 2017 along with Companies (Audit and Auditors) Amendment Rules, 2018, whereby provisions of Section 139 of the Companies Act, 2013 were amended. As per the amendment, the ratification of Statutory Auditors appointed by the shareholders at every AGM of the Company has been done away with.

13. Members/Proxies/Authorized Representatives are requested to:

I. Bring their copies of the Annual Report and the attendance slip duly completed and signed at 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.

14. Members attending Annual General Meeting at the venue are required to take proper precautions for attending the meeting (such as wearing of masks, hand gloves, maintaining of social distancing, proper hand washing and sanitization, etc.) considering COVID-19 pandemic situation.

15. The Register of Members and Share Transfer Books of the Company will remain closed from (Monday) 21st December, 2020 to (Tuesday) 29th December, 2020 (both days inclusive) in terms of provisions of Section 91

of the Companies Act, 2013 for the purpose of Annual General Meeting.

16. 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 Annual General Meeting of the intention to inspect is given to the Company.

17. SEBI vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to RTA of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the Registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).

18. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desirous of making nominations may send their request in Form SH -13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH -13 upon request to the Company or its RTA. Members holding shares in electronic mode may contact their respective DPs for availing this facility.

19. The Company's Registrar & Share Transfer Agent (both, physical as well as electronic) is M/s. S. K. Infosolutions Pvt. Ltd having its office at 34/1A, Sudhir Chatterjee Street,

Kolkata – 700 006. Members are requested to send all communications relating to shares to M/s. S. K. Infosolutions Pvt. Ltd.

20. Pursuant to General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities and Exchange Board of India (“SEBI Circular”), Notice of the AGM along with the Annual Report for the FY 2019-20 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
21. Members holding shares in physical mode are requested to register their e-mail ID's with S. K. Infosolutions Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the email ID already registered with the Company, members are requested to immediately notify such changes to the Registrars & share Transfer Agent of the Company in respect of the shares held in physical form and to their respective Depository Participants (DPs) in case the shares are in Demat form.

22. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the Company's Registrar & Share Transfer Agent.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.

23. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, etc. to the Company's Registrar & Share Transfer Agent,

M/s S.K. Infosolutions Private Limited, quoting their Registered Folio Number.

24. SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.
25. Electronic copy of the 57th Annual Report and Notice of the 57th Annual General Meeting of the Company inter-alia indicating the process and manner of remote 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 physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 57th Annual 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.
26. Members may also note that the Annual Report for the financial year 2019-20 including the this Notice convening the 57th Annual General Meeting will also be available on the Company's website 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, free of cost. For any communication, the members may also send their requests to the designated e-mail ID: complianceofficer@rsdfinancelimited.com/rsdfinance.ltd@gmail.com
27. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than ones folio are requested to write to the Company to consolidate their holdings in one folio.
28. The Statutory Registers and other relevant documents in respect of the proposed

resolutions would be available for inspection by the members at the venue of the Annual General Meeting or also at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

29. 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, 22nd December, 2020 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the venue of the Annual General 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 Annual General Meeting (AGM) 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 AGM ("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 AGM 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 Friday, December 25, 2020**

- **End of remote e-voting: Up to 5:00 p.m. (IST) on Monday, December 28, 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 22nd December, 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- p share capitals of the Company as on the cut-off date, being Tuesday, 22nd December, 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-

(iv) Your User ID details are given below:

Manner of holding shares 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 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 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 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
- (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 AGM

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

30. OTHER INSTRUCTIONS

- I. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also 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: skcdilip@gmail.com 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 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 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 of 22nd December, 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 AGM through ballot paper. A person, who is not a member as on the cut-off date, shall be entitled to avail 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. 22nd December, 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 complianceofficer@rsdfinancelimited.com or, rsdfinance.ltd@gmail.com or, NSDL at evoting@nsdl.co.in or, Issuer/RTA at skcdilip@gmail.com by mentioning their Folio No./DP ID and Client ID No.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.
- VIII. If a Member cast votes by both modes i.e. remote e-voting and Ballot Papers at the AGM, 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 AGM, allow voting with the assistance of scrutinizer, by use of or “Ballot

RSD Finance Limited

Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XI. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling papers and through remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated scrutinizer’s report and submit the same to the Chairman of the meeting or to such other person as may be authorized by the Chairman.
- 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 and on the website of NSDL immediately after the declaration of result and will also be communicated to the Bombay Stock Exchange.
31. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., December 29, 2020.
32. Copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM.
33. The route map showing directions to reach to the venue of the 57th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.
34. 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 04, 2020

REQUEST TO MEMBERS

Members are requested to send their query, if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Tuesday, December 22, 2020, so that the answers/ details can be kept ready at the AGM.

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

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

Item No. - 3

Appointment of Mr. Rajeev Singh Dugal (DIN - 00052037) as the Managing Director of the Company for a term of five years.

Mr. Rajeev Singh Dugal was appointed as a Managing Director of the Company for a period of 5 (five) consecutive years with effect from July 04, 2015. Mr. Dugal has been associated with the Company from 1998 and is the driving force behind the company's exponential growth and is responsible for the overall management of the Company.

With special focus on day to day operation, taxation, compliances and strategic decisions, he has emerged as the backbone of the Company. Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their meeting held on 22 July 2020 approved the appointment of Mr. Rajeev Singh Dugal as Managing Director of the Company, for a further period of 5 (five) years w.e.f. 22 July 2020 to 21 July 2025.

Mr. Dugal is an accomplished business owner with a keen interest in the securities and investments market and is always open for exploring new fields and varied opportunities. He is running a heat-treatment facility, a Non-Banking Financial Corporation (NBFC), and a hospitality business. He has a Postgraduate Diploma in Business Management (PGDM) from XLRI (Xavier Labour Relations Institute), Jamshedpur and has completed his B. Com (Hons) from the Hans Raj College, University of Delhi. Mr. Dugal is associated with Confederation of Indian Industry (CII), Automotive Component Manufacturing Associations (ACMA), Indo-American Chamber of Commerce (IACC) and the Hotel & Restaurant Association of Eastern India (HRAEI). He was the President of Jamshedpur Hotelier's Association.

Based on the performance evaluation of the Managing Director, considering his knowledge of various aspects relating to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient running of the business and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr. Dugal would be beneficial to the Company. Accordingly, it is proposed to appoint Mr. Dugal as the Managing Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years on the Board of the Company with effect from 22 July 2020 to 21 July 2025.

The Company has received consent from Mr. Dugal in writing to act as Managing Director of the Company. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for appointment. Mr. Dugal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for appointment and remuneration of Mr. Dugal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

Further, Mr. Rajeev Singh Dugal is related to Mrs. Kawaljeet Kaur Dugal and Ms. Upneet Dugal, director of the Company.

The Nomination and Remuneration Committee and the Board of Directors approved the remuneration of Mr. Dugal, details of which are furnished below:

a. Salary/Perquisites: Basic Salary of Rs. 12 lakhs per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors.

b. Perquisites not to exceed Rs. 10 lakhs p.a

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any required, pay to the Managing Director the remuneration as stated above as the minimum remuneration by way of salary,

perquisites and benefits as specified therein and as revised and recommended by the Nomination and Remuneration Committee and approved by the Board from time to time. Information as required under Schedule V of the Act is annexed to this notice.

Pursuant to Section 160 (1) of the Companies Act, 2013, the Company has received a Notice in writing proposing the appointment of Mr. Rajeev Singh Dugal as a Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit of Rs.1,00,000/- shall not apply, where such appointment is recommended by the Nomination and Remuneration Committee or the Board of Directors.

Necessary information in terms of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Dugal has been provided as an Annexure hereto and in Report on Corporate Governance forming part of this Annual Report.

Documents referred to in this Explanatory Statement shall be made available for inspection by the Members of the Company at the registered office of the company in working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

The Board recommends the resolution as set out in the Notice for the approval of the Shareholders of the Company.

Except Mr. Rajeev Singh Dugal, Ms. Upneet Dugal and Mrs. Kawaljeet Kaur Dugal and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Item No. - 4

Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Non-Executive Non - Independent Director of the Company.

Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) has been appointed as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director w.e.f. August 13, 2020.

Pursuant to provisions of section 160 of Companies Act, 2013 read with Rule 13 of Companies (Appointment and Qualification

of Directors) Rules, 2014 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and other applicable provisions, that the Company had received notice in writing from a member proposing the candidature of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Director of the Company. The item relating to appointment of Mrs. Kawaljeet Kaur Dugal has been set out at Item No. 4 of the Notice.

Mrs. Kawaljeet Kaur Dugal is not disqualified to act as director as per the provisions of Section 164 of the Act. Further, Mrs. Kawaljeet Kaur Dugal is related to Mr. Rajeev Singh Dugal and Ms. Upneet Dugal, director of the Company. She does not hold any Equity Share of the Company.

Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith.

Keeping in view the expertise and knowledge, it will be in the interest of the Company that Mrs. Kawaljeet Kaur Dugal be appointed as a Director, liable to retire by rotation, on the Board of the Company. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

Except for Mr. Rajeev Singh Dugal and Ms. Upneet Dugal, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

Item No. - 5

Appointment of Mr. Harsh Pandey (DIN: 08877286) as an Independent Director of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 15 September 2020 had appointed Mr. Harsh Pandey (DIN: 08877286), as an Additional Director (in the capacity of Independent Director) of the Company. Pursuant to the provisions of Section 161(1)

of the Act, Mr. Harsh Pandey shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Mr. Harsh Pandey for the office of Director of the Company. The Nomination and Remuneration Committee and the Board of Directors have also recommended his appointment as an Independent Director of the Company.

Mr. Harsh Pandey has completed his LLB from the Osmani University, Hyderabad. He also has a Post Graduate programme Certificate in Enterprise Management from XLRI. He is practicing as an advocate and has more than 11 years of experience practicing in the District Court of Jamshedpur.

The Company has received declaration of independence from Mr. Pandey as required under subsection (6) of Section 149 of the Act. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties as stipulated under Regulation 25(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Harsh Pandey has confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

His brief profile along with the information as required to be furnished under Regulation 36 of SEBI Listing Regulations and Secretarial Standards is annexed.

A copy of the letter of appointment, setting out terms and condition c Tw 3od Sr anopt bid7.6 (os)-4.30d1 Tc 0.221 Tw 0014.087 TD(1)-3 (h)(b)2.2 (rav)-3.5 fr pi,

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RSD Finance Limited

Director in terms of Section 164 of the Act. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties as stipulated under Regulation 25(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Bari has confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

His brief profile along with the information as required to be furnished under Regulation 36 of SEBI Listing Regulations and Secretarial Standards is annexed.

A copy of the letter of appointment, setting out terms and conditions of his appointment, is available for inspection for the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

In the opinion of the Board, Mr. Bari fulfills the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation 16(1)(b) of SEBI Listing Regulations. Considering the qualification, experience, stature and standing, his appointment as an Independent Director would immensely benefit the Company.

Interest of Directors and KMP:

Mr. Bari and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 6.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution.

The Board recommends the Resolution set forth in Item No. 6 above for approval of the shareholders.

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

Sd/-

Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: December 04, 2020

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:**I. General Information:**

Nature of Industry: The Company is a Non-Banking Financial Company.

Date or expected date of commencement of commercial production: The Company was incorporated in 1963 and has already commenced since long.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Standalone Financial Performance based on given indicators:

Particulars	(Rs in Lakhs)	
	2019-20	2018-19
Total Revenue	405.47	691.11
Profit before Tax	160.85	538.57
Profit after Tax	131.26	575.50

e. Foreign Investments or Collaborations, if any: Nil

II. Information about the appointees:

All the required information about the appointees have been provided in the table 'Details of Directors seeking appointment/re-appointment at the AGM' which forms part of this notice.

III. Other information:

Reasons for loss or inadequate Profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 read with Schedule V of the Act and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to adverse business environment.

Steps taken or proposed to be taken for improvement:

The Company has actively taken measures to improve the performance of the Company. Along with these and other measures taken by the Company and with improvement in business sentiments, the Company is confident of improving its performance and profitability in the coming years.

Expected increase in productivity and Profits in measurable terms:

The Company has taken various initiatives to improve market share and financial performance. The Company expects a better performance in all measurable parameters in the coming years in view of the various measures taken by the Company to improve its performance.

ANNEXURE TO THE NOTICE DATED DECEMBER 04, 2020

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Particulars	Ms. Upneet Dugal	Mr. Rajeev Singh Dugal	Mrs. Kawaljeet Kaur Dugal	Mr. Harsh Pandey	Mr. Sukant Bari
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Birth	26/09/1992	06/12/1957	26/07/1964	09/01/1985	15/10/1984
Age	28 years	63 years	56 years	35 years	36 years
Qualifications	Bachelor in Business Administration - Marketing, M.Sc in Corporate Communication and Reputation Management	Postgraduate diploma in business management from XLRI	Bachelor's Degree in Philosophy & Psychology.	Bachelor of Laws	Bachelor of Laws
Expertise in specific functional area	Expertise in HR Management, Marketing, Corporate Social Responsibility, Corporate Communication	Expertise in Investment Planning, Finance & Accounting, Organizational Set-ups, Risk Management, Global Strategic Alliances.	Expertise in Business Management, administration.	Expertise in Corporate Consultation, Legal advisory.	Expertise in Legal, International Law, Company Law.
Terms & conditions of Appointment & Remuneration	Executive Non-Independent Director, liable to retire by rotation	Managing Director for a period of five years not liable to retire by rotation.	Non-Executive Non-Independent Director, liable to retire by rotation	Independent Director for a period of five years not liable to retire by rotation	Independent Director for a period of two years not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs. 19.80 lakhs	Rs. 12.00 lakhs	NIL	NIL	NIL
Remuneration proposed to be paid	As per resolution passed by the shareholders at the Annual General Meeting held on September 30, 2019	As per the resolution set at item no. 3 of the notice convening the 57th Annual General Meeting read with the statement pursuant to section 102(1) of the Act thereto. The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	NIL	Sitting fees to be paid for attending Board and Committee Meetings.	Sitting fees to be paid for attending Board and Committee Meetings.

Date of first Appointment on the Board	28th December, 2016	10th April, 1998	13th August, 2020	15th September, 2020	21st November, 2020
Number of shares held in the Company as on 31st March, 2020	NIL	80,89,080	NIL	NIL	NIL
Relationships with other Directors/ Key Managerial Personnel	Ms. Upneet Dugal is daughter of Mr. Rajeev Singh Dugal and Mrs. Kawaljeet Kaur Dugal	Mr. Rajeev Singh Dugal is spouse of Mrs. Kawaljeet Kaur Dugal and father of Ms. Upneet Dugal	Mrs. Kawaljeet Kaur Dugal is spouse of Mr. Rajeev Singh Dugal and mother of Ms. Upneet Dugal	Not related	Not related
Number of meeting of Board attended during the year	Six (06)	Six (06)	NA	NA	NA
Directorships of other Boards as on March 31, 2020 (Public Limited Company)	NIL	2	NIL	NIL	NIL
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL	Chairman – NIL Member - NIL

Note - The Equity shares of the Company have been sub-divided from face value of Rs. 10/- per equity shares to Rs. 5/- per equity share. The opening balances have been adjusted to make them comparable.

**By Order of the Board of Directors
RSD Finance Ltd.**

Sd/-

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

Place: Jamshedpur
Date: December 04, 2020

BOARDS REPORT

Dear Shareholders.

Your Directors have pleasure in presenting their Fifty-Seventh Annual Report on the business and operations of the Company together with the Audited Financial Statements (Standalone as well as Consolidated) for the year ended March 31, 2020.

1. KEY FINANCIAL HIGHLIGHTS

The Company has prepared the Financial Statements for the financial year ended March 31, 2020 in terms of Sections 129, 133 and Schedule II to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

(Amt. in Rupees)

Particulars	Standalone		Consolidated	
	FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19
Revenue from Operations	3,28,04,932	3,52,54,158	68,30,32,916	54,06,43,647
Other Income	77,41,800	3,38,57,191	4,19,72,547	5,77,01,301
Total Income	4,05,46,732	6,91,11,349	72,50,05,463	59,83,44,948
Less :Total Expenses	2,44,62,099	1,52,53,988	59,46,78,457	49,15,15,745
Profit before tax& Extraordinary items	1,60,84,633	5,38,57,361	13,03,27,006	10,68,29,203
Add : Extraordinary Items	-	1,64,55,406	-	4,16,28,500
Less : Tax Expenses	29,58,193	1,27,63,080	2,31,86,837	3,34,91,100
Profit after tax	1,31,26,440	5,75,49,687	10,71,40,169	11,49,66,603
Add: Other Comprehensive Income/(loss)	(1,63,89,025)	(59,39,417)	(1,94,08,663)	(57,68,783)
Total Comprehensive Income	(32,62,586)	5,16,10,270	8,77,31,506	10,91,97,820
Profit available for appropriation				
Balance of profit for earlier years	34,56,25,432	30,56,62,850	57,66,61,078	49,24,75,610
Add: Total Comprehensive Income	(32,62,586)	5,16,10,270	5,66,24,036	9,56,93,348
Less: Profit available for appropriation	4,12,955	1,37,750	5,20,678	(2,057)
Less :Transfer to Statutory Reserve	-	1,15,09,937	26,25,288	1,15,09,937
Balance C/f to Balance Sheet	34,19,49,892	34,56,25,433	63,01,39,148	57,66,61,078

*The figures for the Financial Year 2018-19 have been regrouped due to applicability of Ind-AS.

2. COMPANY OVERVIEW

RSD Finance Limited is a Company registered under the Companies Act, 1956. It is registered with the Reserve Bank of India (RBI) in the category of "Non-Banking Financial Institution – Non Systemically Important, Non Deposit taking Company (NBFC-ND-NSI) under the RBI Regulations and has a certificate under section 45 IA of the RBI Act, 1934.

As part of our business activities, we are predominantly focused in the business of loans and advances, acquisition of shares/ stocks/ bonds/ debentures/ securities issued by Government or local authority or other marketable securities of a like nature. We also provide Job Work services.

3. BUSINESS PERFORMANCE REVIEW

The Indian Accounting Standards (IND-As) became applicable on the Company with effect from 1st April, 2019. Pursuant to the same, the last year's figures have been regrouped and rearranged.

During the financial year ended March 31, 2020, the Company achieved a turnover of Rs. 405.47 lakhs as compared to the turnover of Rs. 691.11 lakhs recorded during the previous financial year ended March 31, 2019. The Net Profit before tax and exceptional items of your Company for the financial year ended March 31, 2020 stood at Rs. 160.85 Lakhs as against the Net Profit of Rs. 538.57 Lakhs for the financial year ended March 31, 2019. Further details are included in notes to Accounts of Standalone Financial Statement.

On a consolidated basis, your Company recorded a total income of Rs. 7250.05 Lakhs during the financial year ended March 31, 2020 as compared to the turnover of Rs. 5983.45 lakhs recorded during the previous financial year ended March 31, 2019 and achieved a consolidated Net Profit before tax and exceptional item of Rs. 1303.27 Lakhs for the financial year ended March 31, 2020 as against the Net Profit of Rs. 1068.29 Lakhs for the financial year ended March 31, 2019, a growth of 22% over the corresponding Profit for

the financial year ended March 31, 2019. Further details are included in notes to Accounts of Consolidated Financial Statement.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Annual Report of the Company, containing therein its Consolidated and Standalone Financial Statements are available on the website of the Company at web link www.rsdfinancelimited.com.

Any member who is interested in obtaining a copy of the Annual Report may write to the Company at the Registered Office of the Company. Further, a detailed analysis of Company's performance is included in the Management Discussion and Analysis, which forms part of this Annual report.

4. OUTBREAK OF COVID-19 PANDEMIC

Towards the end of the financial year, the World Health Organisation (WHO) declared Covid-19 a pandemic. With the Covid-19 pandemic impacting people across the globe, the Company also witnessed severe disruption in its operations. The plant and the office were temporarily shut down during late March, 2020 and were partially re-opened in the middle week of September, 2020 after obtaining requisite government approvals.

The Company is taking all necessary measures in terms of mitigating the challenges being faced in the business and is focused on safety of employees, implementing cost optimization measures and maintaining liquidity.

5. CHANGES IN THE NATURE OF THE BUSINESS

There have been no changes in the nature of the business of the Company or the subsidiaries during the year under review.

6. FUTURE PROSPECTS

The state of Company's affair and future outlook is discussed in the Management Discussion & Analysis section of this Annual Report.

7. DIVIDEND

Your Director's regret for not recommending any Dividend on Equity Shares of the Company for the financial year ended 31 March, 2020.

8. UNCLAIMED/UNPAID DIVIDEND

In terms of the provisions of Section 124(5) of the Companies Act, 2013, the Company did not have any unclaimed/unpaid dividend which was/is required to be transferred to the Investors Education and Protection Fund.

9. RESERVES

The Company does not propose to transfer any amount to the Reserves or to statutory reserves u/s 45 IC of RBI Act, 1934 for the year ended March 31, 2020, as your company has incurred loss for the year ended 31st March, 2020.

10. SHARE CAPITAL

The Equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and the Calcutta Stock Exchange (CSE). The paid-up Equity Share Capital as on March 31, 2020 was ₹6.47 crores.

The equity share capital of the Company has been sub-divided from 1 (one) equity share of face value of Rs. 10 each, fully paid up into 2 (two) equity shares of face value of Rs. 5 each fully paid up w.e.f February 12, 2020. Consequent to the sub-division of equity shares, 64,73,240 equity shares of face value of Rs. 10/- each has been sub-divided into 1,29,46,480 equity shares of face value of Rs. 5/- each.

During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity.

As on March 31, 2020, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

11. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments for the likely impact affecting financial position between end of the financial year and the date of the report except for the impact arising out of COVID-19.

12. DISCLOSURE UNDER SECTION 61 OF THE COMPANIES ACT, 2013

The Company sub-divided its Equity Shares from the face value of Rs. 10/- each to the face value of Rs. 5/- each. In compliance of Regulation 42(2) of SEBI (LODR) Regulations, 2015, February 12, 2020 was fixed as the Record Date for the purpose of sub-division of equity shares. Necessary approval from the Stock Exchanges for split of shares and NSDL/CDSL for assignment of New ISIN INE616F01022 was obtained.

On the record date, post corporate action, the shareholders holding shares in electronic form were credited with the sub-divided shares. As regards the shares held by the shareholders in physical form, the new sub-divided Share Certificates have been sent. Consequent to allotment of sub-divided equity shares, the Paid Up Capital of the company is ₹6,47,32,400 divided into 1,29,46,480 equity shares of Rs. 5/- each.

13. PUBLIC DEPOSIT

Being a Non Deposit taking Non-Banking Financial Company, your Company has not accepted any deposits from the public under section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

14. FINANCIAL LIQUIDITY

The Company's cash and cash equivalents as on March 31, 2020 is ₹ 20.28 lakhs as compared to ₹ 56.12 lakhs as on March 31, 2019. The Company continues to focus on judicious management of its working capital.

Receivables and other working capital parameters were kept under strict check through continuous monitoring.

15. SUBSIDIARY COMPANIES

The Company has two material subsidiaries Precision Automotive Private Limited and SRP Oil Private Limited and one step down subsidiary Sigma HTS LLP.

No entity became or ceased to be the subsidiary, joint venture or associate of RSD Finance Limited during Financial Year 2019-20.

The Annual Reports of these Subsidiaries will be made available for inspection by any Member of the Company at the Registered Office of your Company at Holding No. – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001 during business hours on all days except Saturdays, Sundays and Public Holidays between 12.30 pm and 03.00 pm up to the date of ensuing AGM. The Annual Reports of the aforesaid Subsidiaries for the financial year ended March 31, 2020 shall be provided to any Member of the Company upon receipt of written request. In view of the continuing statutory restrictions on the movement of persons at several places in the Country, Members may also send an advance request at the e-mail id – rsdfinance.ltd@gmail.com for an electronic inspection of the aforesaid documents.

The Annual Reports along with the Audited Financial Statements of each of the Subsidiaries of your Company are also available on the website of the Company at www.rsdfinancelimited.com

As required under Regulations 16(1) (c) & 46 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI Listing Regulations”, the Board of Directors had approved the Policy for determining Material Subsidiaries (“Policy”). The details of the Policy are available on the website of the Company www.rsdfinancelimited.com/InvestorRelations/Codes/Polices

16. PERFORMANCE OF SUBSIDIARIES

i) SRP OIL PRIVATE LIMITED

The Company continues to hold 52.55% shares in SRP Oil Private Limited. SRP is a material unlisted subsidiary Company of RSD Finance Limited as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. It is engaged in the business of the hospitality industry. It is carrying business in the brand name of “The Alcor Hotel” in Jamshedpur, Jharkhand.

Net revenue of SRP Oil increased to ₹2,304.51 lakhs in the Financial Year 2019-2020 compared to ₹2,038.43 lakhs in the previous year – registering a 13.05% increase. The net profit before tax increased to ₹714.67 lakhs during the FY 2019-2020 compared to ₹514.81 lakhs earned in the previous year.

ii) PRECISION AUTOMOTIVE PRIVATE LIMITED (PAPL)

Precision Automotive Private Limited continues to be a wholly owned material subsidiary Company of RSD Finance Limited. During the financial year 2019-20, the Company earned income from investment activities and generation and transmission of solar energy.

The revenue from operations of PAPL was ₹441.32 lakhs in the Financial Year 2019-20 compared to ₹356.74 lakhs earned in the previous year. The net profit before tax during the period was ₹296.46 lakhs as compared to a profit of ₹227.75 lakhs earned in the previous year.

iii) SIGMA HTS LLP

SIGMA HTS is a Limited Liability Partnership whose majority stake is held by Precision Automotive Private Limited, the wholly owned subsidiary of your Company. Sigma HTS LLP deals in providing heat treatment solutions.

It has started its operations in full swing during the financial year giving total revenue of ₹4,105.99 lakhs as compared to ₹2,899.24 lakhs earned in the previous year. The LLP has passed over the break-even phase and has

started generating profits. During the financial year it has earned a profit of ₹185.69 lakhs.

The Company does not have any associate or a joint venture.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial Statements of the aforesaid subsidiaries has been provided in Form AOC-1, attached as “Annexure – A” and forms a part of this Report.

17. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the requirements in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as ‘Listing Regulations’) the Company has prepared Consolidated Financial Statements in accordance with Ind AS 110 - “Consolidated Financial Statements” and Ind AS 27 - “Separate Financial Statements.” The Consolidated Financial Statements forms part of this Report.

18. LISTING

The Equity Shares of the Company continue to be listed on the Bombay Stock Exchange (BSE) and the Calcutta Stock Exchange Limited (CSE). The scrip code number of the Equity Shares of the Company on BSE is 539875 and on CSE is 28123 respectively.

The Annual Listing Fee for the Financial Year 2019-20 and 2020-21 has been duly paid to both the Stock Exchanges.

19. DIRECTORS

As on March 31, 2020, the Board of Directors of your company consists of 5 Directors. Their details are as follows:

Name of the Director	Category
Mr. Rajeev Singh Dugal	Managing Director
Mr. Sushil Kumar Khowala	Independent Director
Mr. Malkeet Singh Saini	Independent Director
Mr. Jayesh Taunk	Independent Director
Ms. Upneet Dugal	Executive Director

The profile of all the Directors can be accessed on the Company’s website at www.rsdfinancelimited.com/companyprofile.

None of the Directors of the Company have incurred any disqualification under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of Securities and Exchange Board of India or Ministry of Corporate Affairs or any other such authority.

The Board was duly constituted in compliance with the requirements of the Companies Act, 2013, the Listing Regulations and provisions of the Articles of Association of the Company. In the view of the Board, all the directors possess the requisite skills, expertise, integrity, competence, as well as experience considered to be vital for business growth. The detailed analysis of various skills, qualifications and attributes as required and available with the Board has been presented in the Corporate Governance Report.

The changes in the Board during the financial year upto the date of this report is as follows:

Retirement by rotation

Ms. Upneet Dugal

In accordance with the provisions of Section 152 of the Companies Act, 2013, Regulation 36 of the Listing Regulations and the Company’s Articles of Association, Ms. Upneet Dugal (DIN – 07680726), retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

The brief resume/details relating to Director who is to be reappointed is furnished in the Notice of the ensuing AGM.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and based on report of performance evaluation recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Appointment**Mr. Rajeev Singh Dugal**

Mr. Rajeev Singh Dugal (DIN: 00052037) was appointed as Managing Director of the Company with effect from 04th July, 2015 for a period of five years. Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 22nd July, 2020 has re-evaluated the tenure of Mr. Rajeev Singh Dugal and approved his appointment as Managing Director of the Company, not liable to retire by rotation for a further period of five years with effect from 22nd July 2020, subject to approval of the shareholders of the Company.

Mrs. Kawaljeet Kaur Dugal

On the recommendation of the Nomination & Remuneration Committee Meeting, Mrs. Kawaljeet Kaur Dugal (00052100) has been appointed as an Additional Director in the capacity of Non-Independent, Non- Executive Director w.e.f August 13, 2020, subject to the approval of the members at the ensuing Annual General Meeting (AGM).

Mr. Harsh Pandey

On the recommendation of the Nomination and Remuneration Committee, Mr. Harsh Pandey (DIN: 08877286) was appointed as an Additional Director in the capacity of Non-Executive Independent Director for a period of 5 years with effect from 15th September 2020, subject to the approval of the Members at the ensuing Annual General Meeting (AGM).

Information regarding the directors seeking appointment/reappointment as required by Regulation 36 of the Listing Regulations and Secretarial Standard-2 has been given in the notice convening the ensuing Annual General Meeting.

Mr. Sukant Bari

On the recommendation of the Nomination and Remuneration Committee, Mr. Suaknt Bari (DIN: 08967991) was appointed as an Additional Director in the capacity of Non-Executive Independent Director for a period of

5 years with effect from 21st November 2020, subject to the approval of the Members at the ensuing Annual General Meeting (AGM).

Information regarding the directors seeking appointment/reappointment as required by Regulation 36 of the Listing Regulations and Secretarial Standard-2 has been given in the notice convening the ensuing Annual General Meeting.

Cessation**Mr. Malkeet Singh Saini**

Mr. Malkeet Singh Saini (DIN: 02592649), who was first appointed as Non-Executive Independent Director on the Board of the Company on May 29, 2014, and was reappointed as a Non - Executive Independent Director for a second term of one year with effect from 30 September, 2019 pursuant to the provisions of the Companies Act, 2013 has completed the tenure of his directorship on 30 September, 2020 and relinquished his office as the Independent Director of the Company. The Board has placed on record its deep sense of appreciation of the valuable contribution made by Mr. Saini during his long association with the Company.

Mr. Jayesh Taunk

Mr. Jayesh Taunk (DIN:07936303), who was appointed as a Non-Executive Independent Director of the Company on 12 September 2017, resigned as a Director from the close of business hours of 29 September 2020 due to his personal reasons. The Board of Directors recognizes and places on record his valued contribution and unstinted support to the Company in the capacity of director.

Code of Conduct for Directors and Employees

The Company has adopted a Code of Conduct for its Directors and employees including a code of conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The said Codes can be accessed on the Company's website at www.rsdfinancelimited.com.

In terms of the Listing Regulations, all Directors and Senior Management Personnel have affirmed compliance with their respective codes. The Managing Director has also confirmed and certified the same, which is provided at the end of the Report on Corporate Governance.

20. KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel (KMP) of the Company as on 31 March 2020:

1. Mr. Rajeev Singh Dugal - Managing Director
2. Mr. Rechan Chhabra – Chief Financial Officer
3. Ms. Puja Choudhary - Company Secretary and Compliance Officer

There has been no change in the Key Managerial Personnel during the financial year.

21. INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, confirming that they fulfill the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have also submitted a declaration that they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time.

None of the independent directors are aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the

declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the same and in their opinion the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act along with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company as per Listing Regulations.

The Board confirms that the said Independent Directors meet the criteria as laid down under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have the requisite integrity, experience and relevant experience in their respective fields including the proficiency required to effectively discharge their roles and responsibilities in directing and guiding the affairs of the Company.

22. SEPARATE MEETING OF INDEPENDENT DIRECTORS

Separate meeting of Independent Directors of the Company without the presence of the Executive Directors and the Management representatives was held on September 22, 2020, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25 (3) of the SEBI LODR. At the said meeting, the Independent Directors inter alia, reviewed and discussed:

- performance of Non-Independent Directors and the Board of Directors as a whole.
- performance of the Chairman of the Company.
- assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors of the Company attended the Meetings of Independent Directors. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

23. BOARD AND ITS COMMITTEES

The Board met six times during the financial year. The intervening gap between the meetings was within the prescribed limits. The details of the meetings of the Board, attendance of Directors, etc. is

IV of the Companies Act, 2013, the Board of Directors in their meeting held on July 22, 2020, carried out the performance evaluation of the Independent Directors (excluding the Director being evaluated), its own performance and that of its Committees.

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance through structured questionnaire.

The entire performance evaluation process was completed to the satisfaction of Board.

Further, SEBI vide its circular (Ref. no. SEBI/HO/CFD/CMD/CIR/P/2017/004) dated January 5, 2017 issued a guidance note on Board Evaluation for listed companies. In view of the same, the Independent Directors in their separate meeting held on September 22, 2020 under Regulation 25(4) of the SEBI Listing Regulations, 2015 and Schedule IV of the Companies Act, 2013 had:

- (i) reviewed the performance of Non-Independent Directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of executive and non-executive Directors; and
- (iii) assessed the quality, quantity and timelines of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

The Board of Directors has expressed its satisfaction on the functioning and performance of Board and Committees and the performance of individual directors. It emerged that the Board had a good mix of competency, experience, qualifications and diversity. Each Board member contributed to the collective wisdom of the Board, keeping in mind his/her own background and experience. There was active participation and adequate time was given for discussing strategy. Overall, the Board was functioning very well in a cohesive and interactive manner. The Directors even

expressed their satisfaction with the evaluation process.

26. FAMILIARISATION PROGRAMME:

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company in depth and to assist them in performing their role as Independent Directors of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented.

Once appointed, the Independent Directors undergo the Familiarization Programme of the Company wherein the necessary information and relevant documents in respect to the industry, the regulatory environment in which the Company operates and the Annual Reports of past financial years are provided to them. The Managing Director of the Company also has a one to one discussion with the newly appointed Director to familiarize him with the Company's culture.

Pursuant to Regulation 46 of the Listing Regulations, the details of the Familiarization program of the Independent Directors are available on the website of the Company at www.rsdfinancelimited.com/investorrelations/codes&policies (Path)

27. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements of the Company, as designed and implemented by the Company, are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

The internal audit is entrusted to M/s. Heerwal & Associates, a reputed firm of Chartered Accountants. The Internal Auditor monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies at the

above policy is being reviewed/re-visited at such other intervals as deemed necessary for modifications and revisions, if any.

32. DISCLOSURES OF TRANSACTIONS OF THE LISTED ENTITY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER/PROMOTER GROUP WHICH HOLD(S) 10% OR MORE SHAREHOLDING IN THE LISTED ENTITY, IN THE FORMAT PRESCRIBED IN THE RELEVANT ACCOUNTING STANDARDS FOR ANNUAL RESULTS.

Rajeev Singh Dugal and KU Benefit Trust hold 10% or more shares in the Company. The details of transactions with promoter/ promoter group holding 10% or more shares have been disclosed in the financial statement which is part of the Annual Report.

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors.

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the www.rsdfinance.com

The report on the CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as "Annexure - C" and forms an integral part of the report.

34. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has in place a Vigil

Mechanism/Whistle Blower Policy which is approved and adopted by the Board of Directors of the Company.

The Policy provides a framework to promote responsible and secured reporting of unethical behavior, actual or suspected fraud, violation of applicable laws and regulations, financial irregularities, abuse of authority, etc. by Directors, employees and the management. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at www.rsdfinancelimited.com.

The Company endeavors to provide complete protection to the Whistle Blowers against any unfair practices. It is affirmed that no personnel of the Company has been denied access to the Audit Committee and no case was reported under this policy during the year.

35. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board has, on recommendation of the Nomination and Remuneration Committee, formulated a policy for selection and appointment of Directors, senior management and their remuneration in accordance with the Act and the Listing Regulations.

The Nomination & Remuneration Policy of the Company aims to attract, retain and motivate qualified personnel of the Company and seeks to employ people who not only fulfill the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company.

The Company pays remuneration to Independent Directors by way of sitting fees and Executive Non-Independent Directors of your Company do not accept any sitting fees. Remuneration to Directors is paid within the limits as prescribed under the Companies Act, 2013 and the limits as approved by the Members of the Company, from time to time. There have been no changes in the said policy during the financial year. The policy is available on the Company's website at

[www.rsdfinancelimited.com/investorrelations/codes/policies \(path\)](http://www.rsdfinancelimited.com/investorrelations/codes/policies(path)) and is also annexed and forms part of the report as “Annexure – D”

36. AUDITORS AND THEIR REPORTS

The matters related to Auditors and their Reports are as under:

Statutory Auditors & their Reports

M/s. Prasad Kumar & Co., Chartered Accountants, Jamshedpur, bearing Registration No. 008816C have been appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the 54th AGM (for FY 2017-18) till the conclusion of the 59th AGM (for FY 2021-22)

M/s. Prasad Kumar & Co. fulfills the eligibility and qualification norms as prescribed under the Act, the Chartered Accountants Act, 1949 and rules and regulations issued thereunder. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The standalone and the consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditor & their Reports

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Mr. Sital Prasad Swain, Company Secretary in practice (Membership No. F6338 & CP No. 6814) to conduct the Secretarial Audit for the FY2019-20.

The Secretarial Audit Report confirms that the Company has complied with the provisions of the Companies Act, 2013, Rules, Listing Regulations and Guidelines and that there were no deviations or non-compliances. The Secretarial Audit Report certified by the Secretarial Auditors, in the specified form MR-3 is annexed herewith and forms part of this report as “Annexure – E”. The Report does not contain any qualification, reservation or adverse remark.

Furthermore, the Secretarial Auditor, Mr. Sital Prasad Swain, Practicing Company Secretaries, has also certified the compliance as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and same has been intimated to the stock exchanges within the stipulated time and there stood no qualification reported by the Secretarial Auditor.

Mr. Sital Prasad Swain, has through his certificate dated December 02, 2020 has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The said certificate is appended to the Board's Report and should also form a part of the Corporate Governance Report of the Board as required under the SEBI Listing Regulations.

Further, the Board of Directors of the Company has re-appointed Mr. Sital Prasad Swain to undertake the Secretarial Audit of the Company for the financial year 2020-21. The Company has received a written consent from him that the appointment is in accordance with the applicable provisions of the Act and rules framed thereunder.

Cost Auditors

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable in respect of the business activities carried out by the Company.

37. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Board's Report and are marked as "Annexure – F".

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. No employee, employed throughout the financial year, has drawn a remuneration of more than ₹1.02 crores per annum and no employee, employed for a part of the financial year, has drawn a remuneration of more than ₹8.50 lakhs per month.

The Managing Director of the Company receives consultancy fees for services rendered in professional capacity from the Company's subsidiary SRP Oil Pvt. Ltd.

38. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The loan made, guarantee given or security provided in the ordinary course of business by a Non-Banking Financial Company, registered with Reserve Bank of India, are exempt from the applicability of provisions of Section 186 of the Act. As such, the particulars of loans and guarantee have not been disclosed in this Report.

During the year under review the Company has invested surplus funds in various securities in the ordinary course of business.

39. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its Designated Persons in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down Guidelines which advise the insiders on

procedures to be followed and disclosures to be made, while dealing with the shares of the Company, and cautioning them of the consequences of violations. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Company has also adopted 'Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code aims to set forth a framework and policy for fair disclosure of events and occurrences that could resolutely impact price of the Company's securities. The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

The code of conduct for Prevention of Insider Trading is posted on the website of the Company and can be accessed at: www.rsdfinancelimited.com

All the Board of Directors and designated employees have confirmed compliance with the Code.

40. EXTRACT OF ANNUAL RETURN (MGT – 9)

The extract of the annual return in Form MGT - 9 as required under the provisions of Section 92(3) and 134(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is set out in the 'Annexure - G' to this report.

The extract of the annual return of the company is also available on the company's website at www.rsdfinancelimited.com and is available at the link www.rsdfinancelimited.com/investorrelations/annualreturn

41. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

42. CORPORATE GOVERNANCE

The Company believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all stakeholders. In terms of Regulation 34(3) read with Schedule V of the Listing Regulations, the following forms part of this Report:

- (i) Report on the Corporate Governance;
- (ii) Declaration regarding compliance to Code of Conduct by Board Members and Senior Management Personnel;
- (iii) A certificate from a Practicing Company Secretary that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority;
- (iv) the Certificate duly signed by the Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2020 as submitted to the Board of Directors at their meeting held on July 31, 2020; and
- (v) Auditors' Certificate regarding compliance of conditions of Corporate Governance

43. SECRETARIAL STANDARDS

During the Financial Year 2019-20, the Company has complied with all the relevant provisions of Secretarial Standards issued by the Institute of Company Secretaries of India

on Board Meetings and General Meetings (SS1 and SS2).

44. RBI GUIDELINES

The Company continues to comply with all the applicable regulations prescribed by the Reserve Bank of India ("RBI"), from time to time.

45. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the regulators or courts or tribunals that would impact the going concern status of the Company and its future operations.

46. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee under Section 143 (12) of Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

47. HUMAN RESOURCES

Your Company continues to put due emphasis on appropriate human resource development for its business. The employees of the Company and the group fully identify with the Company's and the groups vision and business goals.

48. POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

The Company has zero tolerance for sexual harassment at workplace. We have adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace and constituted the Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to

employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint under the said policy. Web link for the policy in the website is www.rsdfinancelimited.com/codes-policies.

49. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

1. Issue of equity shares with di as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares and ESOP) to the employees of the Company under any scheme.
3. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
4. Business Responsibility Report is not applicable on the Company.

5. Formation of Dividend Distribution Policy is not applicable on the Company.

50. APPRECIATION

Your Directors would like to acknowledge the role of all its stakeholders' viz., shareholders, bankers, lenders, borrowers and all others for their continued support to your Company and the confidence and faith that they have always reposed in your Company.

Your Directors acknowledge and appreciate the guidance and support extended by all the Regulatory authorities including Securities Exchange Board of India (SEBI), Reserve Bank of India (RBI), Ministry of Corporate Affairs (MCA), Registrar of Companies, Kolkata (ROC), the Stock Exchanges and the NSDL and CDSL.

We value the professionalism of all the employees who have proved themselves in a challenging environment and whose efforts have stood the Company in good stead and taken it to present level.

For and on behalf of the Board

Sd/-

Sd/-

Upneet Dugal

Director

DIN: 07680726

Rajeev Singh Dugal

Managing Director

DIN: 00052037

Place: Jamshedpur

Date: December 04, 2020

Annexure - A

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES**PART "A" - SUBSIDIARIES**

(Amount in ₹)

Sl. No.	Particulars	1	2	3
1.	Name of the Subsidiary	S R P Oil Pvt. Ltd	Precision Automotive Pvt. Ltd	Sigma HTS LLP*
2.	Date since when the subsidiary was acquired	September 30, 2015	November 15, 2013	March 15, 2016
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	April – March	April - March	April - March
4.	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	Indian Rupees
5.	Share capital	4,91,70,000 (49,17,000 Equity Shares of Rs. 10 each)	6,81,00,000 (1000 Equity Share of Rs. 100 each and 68,00,000 Pref. Share of Rs. 10 each)	The total contribution decided between the partners is Rs. 12,00,00,000 (12 crores).
6.	Reserves & Surplus	38,33,62,537	76,56,67,498	(2,75,92,787)
7.	Total Assets	49,63,68,219	94,49,06,924	38,36,58,396
8.	Total Liabilities	49,63,68,219	94,49,06,924	38,36,58,396
9.	Investments	27,13,61,100	88,67,41,785	NIL
10.	Turnover	23,04,51,482	4,41,32,076	41,05,99,313
11.	Profit before taxation	7,14,67,094	2,96,45,824	1,85,69,457
12.	Provision for Taxation (Tax Expenses)	1,64,68,801	37,59,843	NIL
13.	Profit after taxation	5,49,98,293	2,58,85,981	1,85,69,457
14.	Proposed Dividend (Inclusive of DDT)	NIL	54,40,000	NA
15.	% of shareholding	52.55% Equity	100% Equity	65% Capital

- Names of subsidiaries which are yet to commence operations - **NIL**.
- Names of subsidiaries which have been liquidated or sold during the year - **NIL**.
- No Company has become a Joint venture or associate during the financial year 2019-20, hence Part – B of form AOC- 1 is not reported.

* Sigma HTS is a Limited Liability Partnership, 65% stake is owned by Precision Automotive Pvt. Ltd, Wholly owned subsidiary of the Company.

For and on behalf of the Board of Directors

Place: Jamshedpur
Date: December 04, 2020

Sd/-
Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-
Upneet Dugal
Director
DIN – 07680726

FORM NO - AOC-2*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)***PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES****1. Details of contracts or arrangements or transactions not at arm's length basis:**

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis: -

Name of the related party and nature of relationship	SRP Oil Private limited
Nature of contracts/ arrangements/ transactions	Rent for office premises
Duration of the contract/ arrangements/ transactions	Yearly
Salient terms of the contracts or agreements or transactions including the value, if any	As per the rental agreement
Date(s) of approval by the Board, if any	30.03.2019
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

Sd/- Rajeev Singh Dugal Managing Director DIN – 00052037	Sd/- Upneet Dugal Director DIN - 07680726
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Place: Jamshedpur**Date: December 04, 2020**

Annexure - C

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and project or programs.

The Company intends to make a positive difference to the society and to contribute its share towards the social cause of betterment of the society through Social, Economic and Environmental Development of the community in which it operates and thereby creating value for the nation.

In this regard, the Company has made the policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large which is based as per the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 made there under.

Activities under CSR:

The Company will carry out CSR activities as specified in Schedule VII to the Companies Act, 2013, including any amendments to it but will not be limited to the following:

- a) Eradicating hunger, poverty and malnutrition;
- b) Promoting Health care including Preventive Health care;
- c) Promotion of education especially among children, women, elderly and the differently abled;
- d) Employment and livelihood enhancing vocational skills and projects;

- e) Ensuring environmental sustainability and ecological balance;
- f) Promoting gender equality and empowering women;
- g) Rural development project;
- h) Undertaking and supporting rehabilitation measures post disaster;
- i) Setting public libraries;
- j) Such other activities as the Board may consider being appropriate.

Web link to the CSR Policy:

The CSR Policy can be viewed at www.rsdfinancelimited.com

2. The composition of the CSR Committee

The Chairperson and Members of the Committee are as follows:

- Mr. Rajeev Singh Dugal - Chairperson
- Mr. Sushil Kumar Khowala - Member
- Ms. Upneet Dugal - Member

3. Average Net profit of the Company for last three financial years.

Pursuant to the provisions of Section 198 of Companies Act, 2013, Average net profit for last three financial years is ₹ 471.32 Lakhs.

4. Prescribed CSR Expenditure (Two percent of amount as in Item no. 3)

The Company was required to spend an amount of ₹ 9.43 Lacs towards CSR activities for the financial year 2019-20.

5. Details of CSR spent during the financial year:

- a) Total amount to be spent for the financial year – ₹ 9.43 Lakhs
- b) Amount unspent, if any – ₹ 9.43 Lakhs
- c) Manner in which the amount spent during the financial year is detailed below

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	SR project or activity Identified	Sector in which the Project is covered	Projects or programs 1) Local area or other 2) Specify the state districts where the projects or programs was undertaken	Amount outlay(budget) project or programs wise	Amount the projects on Or programs Sub-heads: (1) Direct expenditure on projects or programs(2) Overheads:	Cumulative Expenditure Up to the reporting period (Cr.)	Amount spent: Direct or through implementing agency *

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report.

The Company is committed to actively engage with the partners/NGOs to execute the events or projects and programs and incur expenditure in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

But the Company wants to do the CSR Activities meaningfully and with a purpose and to create a long term impact and because of this it is taking a little time. We are continuously identifying various projects for positively improving the communities in which we operate by focusing on sustainability of these

projects & empowerment of the communities.

The Company regularly spends money on various activities aimed at serving the communities around the office and factory. The Company will keep up this momentum. The Company further intends to treat any unspent amounts in the manner required under the Companies Act, 2013 and the rules issued thereunder.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

We hereby affirm that constant efforts are being put to implement the CSR Policy, as approved by the Board, and the CSR Committee monitors the implementation and activities in compliance with our CSR objectives.

For and on behalf of the CSR Committee

Sd/-
Upneet Dugal
Director
DIN -07680726

Sd/-
Rajeev Singh Dugal
Chairman
DIN - 00052037

Date: December 04, 2020
Place: Jamshedpur

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS:

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its coremanagement team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE:

The objective of the policy is to ensure that :-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies.
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- to retain, motivate, promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and

- experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- e) The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

TERM / TENURE

a) Managing Director/Whole-time Director:

- i. The Nomination and Remuneration Committee shall identify a person according to the requirements of the Company for the above position and recommend their appointment to the Board

including the terms of appointment and remuneration.

- ii. The Board shall consider the recommendation of the NRC and accordingly approve the appointment and remuneration. The appointment of MD, JMD, WTD shall be subject to the approval of the Shareholders.
- iii. Appointment of other employees will be made in accordance with the Company's HR Policy.

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed

companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company or by the Board on its own if the person commits a breach of the duties, functions and responsibilities or obligations on any reason prescribed by the law or AOA or the Listing Agreement or for reason of poor performance as measured as a result of performance evaluation.

POLICY FOR REMUNERATION TO DIRECTORS/ KMP/ SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director:

- a) The Managing Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The Remuneration/ Commission etc. to be paid to Managing Director shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director.
- #### 2) Remuneration to Non- Executive / Independent Directors:
- a) The Non-Executive / Independent Directors may receive sitting fees for attending meeting of the Board and the committee and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b) The profit-linked Commission shall be paid within the monetary limit approved by the Shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.
 - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. Non-Executive Directors are eligible for Stock Options as approved by the shareholders.
 - d) Any remuneration paid to Non- Executive/ Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and

- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

Any incidental expense incurred by the Directors with relation to the participation in the meetings of the Board and other Sub Committees shall be reimbursed.

3) Remuneration to Executive Directors, Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) Remuneration of Executive Directors, Key Managerial Personnel and Senior Management is determined and

recommended by the Nomination & Compensation Committee and approved by the Board. Remuneration of Executive Directors is also subject to the approval of the shareholders.

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SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FORM NO. MR – 3 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To
The Members,
RSD Finance Limited
H. No – 4, The Alcor Hotel
Ramdas Bhatta, Opp. Indian Oil Petrol Pump
Bistupur, Jamshedpur - 831001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RSD Finance Limited** (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and subject to my separate letter attached as “**ANNEXURE – A**”, I hereby report that in my opinion, the Company has, during the financial year ended on March 31, 2020 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period and verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

- i) The Companies Act, 2013 (the Act), amendments thereof and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;(was not applicable to the Company during the period under review);
- i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (was not applicable to the Company during the period under review)

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (was not applicable to the Company during the period under review);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (was not applicable to the Company during the period under review);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (was not applicable to the Company during the period under review); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (was not applicable to the Company during the period under review);
- ii) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking Non-Banking Financial Companies which are applicable to the Company.
 - iii) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

I have also examined compliance with the applicable clauses of the following:

- (a) Provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;

And

- (b) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes took place in the composition of the Board of Directors during the period under review.
- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I have examined the systems and processes established by the Company to ensure the compliance with general laws including Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, Payment of Gratuity Act & other State Laws, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the Company and its observance by them.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Based on such checks as considered appropriate and documents provided by the Company, I observed that the specific laws, as applicable to the Company are being duly complied with.

I further report that during the audit period there were no specific event/ action having a major effect on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

The Company had obtained approval of members by way of passing Special resolution at the Annual General Meeting of the Company held on 30.09.2019 for the following matters:

a) Re-appointment of Mr. Malkeet Singh Saini as an Independent Director of the Company

The members appointed Mr. Malkeet Singh Saini as an Independent Director of the Company, for a second term to hold office till

September 30, 2020.

b) 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.

The members approved the payment of managerial remuneration to the Executive Directors upto a limit of Rs. 5 Lakhs per month.

The members in the Extraordinary General Meeting of the Company held on January 16, 2020 approved –

Sub-division of the 64,73,240 equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each fully paid-up into 1,29,46,480 equity shares having face value of Rs. 5/- (Rupees Five Only) each fully paid up.

This report is to be read out with our letter of even date which is annexed as “**ANNEXURE - A**” and forms an integral part of this report.

Sital Prasad Swain

Practicing Company Secretary

Membership No. - F6338

COP No. - 6814

UDIN –F006338B001373363

Place: Jamshedpur

Dated: December 02, 2020

ANNEXURE "A"

To

The Members,

RSD Finance Limited

H. No – 4, The Alcor Hotel

Ramdas Bhatta, Opp. Indian Oil Petrol Pump

Bistupur, Jamshedpur - 831001

My Secretarial Audit Report for the financial year March 31, 2020 of even date is to be read along with this annexure.

- 1) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I earnestly believe that the processes and practices I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- 7) We further report that the Compliance by the Company of applicable Financial Laws like Direct & Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Sital Prasad Swain

Practicing Company Secretary

Membership No. - F6338

COP No. - 6814

UDIN –F006338B001373363

Place: Jamshedpur

Dated: December 02, 2020

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

PART (A) – DISCLOSURE AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

A. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:

Name of Director	Designation	Ratio to median remuneration of Employee
Rajeev Singh Dugal	Managing Director	5.38
Upneet Dugal	Executive Director	8.87

All the Non-Executive Directors of the Company are Independent Directors and have only been paid sitting fees. The details of sitting fees paid are provided in the Corporate Governance Report. In the above ratio of remuneration and percentage increase in remuneration, sitting fees paid to Non-executive Directors, have not been considered.

B. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2019-20:

Sl. No.	Name of Director / KMP	Designation	% increase in Remuneration
1.	Rajeev Singh Dugal	Managing Director	NIL
2.	Upneet Dugal	Executive Director	NIL
3.	Rechan Chhabra	Chief Financial Officer	12.03%
4.	Puja Choudhary	Company Secretary	9.61%

C. The percentage increase in the median remuneration of the employees in the FY 2019 - 2020:-

There has been a decrease of 25.00% in the median remuneration of the employees of the Company in FY 2019- 2020 as compared to FY 2018 – 2019.

D. The number of permanent employees on the rolls of the Company as on 31st March, 2020:-

There were 8 employees on the rolls of the Company.

E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

There is 22.70% decrease in the salaries of employees other than managerial personnel and 3.32% average increase in the salaries of managerial personnel during the year.

Justification for decrease: The total number of employees on the rolls of the company has decreased during the Financial Year causing a decrease in the average remuneration in the employees. Further due to the economic slowdown the remuneration was not increased.

The remuneration of the Managing Director, Executive Director, Chief Financial Officer and Company Secretary is decided based on the individual performance, inflation, prevailing industry trends and benchmarks. The remuneration of eligible Non-Executive Directors consists of sitting fees. The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparator basket of relevant companies in India.

F. Affirmation that the remuneration is as per Remuneration Policy of the Company:-

It is hereby affirmed that the remuneration paid to KMPs and other employees are as per the Nomination & Remuneration Policy of the Company.

PART (B) – DISCLOSURE AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

During the year the Company had not engaged any employee drawing remuneration exceeding the limit specified under Section 197(12) read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board of Directors

Sd/-
Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-
Upneet Dugal
Director
DIN - 07680726

Place: Jamshedpur

Dated: December 04, 2020

EXTRACT OF ANNUAL RETURN

FORM NO. MGT 9

As on financial year ended on March 31, 2020

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

(i)	CIN	L17222JH1963PLC013316
(ii)	Registration Date	February 04, 1963
	Name of the Company	RSD Finance Limited
(iii)	Category/Sub-category of the Company	Public Company / Limited by Shares
(iv)	Address of the Registered office & contact details	H. No – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur – 831001 Tel. : +91 7280009199 Email: rsdfinance.ltd@gmail.com Website: www.rsdfinancelimited.com
(v)	Whether listed company	Yes
(vi)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	S K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006 Contact No. - 033-22196797/ 4815 E-mail: skcdilip@gmail.com Website: http://www.skinfo.in/

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(Contributing 10% or more of the total turnover of the Company)

SL. NO.	NAME & DESCRIPTION OF MAIN PRODUCTS/ SERVICES	NIC CODE OF THE PRODUCT/ SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	Investing & Financing Activities	6499-64990	82.55%
2	Treatment and Coating of metals	2592-25920	13.96%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES:

SL. NO	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
(i)	Precision Automotive Pvt. Ltd.	U35900JH2005PTC013315	Subsidiary	100.00%	2 (87)
(ii)	S R P Oil Pvt. Ltd.	U23209JH1996PTC013466	Subsidiary	52.55%	2 (87)
(iii)	Sigma HTS LLP	AAF - 9444	Subsidiary	65.00%	2 (87)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS % TO TOTAL EQUITY)**Category Wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the Year (As on 01.04.2019)				No. of Shares held at the end of the Year (As on 31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	81,17,040	0	81,17,040	62.70%	81,17,040	0	81,17,040	62.70%	0.00%
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	15,82,000	0	15,82,000	12.22%	15,82,000	0	15,82,000	12.22%	0.00%
SUB TOTAL:(A) (1)	96,99,040	0	96,99,040	74.92%	96,99,040	0	96,99,040	74.92%	0.00%
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
TOTAL SHAREHOLDING OF PROMOTER (A)= (A)(1)+(A)(2)	96,99,040	0	96,99,040	74.92%	96,99,040	0	96,99,040	74.92%	0.00%

B. PUBLIC SHAREHOLDING

(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central gov.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-

g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	13,21,336	6,98,380	20,19,716	15.60%	13,20,446	6,98,380	20,18,826	15.59%	(0.007%)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,23,064	3,98,600	5,21,664	4.03%	1,43,754	3,85,200	5,28,954	4.09%	0.056%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	3,67,060	3,39,000	7,06,060	5.45%	3,67,060	3,32,600	6,99,660	5.40%	(0.049%)
c) Others (specify)									
SUB TOTAL (B)(2):	18,11,460	14,35,980	32,47,440	25.08%	18,31,260	14,16,180	32,47,440	25.08%	0.00%
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	18,11,460	14,35,980	32,47,440	25.08%	18,31,260	14,16,180	32,47,440	25.08%	0.00%
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	115,10,500	14,35,980	129,46,480	100%	115,30,300	14,16,180	129,46,480	100%	0.00%

Note - The Equity shares of the Company have been sub-divided from face value of Rs. 10/- per equity shares to Rs. 5/- per equity share. The opening balances have been adjusted to make them comparable.

i) Share Holding of Promoters/ Promoter Group

Details of Shareholding of Promoters/ Promoter Group								
Sl. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Rajeev Singh Dugal	80,89,080	62.48%	NIL	80,89,080	62.48%	NIL	0.00%
2	Kashvi Dugal	27,960	0.22%	NIL	27,960	0.22%	NIL	0.00%
3	K U Benefit Trust	15,82,000	12.22%	NIL	15,82,000	12.22%	NIL	0.00%
	Total	96,99,040	74.92%	NIL	96,99,040	74.92%	NIL	0.00%

Note - The Equity shares of the Company have been sub-divided from face value of Rs. 10/- per equity shares to Rs. 5/- per equity share. The opening balances have been adjusted to make them comparable.

ii) Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the Year (As on 01.04.2019)		Cumulative Shareholding during the year (As on 31.03.2020)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	96,99,040	74.92%	96,99,040	74.92%
Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Nil	0%	Nil	0%
At the end of the year	96,99,040	74.92%	96,99,040	74.92%

Note - The Equity shares of the Company have been sub-divided from face value of Rs. 10/- per equity shares to Rs. 5/- per equity share. The opening balances have been adjusted to make them comparable.

iii) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year (As on 01.04.2019)		Transactions during the Year		Cumulative shareholding at the end of the year (As on 31.03.2020)	
		No. of shares	% of total shares of the Company	No of shares increase/decrease	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mrigaya Tie up Pvt Ltd	6,25,000	4.83%	-	-	6,25,000	4.83%
2	Narsingh Agro Industries LLP	5,09,846	3.94%	-	-	5,09,846	3.94%
3	Vintage Tradelinks Private Limited	3,93,800	3.04%	(400)	(0.003)	3,93,400	3.04%
4	Arkaya Agrodeal LLP	4,87,980	3.77%	-	-	4,87,980	3.77%
5	Tara Khowala	2,02,060	1.56%	-	-	2,02,060	1.56%
6	Roop Narayan Choudhary	1,29,000	1.00%	-	-	1,29,000	1.00%
7	Geeta Jayesh Taunk	99,400	0.77%	-	-	99,400	0.77%
8	Jyoti Bhatia	89,600	0.69%	(6400)	(0.049)	83,200	0.64%
9	Suchita Sikaria	8,694	0.07%	8517	0.066	17,211	0.13%
10	Surekhaben Arvindbhai Shah	8,400	0.06%	(400)	(0.003)	8,000	0.06%
11	Srawan Khowala	8,000	0.06%	-	-	8,000	0.06%

Figures in bracket signify the sales made during the year.

iv) Shareholding of Directors & Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	At the beginning of the year				
	i) Rajeev Singh Dugal	80,89,080	62.48%		
	ii) Sushil Kumar Khowala	36,000	0.28%		
	iii) Jayesh Taunk	1,50,000	1.16%		

Note - The Equity shares of the Company have been sub-divided from face value of Rs. 10/- per equity shares to

RSD Finance Limited

2	Increase/decrease in Promoters Shareholding during the year				
	i) Rajeev Singh Dugal			NIL	NIL
	ii) Sushil Kumar Khowala			NIL	NIL
	iii) Jayesh Taunk			NIL	NIL
3	At the end of the year				
	i) Rajeev Singh Dugal			80,89,080	62.48%
	ii) Sushil Kumar Khowala			36,000	0.28%
	iii) Jayesh Taunk			1,50,000	1.16%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount Rs. in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	11,96,805.00	48,18,427.00	0.00	60,15,232.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl. No.	Particulars of Remuneration	MD/WTD/Manager		
		Mr. Rajeev Singh Dugal	Ms. Upneet Dugal	Total
1	Gross salary	12,00,000.00	19,80,000.00	31,80,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	N.A.	N.A.	N.A.
2	Stock option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission as % of profit	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.
	Total (A)	12,00,000.00	19,80,000.00	31,80,000.00
	Ceiling as per the Act	Company has passed special Resolution at the 56th AGM held on 30th September, 2019 for payment of remuneration above the ceiling limit.		

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Sushil Kumar Khowala	Malkeet Singh Saini	Jayesh Taunk	
a)	Fee for attending Board/ Committee meetings	18,000.00	16,000.00	18,000.00	52,000.00
b)	Commission	-	-	-	-
c)	Others, please specify	-	-	-	-
	Total (1)	18,000.00	16,000.00	18,000.00	52,000.00

2	Other Non - Executive Directors		
	(a) Fee for attending Board/ Committee meetings	NIL	
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)		52,000.00
	Total Managerial Remuneration(A+B)		32,32,000.00
	Ceiling as per the Act	All non-executive /independent directors have been paid only sitting fees for attending board meeting and committee meetings, which is well within the limits prescribed under the Companies Act, 2013.	
	Overall Ceiling as per the Act	Non- Executive Directors have only been paid sitting fees.	

B. Remuneration to Key Managerial Personnel other than MD/ MANAGER/ WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Rechan Chhabra (Chief Financial Officer)	Ms. Puja Choudhary (Company Secretary)	
1	Gross Salary	12,63,000.00	4,04,274.00	16,67,274.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NA	NA	NA
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NA	NA	NA
2	Stock Option	NA	NA	NA
3	Sweat Equity	NA	NA	NA
4	Commission as % of profit	NA	NA	NA
5	Others, please specify	NA	NA	NA
	Total	12,63,000.00	4,04,274.00	16,67,274.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2020.

For and on behalf of the Board of Directors

Sd/-
Rajeev Singh Dugal
Managing Director
DIN – 00052037

Sd/-
Upneet Dugal
Director
DIN - 07680726

Place: Jamshedpur
Date: December 04, 2020

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. OVERVIEW

The Management Discussion and Analysis Report (MDA) is an integrated part of Company's annual financial statements. The purpose of the MDA is to provide a narrative explanation, through the eyes of management, of how the Company has performed in the past, its financial condition, and its future prospects. This report contains a description of the year gone by and some of the key factors that influenced the business of the Company during the year, as well as a fair and unbiased overview of the Company's past, present, and future. There are forward looking statements mentioned in this report which may involve risks and uncertainties, including but not limited to the risk inherent to the Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially from those expressed or implied.

2. GLOBAL ECONOMY

The COVID-19 pandemic has, with alarming speed, dealt a heavy blow to an already-weak global economy, which is expected to slide into its deepest recession since the second world war, despite unprecedented policy support. The global recession would be deeper if countries take longer to bring the pandemic under control, if financial stress triggers defaults, or if there are protracted effects on households and firms.

The pandemic has raised unprecedented health challenges on a global scale. To contain the spread of the virus, most countries have resorted to stringent lockdown measures, closing schools and business activities and sometimes even preventing people from leaving their homes, except for essential reasons. Meanwhile, economic activity has

contracted dramatically. No country was spared, with GDP declining sharply in advanced, emerging market, and developing economies.

During May and June, as many economies tentatively reopened from the Great Lockdown, the global economy started to climb from the depths to which it had plunged in April. But with the pandemic spreading and accelerating in places, many countries slowed reopening, and some are reinstating partial lockdowns. While the swift recovery in China has surprised on the upside, the global economy's long ascent back to pre-pandemic levels of activity remains prone to setbacks.

The baseline projection assumes that social distancing will continue into 2021 but will then fade over time as vaccine coverage expands and therapies improve, with local transmission brought to low levels everywhere by the end of 2022.

Global growth is projected at -4.4 percent in 2020 and at 5.2 percent in 2021. A recovery has taken root in the third quarter of 2020. It is expected to strengthen gradually over 2021. Among emerging market and developing economies, growth is forecast at -3.3 percent in 2020. For many emerging market and developing economies excluding China, prospects continue to remain precarious.

Real GDP growth (YoY)	2019	Projections	
		2020	2021
World	2.8	-4.4	5.2
Advanced Economies	1.7	-5.8	3.9
EMDE	3.7	-3.3	6.0
United States	2.2	-4.3	3.1
Japan	0.7	-5.3	2.3
United Kingdom	1.5	-9.8	5.9
Asia	3.7	-3.3	6.0
China	6.1	1.9	8.2
India	4.2	-10.3	8.8

Source: World Economic Outlook by International Monetary Fund

3. INDIAN ECONOMY

The world got badly hit in the last quarter of 2019-20 with an unprecedented Covid-19 pandemic that disrupted the growth prospect of most global economies including India. The GDP declined by 23.9% year over year¹ in the first quarter (April to June) of FY2021.

However, India's economy had been slowing down for over seven quarters even before the pandemic. Investments and exports were contracting and it was government spending that boosted growth to compensate for the declining private sector demand.

The supply-chain disruptions and closure of factories and industries led to a reduction in gross fixed capital investment by 47.1%, private consumer spending also dropped by 26.7%. The falling volume of global trade reduced exports (by 19.8%). The drop in imports was even more severe (by 40.4%) compared to exports primarily due to falling domestic demand and oil prices.

The government intensified its effort to cushion the economy from the impact of the pandemic and announced economic stimulus packages.

On the industry side, real gross value added fell by 22.8% in Q1 FY2020. All sectors were hit hard because of the nationwide lockdown. Growth in the manufacturing and construction sectors plunged by 39.3% and 50.3%, respectively, while the overall services sector contracted by 20.6%. The silver lining was the robust growth in the agriculture sector (by 3.4%), which performed better due to a good monsoon and many migrant workers taking up farming in rural areas upon their return from cities.

However, the Indian equity markets scaled new highs, before turning highly volatile in early-

¹ growth percentages are measured year over year

March in tandem with global equity markets. The service sector, trade, hotels, transport, communication, and services was hit the hardest and contracted by 47%. The hospitality and transport subsectors were among the first few that felt the immediate impact of the virus and are yet to show signs of revival due to intermittent lockdowns and reduced social interactions.

The true impact of the pandemic may reflect in the following quarters. Events around the global and domestic economy and infection spread are evolving rapidly and high-frequency data suggests the worst is probably over. Supply-side activities are resuming gradually, with every phase of the economic unlock being designed to limit economic disruptions. The initial pent-up demand has also aided the economic rebound as seen in the months following the unlock.

The extent and effectiveness of the fiscal and monetary stimulus by the government will be crucial in reducing the pandemic's impact on the economy. So far, the government has announced two stimulus packages to help people and businesses respond to the crisis. Fresh measures aimed at improving infrastructure, regulations, and job opportunities and their timeliness will likely aid in sustained economic recovery and rebuilding.

Moody's Investors Service in its August update of Global Macro Outlook 2020-21 said that India, China and Indonesia will be the only G-20 emerging economies to post a strong enough pick up of real GDP in the second half of 2020, and retained its projection of 3.1 per cent growth contraction for India in 2020.

4. INDUSTRY STRUCTURE

The Non-Banking Financial Companies (NBFCs) sector is integral to the Indian financial landscape and is contributing commendably towards Government's agenda of financial inclusion. In the past few years,

NBFCs have filled the void created by PSU banks, which have been crippled for capital.

It plays a significant role in the growth of the Indian financial system.

Non-banking finance companies (NBFCs) play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs' ground level understanding of their customers' profile and their credit needs gives them an edge, as does their ability to innovate and customize products as per their clients' needs. This makes them the perfect conduit for delivering credit to MSMEs.

However, NBFCs operate under certain regulatory constraints, which put them at a disadvantage vis-à-vis banks. While there has been a regulatory convergence between banks and NBFCs on the asset side, on the liability side, NBFCs still do not enjoy a level playing field. This needs to be addressed to help NBFCs realize their full potential and thereby perform their duties with greater efficiency.

Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now, especially when the government has a strong focus on promoting entrepreneurship so that India can emerge as a country of job creators instead of being one of job seekers. The Budgets of July 2019 and February 2020 clearly indicated the increasing importance of this segment in boosting the economy and bringing in positivity in the investor fraternity.

The economic slowdown in 2019-20 kept the financial markets jittery. The concerns on fiscal slippage, rising geopolitical tensions and weakness in the overall economic activity put further pressure on the business growth of

lenders, including NBFCs. The outbreak of Covid-19 led to further uncertainties, while NBFCs were already facing liquidity challenges and increasing NPAs.

A reduction of 25 bps in the reverse repo rate and the exclusion of the moratorium period in evaluating NPA's/asset classification coupled with other liquidity injection measures were the need of the hour for the sector. It will ensure continuity of vital businesses and thereby ensure gradual recovery for next fiscal. NBFCs with strong business model, strong capital base & liquidity position together with innovative business strategies can overcome the impact of this disruption in the second half of FY21, and continue its successful growth trajectory.

5. OUTLOOK OF NBFCs

Non-Banking Finance Companies (NBFCs) play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society.

The India Ratings and Research (Ind-Ra), has maintained a negative outlook on the non-banking finance company (NBFC, retail and wholesale) and housing finance company sectors for 2HFY21, amid COVID-19 related business disruptions. Considering the unabated spread of the virus at pan-India level, Ind-Ra opines that time required for NBFC operations to return to normalcy could be prolonged.

The Company's present business operations are preponderantly that of Loans & Advances and income from investments. Future of which largely depends upon financial and capital markets. The income from the advances/lending business is steadily growing, contributing significant volume to the overall business of the Company. The Management is optimistic, expects to maintain its performance in FY2020-21 and hopes to grow at a rate

faster than the growth of bank credit. The approach would be to continue the growth momentum while balancing risk. As before, it will continue to invest in strengthening risk management practices.

Your Company is actively tracking all the developments and is trying to look for more opportunities in NBFC activities. The management is confident that the business scenario will improve significantly during FY 2020-21.

6. OPPORTUNITIES & THREATS

The sentiment in the Indian financial market has changed considerably over the past few years; the economic growth, though subdued for last couple of years, is likely to show positive momentum over the coming years.

The Company being an investment Company seeks opportunities in the capital market. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company.

Capital market activities in which most of our activities depend on is also influenced by global events and hence there is an amount of uncertainty in the near term outlook of the market.

Despite great opportunities, there are significant factors presenting threats to our businesses. Impact on economic growth of the rising prices of oil, decelerating investment demand and high inflation; Volatility in the Rupee-US Dollar movement due to various factors including current account deficit; Reducing capital expenditure by Industries; Regulatory changes impacting the landscape of business; Interest Rate Risk, No access to low cost funds, Slower than expected recovery of macro-economy, domestically as well as globally, or delay in revival of capex cycle. All these factors can impede the growth.

7. FINANCIAL PERFORMANCE

The Company follows accrual basis of accounting under the historical cost convention. It has adopted Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 from April 1, 2019 and the effective date of such transition is April 1, 2018. Previous year figures in Financial statements have been restated to Ind AS.

Balance Sheet

- ❖ Net worth declined to ₹ 50.09 crores as on March 31, 2020 as compared to ₹ 50.46 crores as on March 31, 2019.
- ❖ The Borrowings for FY 2019-20 declined to ₹ 56.60 lakhs as compared to ₹ 60.15 lakhs during FY 2018-19 owing to debt repayments during the year.

Profit and loss statement

- ❖ Total expenses for FY 2019-20 stood increased to ₹ 2.45 crores as compared to ₹ 1.53 crores in FY 2018-19 owing to adjustments in the impairment of financial instruments.
- ❖ Depreciation and amortization decreased to ₹ 11.60 lakhs in FY 2019 20 as compared to ₹ 14.74 lakhs in 2018-19.
- ❖ PBT and EBITDA reported a negative growth owing to higher provisioning owing to application of Indian Accounting Standards.

8. FINANCIAL RATIOS

Following are ratios for the current financial year and their comparison with preceding financial year, along with explanations where the change has been 25% or more when compared to immediately preceding financial year:

Summary of Key Financial Metrics and Key Ratios**(Amount in ₹ Lacs)**

KEY METRICS	STANDALONE		CONSOLIDATED	
	FY 2019-2020	FY 2018-2019	FY 2019-2020	FY 2018-2019
Revenue from Operations	328.05	352.54	6,830.33	5,353.07
Other Income	77.42	338.57	419.73	577.01
Total Expenses	244.62	152.54	5,946.78	4,915.16
Profit/(Loss) before Tax	160.85	538.57	1,303.27	1,068.29
Profit/(Loss) After Tax	131.26	575.50	1,071.40	1,149.67
EPS (₹ per share)	(0.25)	7.97	4.37	14.78

Significant Ratios

As per provisions of SEBI Listing Regulations, 2015, the significant financial ratios are given below:

Sl. No.	Ratio Description	FY 2019-20	FY 2018-19*	Reason for increase (in case of more than 25%)
1.	Debtors Turnover	0.23	0.19	NA
2.	Inventory Turnover	-	-	NA
3.	Interest Coverage Ratio (times)	187:1	287:1	NA
4.	Current Ratio (times)	12.53:1	9.37:1	The Company had received earnings from sale of plot which have been invested in Mutual Funds.
5.	Debt Equity Ratio	0.01:1	0.01:1	NA
6.	Operating Profit Margin (%)	0.49	0.78	The profits have decreased due to decrease in the fair value of investments.
7.	Net Profit Margin (%)	-0.08	0.75	Other comprehensive loss suffered due to decrease in the Fair Value of investments.
8.	Return on Net Worth (%)	-0.01	0.10	Other comprehensive loss suffered due to decrease in the Fair Value of investments.

*The figures for the Financial Year 2018-19 have been recalculated due to applicability of Ind-AS

Segment-Wise Performance

On a consolidated basis, the Investment and Financial Segment has posted a revenue of ₹ 790.17 lakhs (Previous Year ₹ 906.76 lakhs), Job Work segment has posted a revenue of ₹ 56.62 lakhs (Previous Year ₹ 141.10 lakhs), Hotel business segment has posted a revenue of ₹ 2304.52 lakhs (Previous Year ₹ 2038.43 lakhs) and heat treatment activity generated revenue of ₹ 4105.99 lakhs (Previous Year ₹ 2899.24 lakhs) including inter segmental revenue of ₹ 7.24 Lakhs.

On a standalone basis, the Investment and Financial Segment posted segment revenue of ₹ 348.85 lakhs (Previous Year revenue of ₹ 567.83 lakhs) and the Job Work segment recorded a profit of ₹ 56.62 lakhs (Previous Year profit of ₹ 123.29 lakhs).

The Company operates only in India, hence there is no other significant geographical segment that requires disclosure.

9. RISKS AND CONCERNS

Risk is an integral part of the Company's business and sound risk management is critical to the success of any organization. The Company is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk.

The Company is mainly exposed to market risks in the form of reduction in the value of its investment and fall in return due to dip in the investee Company's performance. The investments represent a material portion of the Company's business and are vulnerable to fluctuation in the stock market.

Further, change in regulatory requirements for NBFCs from time to time, can have a bearing on the running of the Company. The overall

economic fluctuations/ slowdown and its impact on service sector are also a cause of concern.

The Company is aware of the need to better understand, anticipate, evaluate and mitigate risks in order to minimize its impact on business. The Company has put in place a Risk Management Policy to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed.

The performance of the Company is dependent on the Indian Capital markets for its returns. Even though it is envisaged that stock market will continue to do well, but global concerns can result in sharp corrections.

10. INTERNAL CONTROL SYSTEM

Effective internal controls are necessary for building up an efficient organization. Your Company has in place, an adequate internal control and internal audit system managed by qualified and experienced people to ensure the compliances under statutory regulations. Corporate policies are made to figure out the weaknesses persisting in the system and suggest remedial measure for the same.

The system is improved and modified continuously to meet with the changes in business condition, statutory and accounting requirements. Internal controls are supplemented by an effective Internal Audit being carried out by M/s. Heerwal & Associates, Chartered Accountant and are periodically reviewed by the management.

The Audit Committee also met the Company's statutory auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal control and

systems followed by the Company.

11. HUMAN RESOURCES MANAGEMENT

The Company always regards human resources as its most valuable asset and ensures friendly work environment that encourages initiatives by individuals and recognizes their performance. Total 8 employees were employed during the financial year.

To maintain competency and to improve the analytical abilities of employees for gearing them to face challenges, proper training and development is imparted by the Company before the employee takes up any responsibility. Our Company has always valued its employees whose dedication and contribution have helped us to reach the levels of excellence and rewarded them appropriately during the appraisal.

12. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2019-20.

Number of complaints received: Nil

Number of complaints disposed off: Nil

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other such factors over which the Company does not have any direct control.

For and on behalf of the Board of Directors

Sd/-

Rajeev Singh Dugal

Managing Director

DIN – 00052037

Sd/-

Upneet Dugal

Director

DIN – 07680726

Place: Jamshedpur

Date: December 04, 2020

CORPORATE GOVERNANCE REPORT

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Governance practices stem from the culture and the mindset of the organization. The Company believes that good governance is an essential element of business, which helps the Company to be a responsible corporate citizen and fulfill its responsibilities to all its stakeholders.

The Company seeks to achieve its goal by being transparent in its business dealings, being fair and independent in its decision making, by disclosure of all relevant information in an easily understood manner, and by being fair to all stakeholders and by ensuring that the Company's activities are managed by a professionally competent Board of Directors.

The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. It is an upward-moving target that the Company collectively strives towards achieving.

The Company is in compliance with the requirements mandated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

("the Listing Regulations"), Companies Act, 2013 and RBI directions. A Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations is given below:

2. BOARD OF DIRECTORS

The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Board's composition is in accordance with the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'Act') and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and has an optimum mix of Executive and Non-Executive Directors with half of the Board of the Company comprising of Independent Directors.

As on 31st March 2020, the Board consists of five Directors comprising three Independent Directors including a woman director and two Executive Directors. All the Directors are well qualified professionals in their respective arenas. None of the Independent Directors are more than 75 years of age. The profiles of Directors can be accessed on the Company's website at [www.rsdfinancelimited.com/company profile](http://www.rsdfinancelimited.com/company_profile)

The composition and category of Directors is as follows:

Category	Name of Directors (31.03.2020)	Name of Directors (04.12.2020)
Executive Directors	Mr. Rajeev Singh Dugal Ms. Upneet Dugal	Mr. Rajeev Singh Dugal Ms. Upneet Dugal
Non-Executive, Independent Directors	Mr. Sushil Kumar Khowala Mr. Malkeet Singh Saini Mr. Jayesh Tank	Mr. Sushil Kumar Khowala Mr. Harsh Pandey Mr. Sukant Bari
Non-Executive, Non - Independent Directors	-	Mrs. Kawaljeet Kaur Dugal

3. NUMBER OF BOARD MEETINGS

Minimum four Board meetings are held every year. Additional meetings are held to address specific needs of the Company. In case of any exigency/ emergency, resolutions are passed by circulation. During the financial year 2019-20 the Board of Directors met six times during the year under review on May, 30, 2019, August, 27, 2019, September 14, 2019, December 14, 2019, January 27, 2020, February 14, 2020. The requisite quorum was present for all the Meetings.

The Board meetings were held in such a manner that the maximum time gap between any two meetings was not more than 120 (one hundred and twenty) days. All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Regulation 17 of the Listing Regulations and secretarial standards.

4. DIRECTORS ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS

Every Director on Board notifies the Company on an annual basis about the Board and the committee positions which he/she occupies in other Companies and constantly updates any changes therein. The number of Directorship, Committee Membership(s)/ Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and the Listing Regulations.

Mr. Rajeev Singh Dugal, Managing Director and Ms. Upneet Dugal, Executive Director of the Company are not Independent Directors of any other listed company and none of our IDs serve as Non-Independent Director of any company on the board of which any of our Non-Independent Director is an ID. The details of each member of the Board as on 31st March, 2020 are given below:

Name of Director	Attendance particulars			No. of directorships and Committee Memberships/ Committee Chairmanships/ Chairmanships of public limited companies		
	Number of Board Meetings		Last AGM Held on 30.09.2019	Directorship	Committee Membership	Committee Chairmanship/ Chairpersonship
	Held	Attended				
Mr. Rajeev Singh Dugal	06	06	Yes	3	2	Nil
Mr. Sushil Kumar Khowala	06	04	Yes	7	2	2
Mr. Malkeet Singh Saini [*]	06	05	Yes	1	1	Nil
Mr. Jayesh Taunk [§]	06	04	Yes	1	1	Nil
Ms. Upneet Dugal	06	06	Yes	1	Nil	Nil

Notes:

- * The term of Mr. Malkeet Singh Saini as an Independent Director of the Company for a second term completed on September 30, 2020.
- \$ Mr. Jayesh Taunk resigned has tendered his resignation from the position of Independent Director of the Company with effect from the close of business hours of 29th September, 2020.
- I. Other Directorships excludes Directorships in Private Limited Companies, Foreign Companies, Alternate Directorships and Companies registered under Section 8 of the Companies Act, 2013 but includes Directorship in RSD Finance Limited.
- II. As per Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee are only considered, including in RSD Finance Limited.
- III. None of the Directors hold directorship in any other listed Company.
- IV. Number of Directorship, Committee Membership(s)/ Chairmanship(s) of all the Directors as on 31st March, 2020 is within the prescribed limits.
- V. The Executive Directors of the Company, Mr. Rajeev Singh Dugal and Ms. Upneet Dugal are related to each other in terms of the definition of relative as per Section 2(77) of the Companies Act, 2013. Declarations in this regard have been received by the Company. None of the other Directors on the Board are related to each other.
- VI. As per the declarations received by the Company from each of the Directors, none

of them are disqualified under Section 164(2) of the Companies Act, 2013.

- VII. The Board regularly reviews the declaration made by the Managing Director and Executives of the Company regarding compliance with all laws applicable to the Company on a quarterly basis.

5. INDEPENDENT DIRECTORS

Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The maximum tenure of Independent Directors is in compliance with the Act.

During the current year, the term of Mr. Malkeet Singh Saini completed on September 30, 2020. Further, Mr. Jayesh resigned with effect from close of business hours on 29th September, 2020. The Company has received a confirmation from Mr. Taunk that there were no material reasons for his resignation.

All the Independent Directors of the Company have duly registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended.

Further in terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that

they are independent of the Board as on March 31, 2020.

6. SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') along with the Board of Directors determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service.

The Policy for appointment and removal of Directors and determining Directors'

independence is available on our website at www.rsdfinancelimited.com

7. CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee, a matrix setting out the core skills/ expertise/ competencies identified by the Board of Directors in the context of the Company's business and sector(s) as required for its effective functioning and those actually available with the Board is given below.

Further, the brief profiles of Directors are also available on the website of the Company.

Skills identified by the Board

Industry knowledge & experience	Mr. Rajeev Singh Dugal	Ms. Upneet Dugal	Mr. Sushil Kumar Khowala	Mr. Malkeet Singh Saini	Mr. Jayesh Taunk
Business Experience	√	-	√	√	√
Financial Expertise	√	-	√	-	√
Understanding the laws, rules, regulations & policies	√	√	√	√	√
Experience in policy shaping & industry promotion	√	-	√	-	-
Managerial & entrepreneur skills	√	√	√	√	√
Leadership skills	√	√	√	√	√
Legal & Corporate Governance	√	-	√	√	√

8. MAXIMUM TENURE OF INDEPENDENT DIRECTORS

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company is for a term of 5 consecutive years. The tenure of 1st term of Mr. Malkeet Singh Saini has completed on September 30, 2020.

Mr. Harsh Pandey and Mr. Sukant Bari were

appointed by the Board of Directors on the respective Board meetings held on September 15, 2020 and November 21, 2020. The Board proposes their appointment for a period of five consecutive years to the members of the Company.

9. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on

22nd September, 2020. The meeting was held without the presence of the Executive Directors or any management personnel in compliance with the Code for Independent Directors as stipulated under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

At the meeting, the Independent Directors inter-alia reviewed the performance of Non-Independent Directors and the Board as a whole, assessed the quality, quantity and timeliness of flow of information between the Management and the Board and its Committees that is necessary for the Board to effectively and reasonably perform and discharge its duties.

All the Independent Directors of the Company attended the Meeting. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

10. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Directors, including Independent Directors, on induction are apprised of the nature of industry, the business model of the Company, the roles, rights, responsibilities in terms of Companies Act, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and relevant Acts, Rules and Regulations and are provided with necessary documents, reports and policies.

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter-alia explains the roles, rights and responsibilities expected of a Director of the Company. The Director is also explained in detail about the compliances required from him/her under the Act, Listing Regulations, Code of Conduct for Board Members and Senior Management Personnel, Prohibition of Insider Trading Code, RBI directions and other relevant regulations.

With a view to familiarise him/her with the Company's operations, the Managing Director

has a personal discussion with the newly appointed Director.

Periodic presentations are made at the Board and Committee meetings on the business and financial performance of the Company, updates on compliances, regulatory scenario, regulatory changes which affect/ concern the Company, Company policies, internal controls, investor relations etc.

The Directors are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry it is a part.

Details of the familiarisation programmes have been disclosed on the website of the Company at [http:// www.rsdfinancelimited.com](http://www.rsdfinancelimited.com).

11. TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The Independent Directors of the Company have been appointed in terms of the requirements of the Act and the SEBI LODR Regulations. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company- www.rsdfinancelimited.com.

12. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS, INCLUDING INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and the performance of individual Directors, as well as evaluation of the Committees of the Board.

The performance evaluation of the Board and its committees was conducted on the basis of a structured questionnaire which was prepared taking into consideration various aspects such as adequacy of the constitution and composition of the Board, establishment and delineation of responsibilities to various Committees, attendance and contribution at Board/ Committee Meetings, processes followed at the meeting, effectiveness of Board.

The performance of the Managing Director was evaluated on certain additional parameters depending upon their roles and responsibilities. The evaluation included points on key aspects of his role, including setting the strategic agenda of the Board Meetings, encouraging active engagement by all Board members and motivating and providing guidance to the Management, achievement of business target.

The Independent Directors had met separately on September 22, 2020 without the presence of Executive Directors and the members of management and discussed, inter-alia, the performance of Non-Independent Directors and Board as a whole.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done it is determined whether to extend or continue the term of appointment, whenever the respective term expires.

Further, the Board of Directors has expressed its satisfaction on functioning and performance of the Board and Committees and the performance of all the directors. They expressed their satisfaction with the evaluation process.

13. DETAILS OF SHARES HELD BY NON- EXECUTIVE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2020

Name of the Director	Number of Shares held
Mr. Malkeet Singh Saini	Nil
Mr. Sushil Kumar Khowala	36,000
Mr. Jayesh Taunk	1,50,000

The equity share capital of the Company has been sub-divided from 1 (one) equity share of face value of Rs. 10 each, fully paid up into 2 (two) equity shares of face value of Rs. 5 each fully paid up w.e.f from February 12, 2020.

14. BOARD PROCEDURE

The Company adheres to the provisions of the Act, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees. The Board meets at regular intervals. The Board Meetings (including Committee Meetings) of the Company are scheduled in advance to facilitate the Directors to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted by law, which is noted in the subsequent Board Meeting.

The Meetings of the Company are governed by a structured agenda. The Company Secretary in consultation with the Managing Director finalizes the agenda of the Board meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent at least seven days before the date of the Board and Committee Meetings, except for the meetings called at a shorter notice, if any, in accordance with the provisions of the Companies Act, 2013 and the Secretarial Standard on Meetings of Board of Directors (SS-1) issued by the Institute of Company Secretaries of India. In special and exceptional circumstances, consideration of additional or supplementary items is taken up with the approval of the Chair and majority

of the Independent Directors.

Senior management personnel are invited from time to time to the Board meetings to make presentations on relevant issues or provide necessary insights into the operations/ working of the Company and corporate strategies.

The Board reviews periodical compliances of all applicable laws, rules and regulations and the statements submitted by the Management. The members of the Board have full freedom to express their opinion in the Board and decisions are taken after detailed deliberations.

In addition to the above, pursuant to Regulation 24 of the Listing Regulations, the minutes of the Board Meetings of the Company's subsidiary companies and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are also placed before the Board. The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee Meetings.

The draft Minutes of the proceedings of the Meetings of the Board/Committee(s) are circulated to all the Members of the Board or the Committee for their perusal within the stipulated time prescribed by Secretarial Standard on Meeting of the Board of Directors. Comments, if any, received from the Directors are incorporated in the Minutes in consultation with the Managing Director. The Minutes are approved by the Members of the Board/Committee(s) prior to the next Meeting. The signed Minutes are circulated to all the Members of the Board or the Committee within the stipulated time prescribed by Secretarial Standard on Meeting of the Board of Directors.

15. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. The Committees constituted by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required.

Your Company has five Board level Committees

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee.

The composition and functioning of these Committees is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

During the year under review, all recommendations received from its Committees were accepted by the Board. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. AUDIT COMMITTEE

i. Composition of Audit Committee:

The Audit Committee of the Company has been constituted in terms Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of the Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Audit Committee comprises of three directors. Two-thirds of the members of audit committee are Independent Directors. The Chairman of the Committee is an Independent director. The composition of the committee as on March 31, 2020 was as follows:

Name of the Member	Position	Category
Mr. Sushil Kumar Khowala	Chairman	Independent Director
Mr. Jayesh Taunk	Member	Independent Director
Mr. Rajeev Singh Dugal	Member	Executive Director

There have been changes in the composition of the committee during the current year and the composition as on the date of this report is as follows:

Name of the Member	Position	Category
Mr. Sushil Kumar Khowala	Chairman	Independent Director
Mr. Harsh Pandey	Member	Independent Director
Mr. Rajeev Singh Dugal	Member	Executive Director

ii. Meetings and Attendance during the year:

During the year four (4) Audit Committee meetings were held i.e. on May 30, 2019, September 14, 2019, December 14, 2019 and February 14, 2020 and the time gap between two meetings were less than one hundred and twenty days as specified under Regulation 18 of the Listing Regulations.

The attendance record of the Members at the Audit Committee meetings held during the year ended 31st March, 2020 is as follows:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Sushil Kumar Khowala	4	4
Mr. Jayesh Taunk	4	4

Mr. Rajeev Singh Dugal	4	4
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All the members of the committee possess sound knowledge of accounts, audit and are financial management expertise. The audit committee met prior to the finalization of the accounts for the year ended 31st March, 2020.

The Chief Financial Officer, the Internal Auditor and the Statutory Auditors are invitees to the Audit Committee Meetings and the Company Secretary acts as the Secretary to the Audit Committee.

Minutes of the Audit Committee meetings are placed before the meeting of the Board of Directors. All the recommendations of the Audit Committee have been accepted by the Board of Directors.

The chairman of the Audit Committee, Mr. Sushil Kumar Khowala was present in the last Annual general Meeting held on 30 September, 2019 to answer the shareholders' queries.

iii. Terms of Reference:

The terms of reference, role and scope of the Audit Committee are in line with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any amendments thereof, which inter alia include:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and term of appointment of the Auditors;
- Approval for payment to the Auditors for any other services rendered by them;

There have been changes in the composition of the committee during the current year and the composition as on the date of this report is as follows:

Name of the Director	Category	Position
Mr. Harsh Pandey	Independent Director	Chairman
Mr. Sushil Kumar Khowala	Independent Director	Member
Mr. Sukant Bari	Independent Director	Member

ii. Meetings and Attendance during the year:

During the year ended 31st March, 2020, the Nomination & remuneration committee met thrice on August 27, 2019, September 14, 2019 and March 20, 2020.

The attendance record of the Members at the Nomination & remuneration committee meetings held during the year ended 31st March, 2020 is as follows:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Malkeet Singh Saini	3	3
Mr. Sushil Kumar Khowala	3	2
Mr. Jayesh Taunk	3	3

Mr. Malkeet Singh Saini, Chairman of the Nomination and Remuneration Committee, was present at the Annual General Meeting of the Company held on 30 September, 2019 to answer the shareholders' queries.

The Company Secretary of the Company acts as the Secretary to the Committee.

Minutes of the NRC meetings are placed before the meeting of the Board of Directors immediately following the NRC meeting.

iii. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 and the rules framed thereunder, including any amendments thereof, which inter-alia includes:

- To identify persons who are qualified to become directors and who may be appointed in senior management and recommend their appointment and / or removal to the Board of Directors of the Company;
- To formulate a criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- To formulate a criteria for evaluation of Independent Directors and the Board;
- To devise a policy on diversity of Board of Directors;
- To review and recommend remuneration of Managing Directors/ Whole time directors based on their performance and defined assessment criteria.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.
- Other matters as set out in Section 178 of the Companies Act, 2013 and the rules made thereunder and under Part D of Schedule II read with Regulation 19(4) of the SEBI (Listing Obligation and Disclosure

Requirements) Regulations, 2015 and referred to it by the Board of Directors.

Upon recommendation of Nomination and Remuneration Committee the Board of Directors have laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members, including Independent Directors.

During the year, the Directors have completed the evaluation process.

iv. Remuneration to directors:

The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

In accordance with the relevant provisions of Companies Act, 2013 and the Listing Regulations, the Nomination and Remuneration Committee (NRC) has formulated the criteria for determining qualification, positive attributes and independence of Directors and has recommended to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management.

The salient features of the Nomination & Remuneration Policy is provided in the Board's Report and the detailed policy is available on the Company's website at <http://www.rsdfinancelimited.com/pdf/d833004a-9a3a-4aaf-a512-9a818e55e360.pdf>

Details of remuneration paid to Executive Directors during the FY ended March 31, 2020 are furnished hereunder:

The appointment and remuneration of Executive Directors are governed by the Articles of Association of the Company and the resolutions

passed by the shareholders of the Company. The remuneration paid to Executive Directors is determined keeping in view the industry benchmarks, the performance of the Director, the performance of the Company and upon the recommendation of Nomination & Remuneration committee.

Annual increments are linked to performance and are decided by the Nomination and Remuneration Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Details of remuneration paid to Executive Directors during the year 2019-2020 are given below:

Name of the Director	Remuneration
Mr. Rajeev Singh Dugal	₹12,00,000
Ms. Upneet Dugal	₹19,80,000

Presently, the Company does not have a stock options scheme and did not give any performance linked annual increments for its Directors.

Details of remuneration paid to Independent Directors during the FY ended March 31, 2020 are furnished hereunder:

The Company is being benefited from the expertise and advice provided by the Independent Directors. They give their valuable advice, suggestion and guidance to the management of the Company from time to time. The Independent Directors are paid remuneration by way of Sitting Fees. The Independent Directors were paid Rs. 2,000 (Rupees two thousand only) as sitting fees for each Meeting of the Board or Committee of Directors attended by them w.e.f. August 27,

2019. The total amount of sitting fees paid during the Financial Year 2019-20 was ₹52,000/-. No sitting fees are paid to Non-Independent Directors. The Company has not paid any commission to Independent Directors for the year under review.

Details of the Sitting fees paid are as under:

Name of the Director	Sitting Fee
Mr. Malkeet Singh Saini	₹16,000
Mr. Sushil Kumar Khowala	₹18,000
Mr. Jayesh Taunk	₹18,000

Apart from receiving sitting fee for attending meetings, none of the Independent Directors had any pecuniary relationship or transaction with the Company during the financial year 2019-20. Criteria of making payment to Non-executive/ Independent director is also available on the Company's website at www.rsdfinancelimited.com

C. THE STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC):

i. Composition of Stakeholders Relationship Committee:

As on March 31, 2020, the composition of the Stakeholders Relationship Committee is in conformity with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The composition of the committee as on March 31, 2020 was as follows:

Name of the Director	Category	Position
Mr. Sushil Kumar Khowala	Independent Director	Chairman
Mr. Malkeet Singh Saini	Independent Director	Member

Mr. Rajeev Singh Dugal	Executive Director	Member
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There have been changes in the composition of the committee during the current year and the composition as on the date of this report is as follows:

Name of the Director	Category	Position
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iii. Terms of Reference:

The Committee's constitution and terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013, Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the rules framed thereunder, including any amendments thereof, which inter-alia includes:

- a) review all matters connected with the Company's transfer of securities;
- b) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- c) Review of measures taken for effective exercise of voting rights by shareholders;
- d) overseeing and re-materialization, consolidation of shares, etc.;
- e) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- f) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

The Company Secretary of the Company and the Registrar and Share Transfer Agent, S.K. Infosolutions Private Limited attend to all grievances of the shareholders.

The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the

Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

The details of the complaints received during the FY 2019-20 and the status of the same are as below:

- a) Number of pending complaints as on 01.04.2019 – Nil
- b) Number of complaints received during the year – 1
- c) Number of complaints disposed of during the year – 1
- d) Number of complaints not solved to the satisfaction of the shareholders during the year – Nil
- e) Number of complaints pending as at 31.03.2020 – Nil

The Company has acted upon all valid requests for share transfer received during 2019-20 and no such transfer is pending.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, and consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent is also submitted to the Stock Exchanges on a half yearly basis.

D. CORPORATE SOCIAL RESPONSIBILITY

The composition of the Corporate Social Responsibility Committee is in conformity with the requirements of Section 135 of the

Companies Act, 2013.

The CSR Committee comprises of three directors, two being Executive and one Independent. The Company Secretary acts as Secretary to the Committee. The composition of the committee as on March 31, 2020 was as follows:

Name of the Director	Category	Position
Mr. Rajeev Singh Dugal	Executive Director	Chairman
Ms. Upneet Dugal	Executive Director	Member
Mr. Sushil Kumar Khowala	Independent Director	Member

i. Meetings and Attendance during the year:

The CSR Committee met once during the year on February 15, 2020. The attendance of the Committee members is given hereinafter:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Rajeev Singh Dugal	1	1
Ms. Upneet Dugal	1	1
Mr. Sushil Kumar Khowala	1	0

The CSR Policy of the Company is displayed on the website of the Company at the web-link: [www.rsdfinancelimited.com/policies\(path\)](http://www.rsdfinancelimited.com/policies(path))

ii. Terms of Reference:

The Committee's constitution and terms of reference are in compliance with the provisions of Section 135 of the Companies Act, 2013 read with rules issued thereunder.

- a) To review the existing CSR Policy and to make it more comprehensive so as to

indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

- b) To provide guidance on various CSR activities to be undertaken by the Company and to monitor process; and
- c) Recommend the amount of expenditure to be incurred on the activities as above.

E. THE RISK MANAGEMENT COMMITTEE:

i. Composition of Risk Management Committee:

The Risk Management Committee, consists of members as stated below.

The composition of the Committee is in conformity with the Listing Regulations, with majority of members being Directors of the Company. The composition of the committee as on March 31, 2020 was as follows:

Name of the Director	Category	Position
Mr. Malkeet Singh Saini	Independent Director	Chairman
Mr. Sushil Kumar Khowala	Independent Director	Member
Ms. Upneet Dugal	Executive Director	Member

There have been changes in the composition of the committee during the current year and the composition as on the date of this report is as follows:

Name of the Director	Category	Position
Mr. Rajeev Singh Dugal	Executive Director	Chairman
Mr. Harsh Pandey	Independent Director	Member

Mr. Sushil Kumar Khowala	Independent Director	Member
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ii. Meetings and Attendance during the year:

The Risk Management Committee met once during the year on March 20, 2020. The attendance of the Committee members is given hereinafter:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Malkeet Singh Saini	1	0
Mr. Sushil Kumar Khowala	1	1
Ms. Upneet Dugal	1	1

iii. Terms of Reference:

The roles and responsibilities of the Risk Management Committee are as prescribed under Regulation 21 of the Listing Regulations and includes monitoring and review of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors, from time to time.

The Company has formulated and implemented a Risk Management Policy covering key aspects as provided under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

16. SECRETARIAL AUDIT

Mr. Sital Prasad Swain, Company Secretaries in practice, has conducted a Secretarial Audit of the Company for the year 2019-20. The Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, applicable RBI Regulations, Listing Agreements with the Stock Exchanges, applicable SEBI Regulations and other laws applicable to the Company.

The Secretarial Audit Report forms part of the Board's Report.

17. RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 40(9) of the SEBI Listing Regulations, a certificate on half-yearly basis, have been issued by a Company Secretary in Practice with respect to due compliance of share transfer formalities by the Company.

The Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and the total issued and listed capital. The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories).

The Report is disseminated to the Stock Exchanges on quarterly basis and is also available on our website www.rsdfinancelimited.com under 'Investor Relations' section.

18. ANNUAL SECRETARIAL COMPLIANCE REPORT

Pursuant to SEBI Circular dated 8th February, 2019, the Annual Secretarial Compliance Report for the financial year 2019-20 issued by Mr. Sital Prasad Swain, Company Secretaries in practice, confirming compliance with all applicable SEBI Regulations and Circulars/Guidelines issued thereunder, has been submitted to the Stock Exchanges within the due date.

19. SUBSIDIARIES

As on 31st March, 2020, the Company has the following three subsidiaries:

- 1) SRP Oil Private Limited (material unlisted subsidiary)
- 2) Precision Automotive Private Limited (wholly owned, material unlisted subsidiary)
- 3) Sigma HTS LLP (Subsidiary of Precision Automotive Pvt. Ltd.)

The Subsidiaries of the Company function independently, with an adequately empowered Board of Directors and sufficient resources. The Financial Statements of the subsidiary Companies are reviewed by the Audit Committee. Minutes of the Board Meetings of the Company's subsidiary are placed before the Board of Directors of the Company regularly and the attention of the Directors is drawn to all significant transactions and arrangements entered into by them.

Regulation 24 of the Listing Regulations further stipulates that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary. As per the provisions, Mr. Sushil Kumar Khowala, Independent Director has been appointed as a Independent Director on the Board of Precision Automotive Private Limited and SRP Oil Private Limited. Further Mr. Khowala is the representative of Precision Automotive Private Limited in Sigma HTS LLP.

The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company- www.rsdfinancelimited.com

20. GENERAL BODY MEETINGS

Details of the last three general body meetings held are given below:

a) Locations and time of last 3 Annual General Meetings (AGMs) are given below:

Financial Year	Venue	Date & Time
2018-2019	Holding No. – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001	10.30 AM, September 30, 2019
2017-2018	Gyan Manch, 11, Pretoria St, Elgin, Kolkata, West Bengal - 700071	12.30 PM, September 26, 2018
2016-2017	224, AJC Bose Road, 9th Floor, Room No – 902, Krishna Building, Kolkata, West Bengal - 70017	12.30 PM, September 08, 2017

An Extra-ordinary general meeting of the Members was held on January 16, 2020. The Company had passed the following two special resolutions namely:

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.

b) Particulars of Special Resolutions passed in the last three AGMs are given below:

2018-2019	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Malkeet Singh Saini as an Independent Director for a second term of 1 year. 2. Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI(LODR)(Amendment) Regulations, 2018
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2017-2018	<ol style="list-style-type: none"> 1. Re - appointment of Mr. Sushil Kumar Khowala as an Independent Director for a second term of 5 years. 2. Shifting of Registered office from jurisdiction of one state to another.
2016-2017	<ol style="list-style-type: none"> 1. Adoption of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. 2. Adoption of Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Postal Ballot whenever conducted will be carried out as per the procedure mentioned in Rule 22 of the Companies (Management and Administration) Rules, 2014, including any amendment thereof.

21. MEANS OF COMMUNICATION

i. Financial results: Prior intimation of the Board Meeting to consider and approve Unaudited / Audited Financial Results of the Company is given to the Stock Exchanges and also disseminated on the website of the Company. The Company immediately after conclusion of the meetings of the Board of Directors, within the prescribed time, uploads the aforesaid Financial Results on the website "Listing Centre" of BSE Limited, "Compliance" of CSE Limited and simultaneously uploads the same on the Company's website www.rsdfinancelimited.com.

The Company also publishes the audited/ unaudited financial results on a quarterly/Annual basis, in the prescribed format, in leading newspapers in English and in the Regional Language viz., Bengoli/Hindi, within the prescribed period.

ii. Newspapers where in results normally published: The Company's Quarterly Unaudited/ Audited Results are published in prominent daily newspapers, viz. Times of India (English daily) and AAJ (vernacular newspaper) and are also posted on the Company's website www.rsdfinancelimited.com.

iii. Website: The Company's website (www.rsdfinancelimited.com) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a downloadable form. All official news releases and filings made to the Stock Exchanges are updated on the Company's website.

iv. Presentations to institutional investors/ analysts: There were no presentations made to institutional investors or to the analysts during the year under review.

v. Annual Report: The Annual Report containing, inter alia, Audited Standalone Financial Statement, Consolidated Financial Statement, Directors' Report (including Management Discussion & Analysis Report, Corporate Governance Report), Auditors' Report and other important information is circulated to members and forwarded to the stock exchanges and also available in downloadable form on the Company's website and can be accessed at www.rsdfinancelimited.com/investorrelations/annualreport.

vi. BSE Corporate Compliance & Listing Centre (the "Listing Centre"): BSE's Listing Centre is a web-based application designed for corporates. All price sensitive information and matters that are material to shareholders are disclosed to the respective

Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges including periodical compliance filings are made through their respective electronic online filing systems. The same are also available on the Company's website.

vii. SEBI Complaints Redress System

(SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are – Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

During the year 1 complaint was received which has been closed.

viii. Designated Exclusive email-id: The Company has designated complianceofficer@rsdfinancelimited.com as an e-mail ID for the purpose of registering complaints/ queries/ requests by investors and the same is displayed on the Company's website.

ix. Dematerialisation of shares: The Company's Shares are tradable compulsorily in electronic form. The International Securities Identification Number ('ISIN') allotted to the Company's Equity shares is INE616F01022.

22. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting :

Date : December 29, 2020
Day : Tuesday
Time : 11:00 AM
Venue : Professional - I, The Alcor Hotel, 2nd Floor, H.No – 4, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand - 831001.

ii. Corporate Identity Number

L17222JH1963PLC013316

iii. Financial Calendar (tentative)

The Financial year is 1st April to 31st March every year and for the FY 2020-21, the financial results are proposed to be declared as per the following tentative schedule:

Particulars	Schedule
Financial results for the quarter ending June 30, 2020	on or before September, 2020 (in view of the extension granted due to Covid-19 pandemic)
Financial results for the quarter ending September 30, 2020	on or before 14th November, 2020
Financial results for the quarter ending December 31, 2020	on or before 14th February, 2021
Financial results for the quarter ending March 31, 2021	on or before 30th May, 2021
Annual General Meeting for the year ending March 31, 2021	on or before 30 th September, 2021

iv. Book Closure Period

The Register of Members and Share Transfer Books of the Company will be closed from Monday, December 21, 2020 to Tuesday, December 29, 2020 (both days inclusive) for the purpose of the 57th Annual General Meeting.

v. Dividend Payment Date

Your Directors have not recommended any dividend for the FY 2019-20.

vi. Listing on Stock Exchange & Stock Code

The Company's shares are listed on the following Stock Exchanges:

- **BSE Limited (BSE)**
Floor – 25, PJ Towers, Dalal Street, Mumbai - 400 001
SCRIP CODE – 539875

- **Calcutta Stock Exchange Limited (CSE)**

7, Lyons Range, Kolkata – 700 001

SCRIP CODE – 28123

The listing fees for the year 2020-21 have been paid to the above Stock Exchanges where the securities of the Company are listed. The Annual Custodial Fees for

2019-20 and 2020-21 to NSDL and CDSL has also been paid.

vii. Demat ISIN numbers in NSDL and CDSL for equity shares -

Pursuant to this sub-division, old ISIN No-INE616F01014 has been replaced with new ISIN i.e INE616F01022

viii. Market Price Data and Performance of Company’s Share Prices

Monthly High and Low of Company’s Shares during each month, in last financial year, is as below:

Month	CSE Limited (CSE)		BSE Limited (BSE)	
	Month’s High Price	Month’s Low Price	Month’s High Price	Month’s Low Price
Apr – 19	N.T	N.T	38.80	38.80
May – 19	N.T	N.T	47.00	40.70
June –19	N.T	N.T	59.95	45.70
July – 19	N.T	N.T	54.60	48.55
Aug – 19	N.T	N.T	48.00	36.55
Sep –19	N.T	N.T	38.35	30.50
Oct –19	N.T	N.T	29.00	27.50
Nov –19	N.T	N.T	28.80	27.40
Dec –19	N.T	N.T	31.65	28.75
Jan –20	N.T	N.T	48.85	33.20
Feb – 20	N.T	N.T	31.20	25.25
Mar – 20	N.T	N.T	27.70	20.50

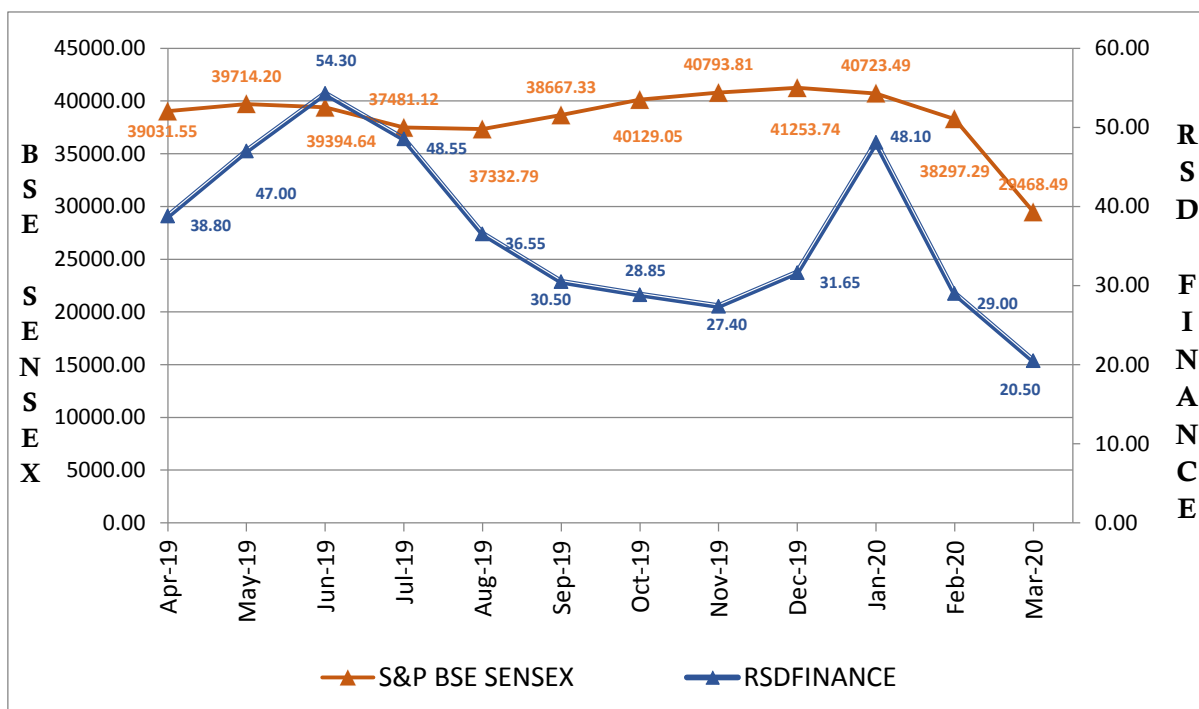
Source: www.bseindia.com

Note: During the financial year ended March 31, 2020, there was no trading in the equity shares of the Company at CSE. (N.T denotes-No Trades)

*The equity share capital of the Company has been sub-divided from 1 (one) equity share of face value of Rs. 10 each, fully paid up into 2 (two) equity shares of face value of Rs. 5 each fully paid up w.e.f from February 12, 2020.

ix. Performance in comparison to broad based indices such as BSE Sensex, CRISIL Index etc. –

The chart below plots the monthly closing price of RSD Finance Limited versus the BSE - Sensex for the year ended March 31, 2020



x. The shares of the Company have not been suspended from trading.

xi. Registrar and Share Transfer Agents

M/s. S. K. Infosolutions Pvt. Ltd

34/1A, Sudhir Chatterjee Street

Kolkata – 700 006

Tel. No – (033) 2219-4815

Email: skcdilip@gmail.com

xii. Share Transfer

Effective April 1, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. In view of the aforesaid amendment and in

order to eliminate the risks associated with physical holding of shares, members who are holding shares in physical form are hereby requested to dematerialize their holdings.

The Company obtains half-yearly certificate from a Company Secretary in Practice under Regulation 40(9) of the Listing Regulations, confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(10) of the Listing Regulations.

The Company also obtains a compliance certificate under Regulation 7(3) of the Listing Regulations confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent and files the same with the Stock Exchanges on a half yearly basis. Reconciliation of Share Capital

Audit is conducted every quarter by a Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with

the total issued and listed capital. The report is submitted to the stock exchanges and is also placed before the Board of Directors.

xiii. Distribution of Shareholding

Table 1 and Table 2 list the distribution of the shareholding of the Equity Shares of the Company by size and by ownership class as on 31st March, 2020.

TABLE – 1 :- DISTRIBUTION OF SHARE HOLDING BY SIZE AS ON MARCH 31, 2020

Distribution	Shareholders		Shareholding	
	No of Share holders	% to total no of holders	No. of shares	% to Total Shares
1 – 500	402	50.25%	90,519	0.70%
501 – 1000	254	31.75%	1,76,652	1.36%
1001 – 2000	104	13.00%	1,28,628	0.99%
2001 – 3000	5	0.63%	13,574	0.10%
3001 – 4000	7	0.88%	25,122	0.19%
4001 – 5000	9	1.12%	44,800	0.35%
5001 – 10000	5	0.62%	34,648	0.27%
10001 & Above	14	1.75%	124,32,537	96.03%
TOTAL	800	100.00%	1,29,46,480	100.00%

TABLE – 2:- SHAREHOLDING PATTERN BY OWNERSHIP AS ON MARCH 31, 2020:

Category of shareholder	Number of shareholders	Total number of shares	As a percentage (%)
Promoter and Promoter Group/Associate Companies, etc.	3	96,99,040	74.92%
Financial Institutions	0	0	0.00%
OCBs/Foreign Companies	0	0	0.00%
Other - Bodies Corporate/ Trusts	6	20,18,826	15.59%
General Public	791	12,28,614	9.49%
TOTAL	800	1,29,46,480	100.00%

**The equity share capital of the Company has been sub-divided from 1 (one) equity share of face value of Rs. 10 each, fully paid up into 2 (two) equity shares of face value of Rs. 5 each fully paid up w.e.f from February 12, 2020.*

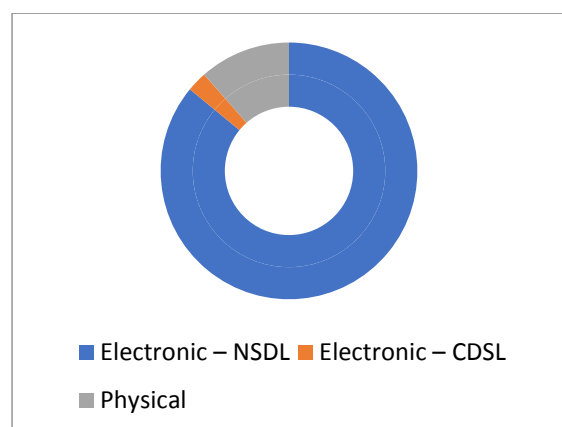
xiv. Dematerialisation of Shares

Based on a SEBI directive, the Equity shares of the Company are permitted to be traded only in dematerialised form and are available for demat under both the Depositories in India - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2020, a total of 1,15,30,300 Equity shares of the Company representing 89.06% of the total Equity Share Capital were held in dematerialised form. The entire Promoters' Group shareholding of the Company is in dematerialised form. The bifurcation of shares held in Physical and Demat form as on March 31, 2020 is given below:

For any assistance in converting physical shares in electronic form, investors may approach S.K. Infosolutions Pvt. Ltd or the Company Secretary of the Company.

Nature of holding	No. of Shares	Shareholding
NSDL	1,11,57,138	86.18%
CDSL	3,73,162	2.88%
PHYSICAL	14,16,180	10.94%

**xv. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on equity**

As on 31st March, 2020, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

xvi. Commodity Price Risk/ Foreign Exchange Risk and Hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

Accordingly, the disclosure pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2018/ 000000141 dated 15th November, 2018 is not required to be furnished by the Company.

xvii. List of all credit ratings obtained by the entity:

None

xviii. Plant location:

NS-13, 2nd Phase,
Industrial Area
Adityapur, Jamshedpur – 832 109

xix. Registered Office

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

xx. Address For Correspondence

Shareholders may correspond with the Registrar and Transfer Agents at:

M/s. S.K. Infosolutions Private Limited
34/1A, Sudhir Chatterjee Street
Kolkata – 700 006
Tel No – (033) 2219-4815
Email id – skcdilip@gmail.com

on all matters relating to transfer, transmission, dematerialisation of shares, payment of dividend, change of address, change in bank details and any other query relating to the Equity Shares of the Company.

For any query on the Annual Report please contact the Company Secretary & Compliance Officer of the Company:

Ms. Puja Choudhary
RSD Finance Limited
Holding No. – 4, The Alcor Hotel
Ramdas Bhatta,
Bistupur, Jamshedpur
Jharkhand – 831001
Tel No →+91 7280009199
Email id: rsdfinance.ltd@gmail.com

Your Company can also be visited at its website: www.rsdfinancelimited.com

Shareholders are requested to quote their Folio No./DP ID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its RTA.

23. DISCLOSURES

A. Disclosures of Transactions with Related Party

The Company has put in place a policy for Related Party Transactions (RPT Policy) which has been approved by the Board of Directors. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/ Board/ Shareholders, reporting and disclosure requirements in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same can be assessed at the Company's website at www.rsdfinancelimited.com.

During the Financial Year 2019-20, all the transactions with related parties have been made at arm's length basis. The Company did not have any material pecuniary relationship or transactions with Non- Executive Directors apart from paying Director's remuneration. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in material conflict

with the interest of the Company.

You may refer to Note no. 30 to the financial statement which contains related party disclosures. No materially significant related party transactions have been entered into during FY 2019-20 having potential conflict of interest.

B. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years:

The Company has always complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets. There has been no instance of non-compliance with any legal requirements during the year under review or during the last three years.

None of the Company's listed securities are suspended from trading.

C. Accounting treatment in preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Companies Act, 2013.

D. Whistle Blower Policy/ Vigil Mechanism:

The Company has a Vigil Mechanism/ Whistle-Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. A facility is available to report to

the management, on a confidential basis, any practices or actions believed to be inappropriate or illegal under the Company's Code of Conduct. The Code provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

This mechanism has been communicated to all concerned and posted on the Company's website www.rsdfinancelimited.com.

During the year under review, no employee was denied access to the Audit Committee.

E. Code for Prevention of Insider Trading Practices:

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Conduct called the "Internal Code of Practices & Procedures for prevention of Insider Trading" with a view to regulate trading in securities by its' Designated Persons and immediate relative of designated persons when in possession of Unpublished Price Sensitive Information ("UPSI").

The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with Securities of the Company and cautions them of the consequences of violations. The Insider Code is available on website of the company at www.rsdfinancelimited.com/codes/policies.

All Designated person (as per code) submits the Annual disclosure in regard to the Trading done by them and their immediate relatives in the securities of the company. The intimation of closure of Trading windows are informed to the Designated person as and when applicable.

All the Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

F. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

G. Policy and procedure for inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information:

The Company has formulated the "Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information" in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The objective of this Policy is to inter alia, strengthen the internal control systems to prevent leak of Unpublished Price Sensitive Information ("UPSI"), restrict/prohibit communication of UPSI with unauthorized person(s) and curb the unethical practices of sharing sensitive information by persons having access to UPSI.

H. Familiarisation Programme:

The Company has conducted the Familiarisation Program for Independent Directors. The Program aims to provide insights into the Company to enable the Directors to understand its business in depth, to acclimatize them with the processes and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of

the Company at <http://www.rsdfinancelimited.com/investorrelations/codes&policies> (Path)

I. Policy for determining Material Subsidiaries

Your Company has formulated a Policy for determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has been hosted on the website of the Company and can be accessed through the web link

<http://www.rsdfinancelimited.com/investorrelations/codes&policies> (Path)

J. Recommendations of Committees:

During the financial year 2019-20, there have been no circumstances where the Board of Directors of the Company have not accepted any recommendation made by any of the committees of the Board.

K. Total fees paid to the Statutory Auditors and all entities in the network firm/ entities

The total fees for all services paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditors is a part, is ₹1,82,500/-

L. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to create a safe and healthy working environment that enables the employees to work without fear of sexual harassment at workplace.

Status of complaints for the Financial Year 2019-20 is as follows:

a.	Number of complaints received during the financial year	Nil
b.	Number of complaints disposed off during the financial year	Nil
c.	Number of complaints pending as at the end of the financial year	Nil

M. Compliance with Regulation 34(3) and Part F of Schedule V of the Listing Regulations

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

N. Nomination Facility

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/SH-14.

O. During the year under review, the Company has complied with the mandatory requirements of listing regulations. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the Managing Director is submitted regularly with the Stock Exchanges where the shares of the Company are listed. Further, the Company has also put its best endeavor to comply non mandatory requirements.

P. The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website (www.rsdfinancelimited.com). The section on 'Investor Relations' on the website serves to inform the members by giving

complete financial details, annual reports, press releases, shareholding patterns and such other information relevant to shareholders.

- Q. During the FY ended March 31, 2020 the Company did not engage in commodity price risk and commodity hedging activity.**
- R. No funds have been raised through public issue of Equity or Debt in the form of public or right or preferential issue during the year under review.**
- S. There has been no instance of non-compliance of any requirement of Corporate Governance Report as prescribed under SEBI (Listing Obligation and Disclosure Requirements).**
- T. Adoption of Non - Mandatory Requirements of Regulation 27 read with Part E of Schedule II of SEBI Listing Regulations**

(a) Shareholder Rights

Half-yearly and other quarterly financial statements are published in newspapers, uploaded on Company's website www.rsdfinancelimited.com and submitted to Stock exchanges on which Equity shares of the Company are listed viz., the BSE Limited and Calcutta Stock Exchange Limited;

(b) Modified opinion(s) in audit report

It has always been the Company's endeavor to present financial statements with unmodified audit opinion. The Statutory Auditors have issued an unmodified audit opinion on the Company's financial statements for the year ended 31st March, 2020.

(c) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee and they participate in the meetings of the Audit Committee of the Board and present their Internal Audit observations/reports to the Audit Committee.

24. The Company has fully complied with the applicable requirements specified in Regulation 17 to 27 and Clause (b) to Clause (i) of sub-regulation 2 of Regulation 46 of Para C of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements).

25. Compliance with the Code of Conduct

The Company has adopted the "Code of Conduct for Directors & Senior Management Personnel" and "Code of Conduct for Independent Directors". The Code incorporates the duties of Directors and Employees. The Codes are available on the website of the Company at

<https://www.rsdfinancelimited.com/investorrelations/codes&policies> (path).

All the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct for the financial year 2019-20. A declaration to this effect, signed by the Managing Director forms part of this Report.

26. Certificates from Practicing Company Secretaries

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by Sital Prasad Swain, Practicing Company Secretaries, is annexed to this report.

The Company has received declaration from all the Directors on the Board of the Company that they are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any other such statutory authority. A certificate received from a company secretary in practice in this regard forms part of this report.

27. Certification by Managing Director and Chief Financial Officer:

In terms of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015, a certificate from the Managing Director (MD) and the Chief Financial Officer (CFO) of the Company confirming, amongst other aspects, about the correctness of the financial

statements, adequacy of internal control measures and matters to be reported to the Audit Committee, were taken on record at the Board meeting held on July 31, 2020 and the same is annexed hereinafter and forms a part of this Annual Report.

28. Auditors Certificate on Corporate Governance:

Certificate from the Company's Auditors, M/s. Prasad Kumar & Co., confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Directors' Report forming part of the Annual Report.

For and on behalf of the Board of Directors

Sd/-
Rajeev Singh Dugal
Managing Director
DIN - 00052037

Sd/-
Upneet Dugal
Director
DIN - 07680726

Place: Jamshedpur
Date: December 04, 2020

CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Para C [10(i)] of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,
RSD Finance Limited

Based on our verification of the books, papers, registers, forms, returns, disclosures received from the Directors and other records maintained by RSD Finance Limited (CIN: L17222JH1963PLC013316) having its Registered office at H. No. – 4, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand – 831001 (“the Company”) and also the information provided by the Company, its officers, agents and authorized representatives for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the verification of the portal

www.mca.gov.in, including Directors Identification Number (DIN) status at the portal, we hereby certify that during the Financial Year ended on March 31, 2020, in our opinion, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs/Reserve Bank of India or any such Statutory Authority.

It is the responsibility of the management of the Company for ensuring the eligibility for the appointment/ continuity of every director on the board of the Company. Our responsibility is to express an opinion based on our verification.

Sd/-

Sital Prasad Swain
Practicing Company Secretary
Membership No - F6338
COP No.6814
UDIN – F006338B001373165

Place: Jamshedpur
Date: December 02, 2020

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

To,
The Members
RSD Finance Limited

Sub: Declaration by the Managing Director under Para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Rajeev Singh Dugal, Managing Director of RSD Finance Limited, hereby affirm and declare, to the best of my knowledge and belief and on behalf of the Board of Directors of the Company and senior management personnel, that:

- The Board of Directors has laid down a code of conduct for all Board Members and senior management of the Company;
- The code of conduct has been posted on the website of the Company;
- The code of ethics code of conduct has been complied with.

For RSD Finance Limited

Sd/-
Rajeev Singh Dugal
Managing Director
DIN - 00052037

Place: Jamshedpur
Date: 22nd July, 2020

PRACTICING CHARTERED ACCOUNTANTS CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members
RSD Finance Limited

We have examined the relevant records of “RSD Finance Limited” (the Company) for the purpose of certifying compliance of the conditions of the Corporate Governance under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the Financial Year 31st March, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. The management along with the Board of Directors are responsible in implementation and maintenance of internal control and procedures to ensure compliance with conditions of corporate governance as stated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our examination was limited to review of the procedures and implementations thereof, adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the relevant records of the company in accordance with the Generally

Accepted Auditing Standards in India to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanation given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For M/s. Prasad Kumar & Co.
Chartered Accountants

Sd/-
RAJESH PRASAD
PARTNER
Firm Registration No. 008816C
Membership No. 075409
UDIN: 20075409AAAAAL6522

Place: Jamshedpur
Date: July 31, 2020

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

(In Terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
RSD Finance Limited

We, Rajeev Singh Dugal and Rechan Chhabra, in our respective capacities as Managing Director and Chief Financial Officer of RSD Finance Limited (“the Company”), to the best of our knowledge and belief certify that –

- a. We have reviewed the financial statements and the cash flow statement of RSD Finance Limited for the financial year ended on 31st March, 2020 and that to the best of our knowledge and belief, we state that:
 - i) these statements do not contain any material untrue statement or omit any material fact nor do they contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - i) instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting..

Sd/-

RAJEEV SINGH DUGAL
Managing Director

Sd/-

RECHAN CHHABRA
Chief Financial Officer

Place: Jamshedpur
Date: July 31, 2020

SECRETARIAL COMPLIANCE REPORT OF RSD FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2020

To,

The Board of Directors
RSD Finance Limited
H. No. – 4, The Hotel Alcor
Ramdas Bhatt, Bistupur
Jamshedpur - 831001

I have examined:

- a) all the documents and records made available to me and explanation provided by **RSD FINANCE LIMITED** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (there were no events requiring compliance during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (there were no events requiring compliance during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (there were no events requiring compliance during the review period)

- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; (there were no events requiring compliance during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period.

I further report that, there was no event of appointment/re-appointment/resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Place: JAMSHEDPUR
Date: 30-07-2020
UDIN: F006338B000528761

Sd/-
SITAL PRASAD SWAIN
M. No. – FCS6338
C P No. - 6814

STATUTORY AUDITORS CERTIFICATE

We have examined the books of accounts and other records of **RSD FINANCE LIMITED** for the Financial Year ended March 31, 2020 on the basis of the information submitted to us, we certify the following:

Sl. No.	Particulars	Details
1	Name of the company	RSD FINANCE LIMITED
2	Certificate of Registration No.	05.01970
3	Registered office Address	H. No-04, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001
4	Corporate office Address	H. No-04, The Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur - 831001
5	The company has been classified by RBI as: (Investment Company / Loan Company / AFC / NBFC-MFI / NBFC- Factor / IFC / IDF- NBFC)	Non – Deposit taking NBFC
6	Net Owned Fund (in ₹Crore) (Calculation of the same is given in the Annex)	49.75 Crore
7	Total Assets (in ₹Crore)	54.08 Crore
8	Asset-Income pattern: (in terms of RBI Press Release 1998- 99/1269 dated April 8, 1999) a) % of Financial Assets to Total Assets b) % of Financial Income to Gross Income (NBFC-Factor / NBFC-MFI / AFC / IFC may also report separately below)	82.16% 86.04%
9	Whether the company was holding any Public Deposits, as on March 31, 2020?	No
10.	Has the company transferred a sum not less than 20% of its Net Profit for the year to Reserve Fund? (in terms of Sec 45-IC of the RBI Act, 1934).	No (the Company suffered a loss during the FY 2019-20)

11.	Has the company received any FDI? If Yes, did the company comply with the minimum capitalization norms for the FDI?	No
12.	If the company is classified as an NBFC- Factor; a) % of Factoring Assets to Total Assets b) % of Factoring Income to Gross Income	N.A.
13.	If the company is classified as an NBFC- MFI; % of Qualifying Assets to Net Assets (refer to Notification DNBS.PD.No.234 CGM(US) 2011 dated December 02, 2011)	N.A.
14.	If the company is classified as an AFC; a) % of Advances given for creation of physical / real assets supporting economic activity to Total Assets b) % of income generated out of these assets to Total Income	N.A.
15.	If the company is classified as an NBFC- IFC % of Infrastructure Loans to Total Assets	N.A.
16.	Has there been any takeover/acquisition of control/ change in shareholding/ Management during the year which required prior approval from RBI?	No

In terms of paragraph 2 of Notification No. DNBS.201/DG(VL) - 2008 dated September 18, 2008, a separate report to the Board of Directors of the company has been made.

I have read and understood paragraph 5 of Notification No. DNBS.201/DG (VL) - 2008 dated September 18, 2008.

For M/s. Prasad Kumar & Co.
Chartered Accountants

Sd/-

RAJESH PRASAD

PARTNER

Firm Registration No. 008816C

Membership No. 075409

UDIN : 20075409AAAAAK9166

Place: Jamshedpur

Date: July 31, 2020

Annexure - 1

	Capital Funds - Tier I	(₹In crore)
1.	Paid up Equity Capital	6.47
2.	Pref. shares to be compulsorily converted into equity	0.00
	Free Reserves:	
	a. General Reserve	1.19
	b. Share Premium	0.00
3.	c. Capital Reserves	0.02
	d. Debenture Redemption Reserve	0.00
	e. Capital Redemption Reserve	0.00
	f. Credit Balance in P&L Account	34.20
	g. Other free reserves	0.00
4.	Special Reserves	8.21
	Total of 1 to 4	50.08
5.	Less: i. Accumulated balance of loss	0.00
	ii. Deferred Revenue Expenditure	0.00
	iii. Deferred Tax Assets (Net)	0.34
	iv. Other intangible Assets	0.00
	Owned Fund	49.75
6.	Investment in shares of	
	(i) Companies in the same group	0.00
	(ii) Subsidiaries	2.08
	(iii) Wholly Owned Subsidiaries	0.01
	(iv) Other NBFCs	0.00
7.	Book value of debentures, bonds outstanding loans and advances, bills purchased and is counted (including H.P. and lease finance) made to, and deposits with	
	(i) Companies in the same group	
	(ii) Subsidiaries	0.00
	(iii) Wholly Owned Subsidiaries/Joint Ventures Abroad	0.00
8.	Total of 6 and 7	2.09
9.	Amount in item 8 in excess of 10% of Owned Fund	0.00
10.	Net Owned Fund	49.75

TO WHOM SO EVER IT MAY CONCERN

This is to certify that M/s RSD Finance Limited having its registered office at H. No-04, the Alcor Hotel, Ramdas Bhatta, Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand – 831001 continues to do the business of NBFIs and was holding the Certificate of Registration issued u/s 45(1A) of the Reserves Bank of India Act, 1934, for the year ended 31.03.2020.

This is to further certify that the Financial Assets of the Company are 82.16% in Comparison to the Total Assets and that the Financial Income is 86.04% of the Total Income of the Company.

This is as per our examination of books of accounts of M/s RSD Finance Limited and as per information and explanations given to us by management in this regard.

For M/s. Prasad Kumar & Co.
Chartered Accountants

Sd/-

RAJESH PRASAD
PARTNER
Firm Registration No. 008816C
Membership No. 075409
UDIN: 20075409AAAAAK9166

Place: Jamshedpur

Date: July 31, 2020

COMPUTATION OF FINANCIAL INCOME FOR FY 2019-20

Particulars	Amount
Non – Financial	
Job Work as per P& L Account	56,61,532.50
Other Income	-
Rent Income	-
Net Gain on sale of fixed assets	-
	56,61,532.50
Financial Income	
Interest Income	3,48,84,780.00
Dividend Income	4,22,214.05
Net Gain on sale of investments	63,28,713.42
Other Income	14,13,087.02
Net gain on fair value changes	(81,63,595.99)
	3,48,85,198.50
Total Income	4,05,46,731.00
% of Financial Income to Total Income	86.04%

COMPUTATION OF FINANCIAL ASSET FOR FY 2019-20

Break-up of Financial Asset	Amount
Investment in Unquoted Shares	2,08,86,050.00
Investment in quoted Shares	34,08,550.00
Investments in Mutual Funds	12,25,18,567.30
Investments in Bonds	1,50,00,000.00
Investments in Debentures	17,55,02,587.50
Investments in PMS	10,41,63,093.10
Inter Corporate Deposits	7,81,250.00
Bank Balances	20,28,029.00
Total Financial Assets	44,42,88,126.90
Total Assets	54,07,66,349.00
% of Financial Assets to Total Assets	82.16%

**CERTIFICATE UNDER NON - BANKING FINANCIAL COMPANIES
AUDITORS REPORT (RESERVE BANK) DIRECTIONS, 2016**

To
The Board of Directors,
RSD FINANCE LIMITED

As required under Non - Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2016 and on the basis of information and explanation given to us, we report that:

3A)

1. The company is engaged in the business of non-banking financial institution as defined in section 45-l(a) of the RBI Act and meeting the Principal Business Criteria (Financial asset/income pattern) as laid down vide the Bank's press release dated April 08, 1999, and directions issued by DNBR, the company has obtained a Certificate of Registration from the Bank.
2. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2020 in our opinion the Company is entitled to continue to hold such certificate of Registration in terms of its Principal Business Criteria (Financial asset/income pattern).
3. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2020 in our opinion the company is meeting the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

3C)

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31st March, 2020.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non - Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2016.
4. The Company is not a systematically Important Company as defined in Paragraph 3(xxviii) of the Non - Banking Financial Company – Non systematically Important Company Non Deposit taking Company (Reserve Bank) Directions, 2016.

For M/s PRASAD KUMAR & CO.
Chartered Accountants

Sd/-

RAJESH PRASAD

PARTNER

Membership No. 075409

FRN: 008816C

UDIN: 20075409AAAAAK9166

Place - Jamshedpur
Date – 31st July, 2020

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Standalone Financial Statements

To the Members of RSD Finance Limited

Opinion

We have audited the standalone financial statements of RSD Finance Limited ("the Company"), which comprise the balance sheet as at 31st March 2020, the statement of profit and loss (including other comprehensive income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its total comprehensive income (comprising of profit and comprehensive loss), change in equity, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under

section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in our audit
Transition date accounting policies	
Refer to the Note No. 37 to the Financial Statements: transition to Ind AS	
Adoption of new accounting framework (Ind AS)	Our key audit procedures included:
Effective 1 April 2019, the Company adopted the Indian Accounting Standards ('Ind AS') notified by the Ministry of Corporate Affairs with the	<ul style="list-style-type: none"> Evaluated management's transition date choices and exemptions for compliance/acceptability under Ind AS 101. Understood the methodology implemented

<p>transition date of 1st April 2018.</p> <p>The following are the major impact areas for the Company upon transition:</p> <ul style="list-style-type: none"> - Classification and measurement of financial instruments. <p>The migration to the new accounting framework (Ind AS) is a complicated process involving multiple decision points upon transition. Ind AS 101, First Time Adoption prescribes choices and exemptions for first time application of Ind AS principles at the transition date</p>	<p>by management to give impact on the transition.</p> <ul style="list-style-type: none"> • Assessed the accuracy of the computations related to significant Ind AS adjustments. • Tested the select system reports to check the completeness and accuracy of the data and reports used to perform computations for giving effect to Ind AS transition adjustments. • Confirmed the approvals of Audit Committee for the choices and exemptions made by the Company for compliance/acceptability under Ind AS 101. • Assessed areas of significant estimates and management judgment in line with principles under Ind AS. • Assessed the appropriateness of the disclosures made in the financial statement.
<p>Assessment of business model for classification and measurement of financial assets</p>	
<p>Classification and measurement of Financial assets – Business model assessment</p> <p>Ind AS 109, Financial Instruments, contains three principal measurement categories for financial assets i.e.:</p> <ul style="list-style-type: none"> - Amortised cost; - Fair Value through Other Comprehensive Income ('FVOCI'); and - Fair Value through Profit and Loss ('FVTPL'). <p>A financial asset is classified into a measurement category at inception and is reclassified only in rare circumstances. The assessment as to how an asset should be classified is made on the basis of both the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.</p> <p>The term 'business model' refers to the way in which the Company manages its financial assets in order to generate cash flows. That is, the Company's business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets or both.</p> <p>Amortised cost classification and measurement category is met if the financial asset is held within a business model whose objective is to hold financial assets in order to collect</p>	<p>Our key audit procedures included:</p> <p>Design / controls</p> <ul style="list-style-type: none"> • Assessed the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial asset and the approval mechanism for such stated intent and classification of such financial assets on the basis of management's intent (business model). • For financial assets classified at amortised cost, we tested controls over the classification of such assets and subsequent measurement of assets at amortised cost. Further, we tested key internal controls over monitoring of such financial assets. <p>Substantive tests</p> <ul style="list-style-type: none"> - Test of details over of classification and measurement of financial assets in accordance with management's intent (business model) - We selected a sample of financial assets to test whether their classification as at the balance sheet date is in accordance with management's intent. - We selected a sample (based on quantitative thresholds) of financial assets sold during the year to check whether there have been any

contractual cash flows

FVOCI classification and measurement category is met if the financial asset is held in a business model in which assets are managed both in order to collect contractual cash flows and for sale. Such financial assets are subsequently measured at fair value, with changes in fair value recognized in other comprehensive income.

FVTPL classification and measurement category is met if the financial asset does not meet the criteria for classification and measurement at amortised cost or at FVOCI. Such financial assets are subsequently measured at fair value, with changes in fair value recognized in profit or loss.

We identified business model assessment as a key audit matter because of the management judgement involved in determining the intent for purchasing and holding a financial asset which could lead to different classification and measurement outcomes of the financial assets and its significance to the financial statements of the Company.

sales of financial assets classified at amortised cost.

- We have also checked that there have been no reclassifications of assets in the current period.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so,

consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the

financial position, financial performance, change in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards (IND AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes

our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the

audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income),
The Statement Changes of Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i). The Company does not have any pending litigations which would impact its financial position.
 - (ii). The Company has made provision, as required under the applicable law or accounting standards (IND AS), for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - (iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

Sd/-

(Rajesh Prasad)

Partner

M. No.: 075409

UDIN: 20075409AAAAAG7753

Date: The 31st day of July, 2020

Place: Jamshedpur

'Annexure A' CARO 2016 Report on the standalone financial statement of RSD Finance Limited for the year ended March 31, 2020

To the Members of RSD Finance Limited

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of **RSD Finance Limited** on the accounts of the company for the year ended 31st March, 2020]

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

i. In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of its inventories:

The Company does not have any inventory during the year. Hence this point of report is not applicable.

iii. The company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, the Company has

complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) (d) of the Companies Act, 2013 in respect of any of the products dealt with by the company.

vii. In respect of statutory dues:

a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2020 for a period of more than six months from the date of becoming payable.

b) According to the information and explanations provided to us, by the management, there are no disputed dues of sales tax, income tax, custom tax, excise duty, service tax, and cess.

RSD Finance Limited

- viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer or loan.
- x. In our opinion and according to the information and explanation given to us, no material fraud by the company and no material fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi company. Accordingly, Paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations provided to us and based on the examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations provided to us and based on the examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations provided to us and based on the examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The Company is already a Non-Banking Financial Company and is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

**Sd/-
(Rajesh Prasad)
Partner
M. No. – 075409
UDIN: 20075409AAAAAG7753**

**Place: Jamshedpur
Date: The 31st Day of July, 2020**

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **RSD Finance Limited** ('the Company') as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be

prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to

RSD Finance Limited

provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

Sd/-

(Rajesh Prasad)

Partner

M. No. – 075409

UDIN: 20075409AAAAAG7753

Place: Jamshedpur

Date: The 31st Day of July, 2020

STANDALONE Balance Sheet as at March 31, 2020

Particulars	Note No.	Amount in ₹		
		As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	3	20,28,029	56,12,322	34,95,557
(b) Trade Receivables	4	12,88,028	23,02,970	19,14,482
(c) Loans	5	14,20,506	5,34,35,334	5,40,04,031
(d) Investments	6	44,14,78,848	35,56,59,685	40,37,98,745
(e) Other Financial assets	7	40,30,191	1,08,04,295	73,36,565
(2) Non-financial Assets				
(a) Deferred tax Assets (Net)	8	33,53,299	25,62,909	44,41,081
(b) Property, Plant and Equipment	9	8,71,67,449	12,50,23,854	1,64,54,236
Total Assets		54,07,66,350	55,02,75,551	48,25,62,535
LIABILITIES AND EQUITY				
LIABILITIES				
(1) Financial Liabilities				
(a) Payables				
Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises	10	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		13,22,978	14,33,979	14,44,497
(b) Borrowings (Other than Debt Securities)	11	56,60,185	60,15,232	64,50,473
(2) Non-Financial Liabilities				
(a) Current tax liabilities (Net)	12	46,25,716	1,31,01,519	65,88,024
(b) Provisions	13	38,86,158	-	66,18,036
(c) Other non-financial liabilities(to be specified)	14	2,43,27,888	2,51,05,856	83,15,059
Total Liabilities		3,98,22,925	4,56,56,586	2,94,16,089
(3) EQUITY				
(a) Equity Share capital	15	6,47,32,400	6,47,32,400	6,47,32,400
(b) Other Equity	16	43,62,11,025	43,98,86,565	38,84,14,046
Total Equity		50,09,43,425	50,46,18,965	45,31,46,446
Total Liabilities and Equity		54,07,66,350	55,02,75,551	48,25,62,535

The accompanying notes are an integral part of standalone financial statements.
As per our report of even date attached.

For Prasad Kumar & Co.
Chartered Accountants
FRN: 008816C

Sd/-

Rajesh Prasad
Partner
M. No. 075409

Date: July 31, 2020
Place: Jamshedpur

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN: 00052037

Sd/-

Rechan Chhabra
Chief Financial Officer

Sd/-

Upneet Dugal
Director
DIN: 07680726

Sd/-

Puja Choudhary
Company Secretary

STANDALONE Profit & loss as at March 31, 2020

Particulars	Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Revenue from Operations			
i Interest Income	17	3,48,84,780	2,41,47,125
ii Dividend Income	18	4,22,214	2,99,640
iii Net gain on fair value changes	19	(81,63,595)	(15,21,790)
iv Sale of Services	20	56,61,533	1,23,29,183
I Total revenue from operations		3,28,04,932	3,52,54,158
Other Income			
i Net Gain on sale of Financial Instruments	21	63,28,713	3,24,25,589
ii Other Incomes	22	14,13,087	14,31,602
II Total Other income		77,41,800	3,38,57,191
III Total income (I + II)		4,05,46,732	6,91,11,349
Expenses			
i Cost of materials consumed		15,07,499	25,85,396
ii Employee benefits expense	23	71,70,329	84,70,818
iii Finance costs	24	86,564	1,88,402
iv Depreciation and amortisation expense	9	11,60,406	14,73,788
v Provisions	13	38,86,158	(66,18,036)
vi Other expenses	25	1,06,51,143	91,53,620
IV Total expenses		2,44,62,099	1,52,53,988
V Profit / (Loss) before exceptional items and tax (III - IV)		1,60,84,633	5,38,57,361
Exceptional items		-	1,64,55,406
VI Profit / (Loss) before tax		1,60,84,633	7,03,12,767
Tax expense			
a) Current Tax	12	46,25,716	1,31,01,519
b) Deferred Tax	8	(16,67,523)	(3,38,439)
VII Total Tax Expenses		29,58,193	1,27,63,080
VIII Net Profit/ (Loss) for the period (VI - VII)		1,31,26,440	5,75,49,687
Other Comprehensive Income			
Items that will not be classified to profit or loss			
(i) Items that will not be classified to profit or loss		(2,06,37,711)	(74,79,150)
(ii) Income tax relating to items that will not be classified to profit or loss		(42,48,686)	(15,39,733)
IX Total other comprehensive income for the year (net of tax)		(1,63,89,025)	(59,39,417)
X Total comprehensive income for the period (VIII + IX)		(32,62,586)	5,16,10,270
		6,47,32,400	6,47,32,400
(a) Basic	33	(0.25)	7.97
(b) Diluted	33	(0.25)	7.97

The accompanying notes are an integral part of standalone financial statements.
As per our report of even date attached.

For Prasad Kumar & Co.
Chartered Accountants
FRN: 008816C

Sd/-

Rajesh Prasad
Partner
M. No. 075409

Date: July 31, 2020
Place: Jamshedpur

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN: 00052037

Sd/-

Rechan Chhabra
Chief Financial Officer

Sd/-

Upneet Dugal
Director
DIN: 07680726

Sd/-

Puja Choudhary
Company Secretary

STANDALONE Cash flow statements as at March 31, 2020

Sl. No.	Particulars	Amount in ₹	Amount in ₹
		Current Year	Previous Year
1	Cash Flow From Operating Activities		
	Net Profit before Tax	1,60,84,633	7,03,12,767
	Add : Adjustments for		
	Depreciation	11,60,406	14,73,788
	Gain/(Loss) on Remeasurement of Financial Assets	(2,06,37,711)	(74,79,150)
	Provisions	38,86,158	(66,18,036)
	Less : Adjustment for		
	P/L Appropriation	4,12,955	1,37,750
	Profit on Sale of Investment	63,28,713	3,24,25,589
	Dividend Received	4,22,214	2,99,640
	Interest Income	<u>3,48,84,780</u>	<u>2,41,47,125</u>
	Operating Profit before Working Capital Changes	(4,15,55,177)	6,79,265
	Adjustments for:-		
	Trade Receivables	10,14,942	(3,88,489)
	Other Non-Financial Liabilities	(7,77,968)	1,67,90,797
	Other Financial Assets	67,74,105	(34,67,730)
	Trade Payables	(1,11,001)	(10,518)
	Net cash generated from operating activities	(3,46,55,099)	1,36,03,325
	Tax Paid/Provided	1,31,01,519	65,88,024
	Net cash generated from operation [A]	(4,77,56,617)	70,15,301
2	Cash Flow From Investing Activities		
	Profit on sale of Investment	63,28,713	3,24,25,589
	(Purchase)/Sale of Investments	(8,58,19,163)	4,81,39,060
	Loans	5,20,14,828	5,68,697
	Dividend Received	4,22,214	2,99,640
	Interest Received	3,48,84,780	2,41,47,125
	Sale/(Purchase) of Assets	3,66,96,000	(11,00,43,406)
	Net cash from investing activities [B]	4,45,27,372	(44,63,295)
3	Cash Flow From Financing Activities		
	Proceeds from Long Term Borrowings	(3,55,047)	(4,35,240)
	Net cash from financing activities [C]	(3,55,047)	(4,35,240)
	Net Increase/(Decrease) in Cash & Cash equivalents [A+B+C]	(35,84,293)	21,16,765
	Cash & Cash equivalents (Opening balance)	56,12,322	34,95,557
	Cash & Cash equivalents (Closing balance)	20,28,029	56,12,322

The accompanying notes are an integral part of standalone financial statements.

As per our report of even date attached.

For Prasad Kumar & Co.

Chartered Accountants

FRN: 008816C

Sd/-

Rajesh Prasad

Partner

M. No. 075409

Date: July 31, 2020

Place: Jamshedpur

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Rajeev Singh Dugal

Managing Director

DIN: 00052037

Sd/-

Rechan Chhabra
Chief Financial Officer

Sd/-

Upneet Dugal

Director

DIN: 07680726

Sd/-

Puja Choudhary
Company Secretary

Statement of Changes in Equity

Name of the Non-Banking Financial Company: **RSD FINANCE LIMITED**

Statement of Changes in Equity for the period ended: 31st March 2020

(Amount in ₹)

A. Equity Share Capital

Particulars	Amount
Balance as at April 1, 2018	6,47,32,400.00
Changes in equity share capital during F.Y 2018-19	-
Balance as at March 31, 2019	6,47,32,400.00
Changes in equity share capital during F.Y 2019-20	-
Balance as at March 31, 2020	6,47,32,400.00

Equity

Particulars	Statutory Reserves	Capital Reserve	Securities Premium	General Reserve	Surplus i.e. Balance in the Statement of Profit & Loss	Total
Restated balance as at April 01, 2018	7,05,92,863	2,36,775	-	1,19,21,558	30,56,62,850	38,84,14,046

Notes

Note-1

CORPORATE INFORMATION

RSD Finance Limited (the "Company") is a public limited company incorporated under the provisions of the Erstwhile Companies Act, 1956. The Company is engaged in fund-based activities like providing loans and advances, inter-corporate deposits, loans against securities and investments in shares and securities. The Company also carries out job work activities. The shares of the Company are listed on The Calcutta Stock Exchange Limited and Bombay Stock Exchange. The Company holds a certificate of registration from the Reserve Bank of India ("RBI") to carry on the business of Non-Banking Financial Institution ("NBFI") under the category of Non-Deposit taking Company.

Note-2

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Statement of compliance:

The financial statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The Company has adopted Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended till date, from 1st April 2019, with the transition date of 1st April 2018. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with the relevant rules issued thereunder and guidelines issued by the Reserve Bank of India ('RBI') (collectively referred to as 'the previous GAAP').

Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First time Adoption of Indian Accounting Standards, the Company has presented reconciliation from the Previous GAAP to Ind AS of Other Equity as at 1st April, 2018 and 31st March, 2019 and of the Total Comprehensive Income for the period ended 31st March 2019. Refer Note No. 37 for the details of first-time adoption exemptions availed by the Company and Note No. 38 for Reconciliation of Equity and Total Comprehensive Income for numbers reported under the Previous GAAP to Ind AS.

2.2. Accounting Policies:

The financial statements have been prepared and presented in accordance with Ind AS under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services. The Company complies with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, to the extent applicable and directions prescribed by the Reserve Bank of India. The financial statements are presented in Indian rupees.

2.3. Use of estimates and judgments:

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

2.4. Revenue Recognition:

The applicability of Ind AS 115, Revenue Recognition provides for a single model of accounting revenue from contracts with customers based on the identification and satisfaction of performance obligations.

Income and expenditure are accounted for on accrual basis, wherever ascertainable.

Dividend are recognised only when the right to receive is established

Interest Income is recognised as and when they become accrued.

2.5. Trade receivables:

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment, if any.

2.6. Cash and cash equivalents:

Cash and Cash equivalents include cash on hand, cheques and drafts in hand, balances with bank and deposits held at call with financial institutions. These do not include bank balances earmarked / restricted for specific purposes.

2.7. Investments and other financial assets:

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

-Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other gain or loss using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

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Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised under other income. Interest income from these financial assets is included in other gain or loss using the effective interest rate method.

Fair value through profit or loss (FVPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented in the statement of profit and loss under other gain or loss in the period in which it arises. Interest or dividend income, if any from these financial assets is separately included in other gain or loss.

-Equity investments (other than investments in subsidiaries)

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain or loss in the statement of profit and loss.

-Equity Investments (in subsidiaries)

Investments in subsidiaries, associates and joint venture are carried at cost less accumulated impairment losses, if any.

(iii) Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Derivative financial instruments

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

2.8.

Derecognition: A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.9. Property, plant and equipment:

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets comprises of purchase price and all other attributable costs of bringing the assets to working condition for intended use.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non - refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Transition to Ind-AS

On transition to IND AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2018 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and equipment.

2.10. Depreciation:

On fixed assets, depreciation is provided on written down Value method. The rates of depreciation prescribed in Schedule II to the Companies Act, 2013, are considered as minimum rates.

Leasehold Land is not depreciated or amortized.

2.11. Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. They are recognised at their fair value.

2.12. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of Profit and Loss.

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When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of Profit and Loss.

2.13. Employee benefits:

(i) Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. These benefits include salary, wages and bonus. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period of rendering of service by the employee.

(ii) Post-employment benefits:

Defined contribution plans

The Company has defined contribution plans for post-employment benefits namely Provident Fund which are recognised by the income tax authorities. The Company contributes to a Government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution. The Company makes contributions to state plans namely Employee's State Insurance Fund and has no further obligation beyond making the payment to them. The Company's contributions to the above funds are charged to the Statement of Profit and Loss every year.

2.14. Provisions and contingencies:

Provisions: Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15. Earnings per share:

Basic EPS is computed by dividing the net profit attributable to shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

2.16 Borrowings:

Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognised in profit or loss.

2.17. Foreign exchange transactions

The Company during the year did not have foreign exchange transaction.

2.18. Taxation

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.19. The Company has not accepted any Public Deposits during the year under review and the Board of Directors have passed resolution to the effect that the Company has neither accepted Public Deposit nor would accept any public Deposit during the year.

Note-3**Cash and Cash Equivalents**

Particulars	Amount in ₹		
	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
Balance with Banks:			
- In current Account	20,14,823	53,83,999	30,07,516
Cash in Hand	13,206	2,28,323	4,88,041
Cheques, drafts on hand	-	-	-
Total	20,28,029	56,12,322	34,95,557

Note-4

(Amount in ₹)

TRADE RECEIVABLES

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
<u>Considered good-Secured</u>	-	-	-
<u>Considered good- Unsecured</u>	12,88,028	23,02,970	19,14,482
Total	12,88,028	23,02,970	19,14,482

– Impairment allowance recognised on trade receivables is Nil (Previous year Nil).

– No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due

from firms or private companies respectively in which any director is a partner, director or a member except listed below:

Receivables from related parties	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
- BAN Infra & developers LLP	750	-	-
- Reflexallen India Private Limited	37,676	-	-
Total	38,426	-	-

Note-5**LOANS**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
<u>At Amortised Cost</u>			
Advance to Staff	80,883	1,02,838	36,233
Security Deposit	3,88,510	3,88,510	3,88,510
Corporate loan	7,81,250	5,27,71,250	5,32,81,250
Others	1,69,863	1,72,736	2,98,038
Total(Gross)	14,20,506	5,34,35,334	5,40,04,031
Less: Impairment Loss Allowance	-	-	-
Total (Net) (A)	14,20,506	5,34,35,334	5,40,04,031
Secured	7,81,250	5,27,71,250	5,32,81,250
Unsecured	6,39,256	6,64,084	7,22,781
Total(Gross) (B)	14,20,506	5,34,35,334	5,40,04,031
Less: Impairment Loss Allowance	-	-	-
Total (Net) (C)	14,20,506	5,34,35,334	5,40,04,031
Total	14,20,506	5,34,35,334	5,40,04,031

These loans or advances are considered to have low risk based on credit evaluation undertaken by the Company. There is no history of any defaults on these loans or advances. The company regularly monitors to ensure that these entities have enough liquidity which safeguards the interests of the investors and lenders. Accordingly there is no Expected credit loss allowance on the aforesaid loans and advances.

Note-6

(Amount in ₹)

INVESTMENTS

Particulars	As on March 31, 2020						
	Amortised cost	At Fair Value			Sub- Total	Others *	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	(1)	(2)	(3)	(4)	(5)=(2)+(3)+(4)	(6)	(7)=(1)+(5)+(6)
Mutual funds	12,87,73,983	(11,97,592)	(50,57,823)	-	(62,55,415)	-	12,25,18,567
Investment in PMS	12,14,03,203	(1,72,40,110)	-	-	(1,72,40,110)	-	10,41,63,093
Debt securities	17,77,02,596	(22,00,009)	-	-	(22,00,009)	-	17,55,02,588
Equity instruments	65,14,322	-	(31,05,772)	-	(31,05,772)	-	34,08,550
Subsidiaries	2,08,86,050	-	-	-	-	-	2,08,86,050
Bonds	1,50,00,000	-	-	-	-	-	1,50,00,000
Total – Gross (A)	47,02,80,154	(2,06,37,711)	(81,63,595)	-	(2,88,01,306)	-	44,14,78,848
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investments in India	47,02,80,154	(2,06,37,711)	(81,63,595)	-	(2,88,01,306)	-	44,14,78,848
Total (B)	47,02,80,154	(2,06,37,711)	(81,63,595)	-	(2,88,01,306)	-	44,14,78,848
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total – Net D= (A)-(C)	47,02,80,154	(2,06,37,711)	(81,63,595)	-	(2,88,01,306)	-	44,14,78,848

Particulars	As on March 31, 2019						
	Amortised cost	At Fair Value			Sub- Total	Others*	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	(8)	(9)	(10)	(11)	(12)=(9)+(10)+(11)	(13)	(14)=(8)+(12)+(13)
Mutual funds	6,65,89,729	94,106	(19,97,728)	-	(19,03,622)	-	6,46,86,107
Investment in PMS	10,64,84,311	(75,73,256)	-	-	(75,73,256)	-	9,89,11,055
Debt securities	15,23,74,923	-	-	-	-	-	15,23,74,923
Equity instruments	33,25,613	-	4,75,937	-	4,75,937	-	38,01,550
Subsidiaries	2,08,86,050	-	-	-	-	-	2,08,86,050
Bonds	1,50,00,000	-	-	-	-	-	1,50,00,000
Total – Gross (A)	36,46,60,625	(74,79,150)	(15,21,790)	-	(90,00,940)	-	35,56,59,685
(i)Investments outside India	-	-	-	-	-	-	-
(ii)Investments in India	36,46,60,625	(74,79,150)	(15,21,790)	-	(90,00,940)	-	35,56,59,685
Total (B)	36,46,60,625	(74,79,150)	(15,21,790)	-	(90,00,940)	-	35,56,59,685
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total – Net D= (A)-(C)	36,46,60,625	(74,79,150)	(15,21,790)	-	(90,00,940)	-	35,56,59,685

Particulars	As on April 01, 2018						
	Amortised cost	At Fair Value			Sub- Total	Others*	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	15	(16)	(17)	(18)	(19)=(16)+(17)+(18)	(20)	(21)=(15)+(19)+(20)
Mutual funds	14,56,42,708	10,635	95,12,526	-	95,23,161	-	15,51,65,869
Investment in PMS							

Note-7

(Amount in ₹)

OTHER FINANCIAL ASSETS

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Balance with Revenue Departments	40,30,191	1,08,04,295	73,36,565
Total	40,30,191	1,08,04,295	73,36,565

Note-8**DEFERRED TAX ASSETS (NET)**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Opening Balance	(25,62,909)	(44,41,081)	3,12,139
<u>Property, Plant and Equipment and Intangibles</u>			
Difference between book and tax depreciation	(13,117)	25,148	1,00,003
<u>Investment and other financial instruments</u>			
Recognised through OCI	42,48,686	15,39,733	(24,63,597)
Recognised through Profit & Loss	16,80,639	3,13,291	(23,89,625)
Total	33,53,299	(25,62,909)	(44,41,081)

Note-9 (Amount in ₹)
PROPERTY, PLANT AND EQUIPMENT AS ON 31.03.2020

S.NO	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
		COST AS ON 01.04.2019	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2020	UPTO 01.04.2019	FOR THE YEAR	UPTO 31.03.2020	NET CARRYING AMOUNT AS ON 31.03.2020	NET CARRYING AMOUNT AS ON 31.03.2019
1	Land(Freehold)	10,000	-	-	10,000	-	-	-	10,000	10,000
2	Land(Leasehold)	62,13,268	-	-	62,13,268	-	-	-	62,13,268	62,13,268
3	Plot Versalia	11,00,88,000	-	3,66,96,000	7,33,92,000	-	-	-	7,33,92,000	11,00,88,000
4	Building	14,68,848	-	-	14,68,848	13,42,004	14,218	13,56,222	1,12,626	1,26,844
5	Building (Staff Quarter)	57,51,184	-	-	57,51,184	11,51,160	4,37,002	15,88,162	41,63,022	46,00,024
6	Flat	30,32,300	-	-	30,32,300	13,87,478	1,43,989	15,31,467	15,00,833	16,44,822
7	Plant & Machinery	20,19,837	-	-	20,19,837	14,90,343	48,992	15,39,335	4,80,503	5,29,494
9	Electric Installation	10,37,957	-	-	10,37,957	10,12,957	-	10,12,957	25,000	25,000
10	Generator Set	3,04,562	-	-	3,04,562	3,02,562	-	3,02,562	2,000	2,000
11	Furniture & Fixtures	2,57,670	-	-	2,57,670	2,52,669	-	2,52,669	5,001	5,001
12	Computer	3,57,972	-	-	3,57,972	3,40,564	6,841	3,47,405	10,567	17,408
14	Motor Cycle	35,303	-	-	35,303	34,303	-	34,303	1,000	1,000
15	Motor Car (Mercedes Benz)	25,39,846	-	-	25,39,846	24,09,845	-	24,09,845	1,30,001	1,30,001
16	Motor Car (Toyota Fortuner)	48,39,296	-	-	48,39,296	33,96,008	4,50,738	38,46,746	9,92,550	14,43,288
17	Motor Car (Honda Amaze)	14,09,950	-	-	14,09,950	12,50,344	53,908	13,04,252	1,05,698	1,59,606
18	Air Conditioner	49,521	-	-	49,521	44,001	859	44,860	4,661	5,520
20	Printer	7,000	-	-	7,000	6,650	-	6,650	350	350
21	Refrigerator	33,000	-	-	33,000	21,486	2,035	23,521	9,479	11,514
22	Telephone & Mobile	29,750	-	-	29,750	19,035	1,824	20,859	8,891	10,715
	TOTAL	13,94,85,265	-	3,66,96,000	10,27,89,265	1,44,61,410	11,60,406	1,56,21,816	8,71,67,449	12,50,23,854
	As on 31.03.2019	2,94,41,859	11,00,88,000	44,594	13,94,85,265	1,29,87,622	14,73,788	1,44,61,410	12,50,23,854	1,64,54,236
	As on 01.04.2018	2,69,06,964	30,93,286	5,58,391	2,94,41,859	1,10,13,178	19,74,444	1,29,87,622	1,64,54,236	1,58,93,785

NOTE-10**TRADE PAYABLES**

(Amount in ₹)

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Payable to:			
total outstanding dues of micro enterprises and small enterprises	-	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises	13,22,978	14,33,979	14,44,497
Total	13,22,978	14,33,979	14,44,497

The Group has not paid any interest in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, additionally there are no interest amounts due as at March 31, 2020 (March 31, 2019 ₹ Nil and April 1, 2018 ₹ Nil).

BORROWINGS (OTHER THAN DEBT SECURITIES)

	As on March 31, 2020				As on March 31, 2019				As on April 01, 2018			
	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total
	(1)	(2)	(3)	(4)=(1)+(2)+(3)	(1)	(2)	(3)	(4)=(1)+(2)+(3)	(1)	(2)	(3)	(4)=(1)+(2)+(3)
(a)Term loans												
(i)from banks	8,41,758	-	-	8,41,758	11,96,805	-	-	11,96,805	16,32,046	-	-	16,32,046
(b)Loans repayable on demand												
(i)from banks	-	-	-	-	-	-	-	-	-	-	-	-
(ii)from other parties	48,18,427	-	-	48,18,427	48,18,427	-	-	48,18,427	48,18,427	-	-	48,18,427
Total (A)	56,60,185	-	-	56,60,185	60,15,232	-	-	60,15,232	64,50,473	-	-	64,50,473
Secured Borrowings	8,41,758			8,41,758	11,96,805			11,96,805	16,32,046			16,32,046
Unsecured Borrowings	48,18,427			48,18,427	48,18,427			48,18,427	48,18,427			48,18,427
Total (B)	56,60,185	-	-	56,60,185	60,15,232	-	-	60,15,232	64,50,473	-	-	64,50,473
Borrowings in India	56,60,185			56,60,185	60,15,232			60,15,232	64,50,473			64,50,473
Borrowings outside												

Note-12**CURRENT TAX LIABILITIES (NET)**

(Amount in ₹)

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Provision for Tax	46,25,716	1,31,01,519	65,88,024
Total	46,25,716	1,31,01,519	65,88,024

Note-13**PROVISIONS**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Provision for Substandard Assets	38,86,158	-	66,18,036
Total	38,86,158	-	66,18,036

Note-14**OTHER NON-FINANCIAL LIABILITIES**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Liability Against Salary	4,68,520	5,05,172	3,24,755
TDS Payable	80,054	2,94,924	1,42,288
EPF/ESIC Payable	13,888	17,849	17,004
GST Payable	7,338	1,36,002	46,313
Other Liabilities	2,37,58,089	2,41,51,909	77,84,699
Total	2,43,27,889	2,51,05,856	83,15,059

Note-15**EQUITY SHARE CAPITAL**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Authorised Capital			
1,30,00,000 Equity Shares of ₹ 5/- each (P.Y. 65,00,000 Equity Shares of ₹10/- each)	6,50,00,000	6,50,00,000	6,50,00,000
Issued, Subscribed and Paid up			
1,29,46,480 Equity Shares of ₹ 5/- each (P.Y. 64,73,240 Equity Shares of ₹10/- each)	6,47,32,400	6,47,32,400	6,47,32,400
	6,47,32,400	6,47,32,400	6,47,32,400

15.1 Reconciliation of the number of shares and amount outstanding at the beginning & end of the Reporting Period.

Particulars	As on March 31, 2020		As on March 31, 2019		As on April 01, 2018	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
Balance at the beginn						

Movement in other equity

Particulars	(Amount in ₹)		
	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
(a) Capital Reserve			
As per last Balance Sheet	2,36,775	2,36,775	2,36,775
Addition during the year	-	-	-
	2,36,775	2,36,775	2,36,775
(b) Statutory Reserve			
As per last Balance Sheet	8,21,02,800	7,05,92,863	6,32,13,413
Addition during the year	-	1,15,09,937	73,79,450
	8,21,02,800	8,21,02,800	7,05,92,863
(c) Surplus i.e. Balance in the Statement of Profit & Loss			
As per last Balance Sheet	34,56,25,432	30,56,62,849	26,73,60,377
Add: Total Comprehensive Income during the year	(32,62,586)	5,16,10,270	4,65,16,626
Less: P/L Appropriation	(4,12,955)	(1,37,750)	(8,34,704)
Less: Transfer to Statutory Reserve	-	(1,15,09,937)	(73,79,450)
	34,19,49,891	34,56,25,432	30,56,62,849
(d) General Reserve			
As per last Balance Sheet	1,19,21,558	1,19,21,558	1,19,21,558
Addition during the year	-	-	-
	1,19,21,558	1,19,21,558	1,19,21,558
Total	43,62,11,025	43,98,86,565	38,84,14,046

Note-17**INTEREST INCOME**

Particulars	As on March 31, 2020	As on March 31, 2019
On Financial assets measured at Amortised cost		
Interest on Loans	1,16,22,951	1,17,46,869
Interest income from investments	2,31,64,151	1,21,56,392
Other interest Income	97,678	2,43,864
Total	3,48,84,780	2,41,47,125

Note-18**DIVIDEND INCOME**

Particulars	As on March 31, 2020	As on March 31, 2019
Dividend Income	4,22,214	2,99,640
Total	4,22,214	2,99,640

Note-19		(Amount in ₹)	
NET GAIN ON FAIR VALUE CHANGES			
Particulars	As on March 31, 2020	As on March 31, 2019	
Investments			
Net gain/(loss) on fair value changes	(81,63,595)	(15,21,790)	
Total	(81,63,595)	(15,21,790)	

Note-20			
SALE OF SERVICE			
Particulars	As on March 31, 2020	As on March 31, 2019	
Job work service	53,52,033	1,20,26,183	
Rent on Flat	1,35,500	1,29,000	
Rent on Motor vehicle	1,74,000	1,74,000	
Total	56,61,533	1,23,29,183	

Note-21			
NET GAIN ON SALE OF FINANCIAL INSTRUMENTS			
Particulars	As on March 31, 2020	As on March 31, 2019	
Net gain on sale of financial instruments	63,28,713	3,24,25,589	
Total	63,28,713	3,24,25,589	

Note-22			
OTHER INCOME			
Particulars	As on March 31, 2020	As on March 31, 2019	
Other Finance Income			

Note-24**FINANCE COST**

Particulars	(Amount in ₹)	
	As on March 31, 2020	As on March 31, 2019
Interest on borrowings	86,564	1,19,652
Other interest expense	-	68,750
Total	86,564	1,88,402

Note-25**OTHER EXPENSES**

Particulars	As on March 31, 2020	As on March 31, 2019
Advertisement Expenses	1,17,281	51,950
Auditors' Remuneration	52,500	52,500
Bank Charges & Interest	15,069	18,198
Business Promotion Expenses	42,342	1,09,460
Conveyance & Travelling	4,14,344	5,59,497
Demat Charges	3,54,772	3,182
Directors Sitting Fees	52,000	34,000
Fees & Subscription	1,35,215	1,07,405
General Expenses	7,717	6,761
Insurance Charges	5,10,683	5,09,547
Job Charges	9,43,054	15,52,476
Legal Expenses	15,73,768	7,13,500
Listing Fees & Stock Exchange Charges	4,23,161	3,17,575
Loading & Unloading Charges	49,345	79,243
Management and Upfront Fees	19,42,427	3,63,351
Office Maintenance	3,25,811	2,66,345
Postage ,Telegram & Telephone	20,117	77,064
Power & Fuel	7,08,010	11,45,173
Printing & Stationery	1,42,176	1,60,203
Professional Fees & Expenses	8,63,773	11,45,117
Rent, Rates & Taxes	7,06,853	2,29,093
Repair & Maintenance	3,22,087	5,93,335
ROC Charges	1,40,850	7,150
Security Charges	7,51,641	9,94,407
Security Transaction Tax	3,633	1,427
Telephone & Mobile Expenses	32,513	55,662
Total	1,06,51,143	91,53,620

Additional Notes**Note : 26****AUDITORS REMUNERATION**

Particulars	As on March 31, 2020	As on March 31, 2019
Audit Services	52,500.00	52,500.00
Total	52,500.00	52,500.00

(Amount in ₹)

As on March 31, 2019

1,64,55,406.00

1,64,55,406.00

RECONCILIATION BETWEEN THE INCOME TAX EXPENSE AND AMOUNTS COMPUTED BY

APPROXIMATELY / ActualText (PP)BD12 0 0 12 54.48 606.36 TmE-2090r2.1-Sp

Equity price risk

The Company is exposed to equity price risk arising from its investments in equity instruments. Equity price risk is related to the change in market reference price of the investment in equity securities.

Interest rate risk

The Company is not exposed to interest rate risk as it has borrowings at fixed rate of interest. There are no long term borrowings at floating interest rate which would affect the profitability of the Company due to fluctuation in interest rate.

b. Liquidity Risk

Liquidity risk is the risk that the Company does not have sufficient financial resources to meet its obligations as they fall due, or will have to do so at an excessive cost. This risk arises from mismatches in the timing of cash flows which is inherent in all finance driven organisations and can be affected by a range of Company-specific and market-wide events.

Note-30**RELATED PARTY DISCLOSURES AS REQUIRED UNDER IND AS - 24 ON "RELATED PARTY DISCLOSURE" NOTIFIED BY THE CENTRAL GOVERNMENT.**

Subsidiaries Companies	Precision Automotive Pvt Ltd. S R P Oil Private Limited		
Step Down Subsidiary	Sigma HTS LLP		
Key Management Personnel	Rajeev Singh Dugal (Managing Director) Upneet Dugal (Executive Director) Sushil Kumar Khowala (Independent Director) Malkeet Singh Saini (Independent Director) Jayesh Taunk (Independent Director) Rechan Chhabra (Chief Financial Officer) Puja Choudhary (Company Secretary)		
Relative of Key Management Personnel	Kawaljeet Kaur Dugal Kashvi Dugal		
Enterprise Over Which KMP is able to Exercise Significant Influence:	Premium Residency Pvt. Ltd. Jharkhand Agro Farms Ban Infra & Developers LLP		
Transactions during the Year		Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
Services Availed		1.08	161.19
Rajeev Singh Dugal		-	0.36
Precision Automotive Pvt. Ltd.		-	160.83
SRP Oil Pvt. Ltd		1.08	-

Managerial Remuneration	48.46	46.92
Rajeev Singh Dugal	12.00	12.00
Upneet Dugal	19.80	19.80
Rechan Chhabra	12.63	11.37
Puja Choudhary	4.03	3.75
Sitting Fees	0.52	0.34
Sushil Kumar Khowala	0.18	0.12
Malkeet Singh Saini	0.16	0.10
Jayesh Taunk	0.18	0.12
Outstanding balance as on 31.03.2020		
	160.83	160.83
Precision Automotive Pvt. Ltd.	160.83	160.83

Note-31

On the basis of information available with the company, there are no small-scale industrial undertakings to which the Company owes any sum which is outstanding for more than 30 days.

Note-32**IND AS 108 - SEGMENT REPORTING:**

Information about Primary Business Segments				(₹ In Lacs)
Particulars	Finance	Job Work	Unallocable	Total
Total Revenue	348.85	56.62	-	405.47
<i>P.Y.</i>	<i>567.83</i>	<i>123.29</i>	-	<i>691.12</i>
Segment Result before Interest, Exceptional Items and Tax	155.82	5.90	-	161.72
<i>P.Y.</i>	<i>493.12</i>	<i>47.34</i>	-	<i>540.46</i>
Less : Interest Expenses				0.87
<i>P.Y.</i>				<i>1.88</i>
Profit before Taxes				160.85
				<i>538.58</i>
Taxes				29.58
				<i>127.63</i>
Profit after Taxes				131.27
				<i>410.95</i>

Segment Assets	5,250.45	157.21	-	5,407.66
	<i>5,315.01</i>	<i>187.75</i>	-	<i>5,502.76</i>
Segment Liabilities	302.10	96.13	-	398.23
	<i>352.00</i>	<i>104.57</i>	-	<i>456.57</i>
Capital Expenditure	366.96	-	-	366.96
	-	<i>0.45</i>	-	<i>0.45</i>
Depreciation	6.60	5.00	-	11.60
	<i>9.15</i>	<i>5.59</i>	-	<i>14.74</i>

Note-33

EARNINGS PER SHARE (EPS):

	Current Year	Previous Year
No of Ordinary Shares at the Beginning of the year	64,73,240	64,73,240
No of Ordinary Shares at the End of the year		64,73,240
Weighted Average No. of Ordinary Shares Outstanding during the year		64,73,240
Profit (Loss) after tax for calculation of Basic EPS (₹)	(32,62,586)	5,16,10,270
Profit (Loss) after tax for calculation of Diluted EPS (₹)	(32,62,586)	5,16,10,270
Basic Earnings per share (₹)	0.25	7.97
Diluted Earnings per share (₹)	0.25	7.97

Note-34

DEFERRED TAX ASSETS (NET)

Particulars	Current Year	Previous Year
Opening Balance	(25,62,909.47)	(44,41,081.00)
<u>Property, Plant and Equipment and Intangibles</u>		
Difference between book and tax depreciation	(13,116.66)	25,147.89
	-	-
<u>Investment and other financial instruments</u>		
Recognised through OCI	42,48,685.52	15,39,732.61
Recognised through Profit & Loss	16,80,639.38	3,13,291.03
Total	33,53,298.77	(25,62,909.47)

**Amount
Outstanding
As on 31.03.2020
(₹ in Lacs)**

Assets Side:

**3. Break-up of Loans and Advances including bills receivable
[other than those including in (4) below]:**

(a)	Secured	7.81
(b)	Unsecured	6.39

**Break-up of Leased Assets and Stock on hire and other
assets
counting Towards AFC
activities:**

(I)	Lease Assets including lease rentals under sundry debtors :	NIL
(a)	Financial Lease	NIL
(b)	Operating Lease	NIL
(II)	Stock on hire including hire charges under sundry debtors :	NIL
(a)	Assets on hire	NIL
(b)	Repossessed Assets	NIL
(III)	Other Loans counting towards AFC activities :	NIL
(a)	Loans where Assets have been repossessed	NIL
(b)	Loans other than (a) above	NIL

**4. Break-up of Investments:
Current Investments**

(I)	Quoted		
(a)	Shares :	(i) Equity	34.09
		(ii) Preference	NIL
(b)	Debentures & Bonds		NIL
(c)	Units of Mutual Funds		1186.11
(d)	Government Securities		NIL
(e)	Other (please specify)		NIL
(II)	Unquoted		
(a)	Shares :	(i) Equity	NIL
		(ii) Preference	NIL
(b)	Debentures & Bonds		NIL
(c)	Units of Mutual Funds		NIL
(d)	Government Securities		NIL
(e)	Other (please specify)		NIL

Long Term Investments

(I)	Quoted		
(a)	Shares :	(i) Equity	NIL
		(ii) Preference	NIL
(b)	Debentures & Bonds		1905.03
(c)	Units of Mutual Funds		39.07
(d)	Government Securities		NIL
(e)	Other (PMS)		1041.63
(II)	Unquoted		
(a)	Shares :	(i) Equity	208.86
		(ii) Preference	NIL
(b)	Debentures & Bonds		NIL
(c)	Units of Mutual Funds		NIL
(d)	Government Securities		NIL
(e)	Other (please specify)		NIL

5. Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	₹ In Lacs		
	Amount net of Provision		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other Related Parties	NIL	NIL	NIL
2. Other than Related Parties	7.81	6.39	14.21

6. Investor group-wise classification of all Investments (current and long term) in shares and Securities (both Quoted and Unquoted) :

Category	Market Value / Break	Book Value
	Up or fair Value or NAV	(Net of Provisions)
1. Related Parties		
(a) Subsidiaries	208.86	208.86
(b) Companies in the same group	NIL	NIL
(c) Other Related Parties	NIL	NIL
2. Other than Related Parties	4,205.93	4,205.93

7. Other Information:

Particulars	Amount
(I) Gross Non-Performing Assets	NIL
(a) Related Parties	NIL
Other than Related	
(b) Parties	NIL
Net Non-Performing	
(II) Assets	NIL
(a) Related Parties	NIL
Other than Related	
(b) Parties	NIL
(III) Assets acquired in satisfaction of debt.	NIL

NOTE 37**FIRST-TIME ADOPTION - MANDATORY EXCEPTIONS, OPTIONAL EXEMPTIONS****Transition to IND AS**

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note 2 have been applied in preparing the financial statement for the year ended 31 March 2020, the comparative information presented in these financial statements for the year ended 31 March 2019 and in the preparation of an opening Ind AS balance sheet at 1 April 2018 (the companies date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed**Ind AS optional exemptions:****(a) Deemed cost for property, plant and equipment & intangible assets**

Ind AS 101 permits a first time adopter to elect to continue the carrying value for all of its property plant and equipment as recorded in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustment for de-commissioning liabilities. Accordingly the company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

(b) Deemed cost for Investment in Subsidiary

The company has elected to continue with the carrying value of its investment in subsidiary, recognised as of April 1, 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date."

Ind AS mandatory exceptions:**Estimates**

An entities estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustment to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2018 are consistent with the estimates as at the same date made in conformity with the previous GAAP."

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Note-38**EQUITY RECONCILIATION AS REPORTED UNDER ERSTWHILE INDIAN GAAP AND IND AS:**

Particulars	As at 31-03-2019	As at 01-04-2018
	Amount (₹)	Amount (₹)
Total equity / shareholder's funds as per previous GAAP	49,28,16,962	43,41,96,526
Ind - AS adjustments		
Fair Valuation gain/ (loss) of Financial Instrument	1,48,02,202	2,38,03,142
Deferred tax impact on above	30,00,199	48,53,223
Total adjustment to Equity	1,18,02,003	1,89,49,919
Total equity / shareholder's funds as per IND-AS	50,46,18,965	45,31,46,445

Note-39

Previous year's figure have been regrouped/reclassified / re-arranged wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached.

For Prasad Kumar & Co.

Chartered Accountants

FRN: 008816C

Sd/-

Rajesh Prasad

Partner

M. No. 075409

Date: July 31, 2020

Place: Jamshedpur

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Sd/-

Rajeev Singh Dugal

Managing Director

DIN: 00052037

Sd/-

Upneet Dugal

Director

DIN: 07680726

Sd/-

Rechan Chhabra

Chief Financial Officer

Puja Choudhary

Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Consolidated Financial Statements

To the Members of RSD Finance Limited

Opinion

We have audited the consolidated financial statements of RSD Finance Limited (herein refer to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2020, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, and its consolidated total comprehensive income (comprising of profit and comprehensive loss) , consolidated change in equity, its consolidated profit/loss and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in our audit
Transition date accounting policies	
Refer to the Note No. 37 to the Consolidated Financial Statements: transition to Ind AS	
<p>Adoption of new accounting framework (Ind AS)</p> <p>Effective 1 April 2019, the Group adopted the Indian Accounting Standards ('Ind AS') notified by the Ministry of Corporate Affairs with the transition date of 1st April 2018.</p> <p>The following are the major impact areas for the Group upon transition:</p> <ul style="list-style-type: none"> - Classification and measurement of financial instruments. <p>The migration to the new accounting framework (Ind AS) is a complicated process involving multiple decision points upon transition. Ind AS 101, First Time Adoption prescribes choices and exemptions for first time application of Ind AS principles at the transition date</p>	<p>Our key audit procedures included:</p> <ul style="list-style-type: none"> • Evaluated management's transition date choices and exemptions for compliance/acceptability under Ind AS 101. • Understood the methodology implemented by management to give impact on the transition. • Assessed the accuracy of the computations related to significant Ind AS adjustments. • Tested the select system reports to check the completeness and accuracy of the data and reports used to perform computations for giving effect to Ind AS transition adjustments. • Confirmed the approvals of Audit Committee for the choices and exemptions made by the Company for compliance/acceptability under Ind AS 101. • Assessed areas of significant estimates and management judgment in line with principles under Ind AS. • Assessed the appropriateness of the disclosures made in the financial statement.
Assessment of business model for classification and measurement of financial assets	
<p>Classification and measurement of Financial assets – Business model assessment</p> <p>Ind AS 109, Financial Instruments, contains three principal measurement categories for financial assets i.e.:</p> <ul style="list-style-type: none"> - Amortised cost; - Fair Value through Other Comprehensive Income ('FVOCI'); and - Fair Value through Profit and Loss ('FVTPL'). <p>A financial asset is classified into a measurement category at inception and is reclassified only in rare circumstances. The assessment as to how an asset should be classified is made on the basis of both the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.</p> <p>The term 'business model' refers to the way in which the Company manages its financial assets in order to generate cash flows. That is, the Company's business model determines whether cash flows will result from collecting contractual</p>	<p>Our key audit procedures included:</p> <p>Design / controls</p> <ul style="list-style-type: none"> • Assessed the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial asset and the approval mechanism for such stated intent and classification of such financial assets on the basis of management's intent (business model). • For financial assets classified at amortised cost, we tested controls over the classification of such assets and subsequent measurement of assets at amortised cost. Further, we tested key internal controls over monitoring of such financial assets. <p>Substantive tests</p> <ul style="list-style-type: none"> - Test of details over of classification and measurement of financial assets in accordance with management's intent (business model) - We selected a sample of financial assets to

RSD Finance Limited

cash flows, selling the financial assets or both.

Amortised cost classification and measurement category is met if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows

FVOCI classification and measurement category is met if the financial asset is held in a business model in which assets are managed both in order to collect contractual cash flows and for sale. Such financial assets are subsequently measured at fair value, with changes in fair value

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Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated change in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards (IND AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities is responsible for assessing the ability of the Group and of its associates and jointly

controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from

RSD Finance Limited

error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and of its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter

should not be communicated in our audit report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

1. We did not audit the financial statements / financial information of three subsidiaries whose financial statements / financial information reflect total asset of Rs. 1,82,49,33,539/- as at 31st March, 2020, total revenues of Rs. 68,51,82,871/- and net cash outflows amounting to Rs. 1,20,31,385/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of other auditors.

2. Our opinion on the consolidated financial statements, and our report on Other legal and regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors and the financial statements / financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes of Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group Company, its associates companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls,

RSD Finance Limited

refer to our separate Report in “Annexure A”.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, in our opinion and to the best of our information and according to the explanations given to us:

(i). There were no pending litigations which would impact its consolidated financial position of the Group Company, its associates companies and jointly controlled entities.

(ii). The Group Company, its associates companies and jointly controlled entities has made provision, as required under the applicable law or accounting standards (IND AS), for material foreseeable losses, if any, on long term contracts including derivative contracts.

(iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its associates companies and jointly controlled companies incorporated in India.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

Sd/-

(Rajesh Prasad)

Partner

M. No.: 075409

UDIN: 20075409AAAAAH2249

Date: 31st day of July, 2020

Place: Jamshedpur

Annexure A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **RSD Finance Limited** (herein referred to as the "the Holding Company") as of 31 March 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over

Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Ind AS. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Ind AS and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Prasad Kumar & Co.
Chartered Accountants
(FRN – 008816C)**

**Sd/-
(Rajesh Prasad)
Partner
M. No. – 075409
UDIN: 20075409AAAAAH2249**

**Place: Jamshedpur
Date: 31st Day of July, 2020**

CONSOLIDATED Balance Sheet as at March 31, 2020

Particulars	Note No.	Amount in ₹		
		As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(A) ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	3	75,73,610	2,37,53,019	1,24,73,188
(b) Bank Balance other than cash and cash equivalents	3A	93,50,855	87,87,124	1,04,214
(c) Trade Receivables	4	3,49,05,920	2,41,28,292	1,49,63,099
(d) Loans	5	16,36,732	5,20,29,497	5,79,53,016
(e) Investments	6	1,27,00,62,483	1,05,34,21,147	1,06,08,60,474
(f) Other Financial assets	7	69,86,708	1,18,09,064	-
(2) Non-financial Assets				
(a) Inventories	8	3,68,82,768	1,68,74,320	1,44,50,039
(b) Property, Plant and Equipment	9			
(i) (i) Tangible Assets		50,78,55,228	59,66,78,229	53,64,43,720
(ii) Capital WIP		6,15,84,285	63,86,980	67,40,120
(iii) Intangible Assets		41,98,863	62,98,294	83,97,726
(c) Other Non-Financial Assets	10	9,17,89,886	7,86,31,571	5,22,19,430
Total Assets		2,03,28,27,338	1,87,87,97,537	1,76,46,05,026
(B) LIABILITIES AND EQUITY				
(1) LIABILITIES				
(1.1) Financial Liabilities				
(a) Payables				
Trade Payables	11			
(i) total outstanding dues of micro enterprises and small enterprises		2,27,80,045	24,68,776	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		3,05,84,629	5,05,66,153	3,01,83,918
(b) Borrowings (Other than Debt Securities)	12	20,82,85,526	17,41,51,208	20,24,44,276
(1.2) Non-Financial Liabilities				
(a) Current tax liabilities (Net)	13	2,48,75,624	3,47,13,515	1,80,50,278
(b) Provisions	14	2,06,25,581	1,78,57,627	2,44,64,911
(c) Deferred tax Liability (Net)	15	48,70,895	1,18,23,953	1,45,20,333
(d) Other non-financial liabilities (to be specified)	16	6,53,40,416	2,01,62,513	1,80,87,395
Total Liabilities		37,73,62,717	31,17,43,745	30,77,51,111
(2) EQUITY				
(a) Equity Share capital	17	6,47,32,400	6,47,32,400	6,47,32,400
(b) Other Equity	18	1,39,04,56,220	1,33,43,52,862	1,23,86,57,457
Total Equity attributable to owners of parent		1,45,51,88,620	1,39,90,85,262	1,30,33,89,857
Non-controlling interest		20,02,76,001	16,79,68,530	15,34,64,058
Total Equity		1,65,54,64,621	1,56,70,53,792	1,45,68,53,915
Total Liabilities and Equity		2,03,28,27,338	1,87,87,97,537	1,76,46,05,026

The accompanying notes are an integral part of Consolidated financial statements.
As per our report of even date attached.

For Prasad Kumar & Co.
Chartered Accountants
FRN: 008816C

Sd/-

Rajesh Prasad
Partner
M. No. 075409

Date: July 31, 2020
Place: Jamshedpur

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Rajeev Singh Dugal
Managing Director
DIN: 00052037

Sd/-

Rechan Chhabra
Chief Financial Officer

Sd/-

Upneet Dugal
Director
DIN: 07680726

Sd/-

Puja Choudhary
Company Secretary

CONSOLIDATED Profit & Loss as at March 31, 2020

Particulars	Note No.	Amount in ₹	
		As on March 31, 2020	As on March 31, 2019
Revenue from Operations			
i Interest Income	19	6,30,08,617	5,61,88,689
ii Dividend Income	20	1,03,34,999	84,39,237
iii Net gain on fair value changes	21	(82,16,885)	(31,02,299)
iv Sale of finished goods	22	33,53,39,468	19,17,37,271
v Sale of service	23	28,25,66,717	28,73,80,749
I Total revenue from operations		68,30,32,916	54,06,43,647
Other Income			
i Net Gain on sale of Financial Instruments	24	3,33,01,969	4,59,17,975
ii Other Income	25	86,70,578	1,17,83,326
II Total Other income		4,19,72,547	5,77,01,301
III Total income		72,50,05,463	59,83,44,948
Expenses			
i Cost of materials consumed	26	29,85,53,181	19,01,46,527
ii Cost of stores consumed	27	3,10,79,096	2,70,14,042
iii Employee benefits expenses	28	5,03,18,239	4,35,96,821
iv Finance costs	29	1,65,55,222	1,69,69,263
v Depreciation and amortisation expense	9	5,41,49,164	6,45,73,559
vi Provisions	14	93,26,158	(59,832)
vii Other expenses	30	13,46,97,397	14,92,75,364
IV Total expenses		59,46,78,457	49,15,15,745
Profit / (Loss) before exceptional items and tax		13,03,27,006	10,68,29,203
Exceptional items	31	-	4,16,28,500
VI Profit / (Loss) before tax		13,03,27,006	14,84,57,703
Tax expense			
a) Current Tax	13	2,48,75,624	3,47,13,516
b) Deferred Tax	15	(16,88,787)	(12,22,415)
VII Total Tax Expenses		2,31,86,837	3,34,91,101
VIII Net Profit/ (Loss) for the period		10,71,40,169	11,49,66,603
Other Comprehensive Income			
Items that will not be classified to profit or loss			
(i) Items that will not be classified to profit or loss		(2,46,72,933)	(72,42,749)
(ii) Income tax relating to items that will not be classified to profit or loss		(52,64,270)	(14,73,966)
IX Total other comprehensive income for the year (net of tax)		(1,94,08,663)	(57,68,783)
X Total comprehensive income for the period		8,77,31,506	10,91,97,820
XI Profit for the period attributable to			
Owners of the company		7,45,99,881	10,15,43,097
Non-Controlling Interest		3,25,40,288	1,34,23,506
XII Other Comprehensive Income attributable to			
Owners of the company		(1,79,75,845)	(58,49,749)
Non-Controlling Interest		(14,32,818)	80,966
XIII Total Comprehensive Income attributable to			
Owners of the company		5,66,24,036	9,56,93,348
Non-Controlling Interest		3,11,07,470	1,35,04,472
XIV Paid-up Equity Share Capital (Face Value of ₹ 5 per share w.e.f. 12.02.2020) (Previous Year Face Value ₹ 10 Per Share)		6,47,32,400	6,47,32,400
XV Earnings per share :(in Rs.)			
(a) Basic	34	4.37	14.78
(b) Diluted	34	4.37	14.78

The accompanying notes are an integral part of Consolidated financial statements.
As per our report of even date attached.

For Prasad Kumar & Co.
Chartered Accountants
FRN: 008816C

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-

Rajesh Prasad
Partner
M. No. 075409

Date: July 31, 2020
Place: Jamshedpur

Sd/-

Rajeev Singh Dugal
Managing Director
DIN: 00052037

Sd/-
Rechan Chhabra
Chief Financial Officer

Sd/-

Upneet Dugal
Director
DIN: 07680726

Sd/-
Puja Choudhary
Company Secretary

as at March 31, 2020

	₹	₹
Net Profit before Tax		
Add : Adjustments for		
Depreciation	5,41,49,164	6,45,73,559
Gain/(Loss) on Remeasurement of Financial Assets	-2,46,72,933	-72,42,748
Provisions	93,26,158	-59,832
Less : Adjustment for		
P/L Appropriation	5,20,677	-2,057
Profit on Sale of Investment	3,33,01,969	4,59,17,975
Dividend Received	1,03,34,999	84,39,237
Interest Income	6,30,08,617	5,61,88,689
Operating Profit before Working Capital Changes		
Adjustments for:-		
Inventories	-2,00,08,448	-24,24,281
Trade Receivables	-1,07,77,628	-91,65,192
Other Non-Financial Liabilities	4,51,77,903	20,75,118
Other Non-Financial Assets	-1,31,58,315	-2,64,12,141
Other Financial Assets	48,22,356	-1,18,09,064
Trade Payables	3,29,745	2,28,51,011
Net cash generated from operating activities		
Tax Paid/Provided	4,12,71,719	2,45,97,731
Profit on sale of Investment	3,33,01,969	4,59,17,975
(Purchase)/Sale of Investments	-21,66,41,336	74,39,327
Loans	5,03,92,765	59,23,519
Dividend Received	1,03,34,999	84,39,237
Interest Received	6,30,08,617	5,61,88,689
Sale/(Purchase) of Assets	-1,84,24,037	-12,23,55,496
Proceeds from Long Term Borrowings	3,41,34,318	-2,82,93,069
Capital introduction in Subsidiary	12,00,000	10,00,000
Net Increase/(Decrease) in Cash & Cash equivalents [A+B+C]		

The accompanying notes are an integral part of Consolidated financial statements.
As per our report of even date attached.

For Prasad Kumar & Co.
Chartered Accountants
FRN: 008816C

For and on behalf of the Board of Directors of

Sd/-

Sd/-

Sd/-

Sd/-

Sd/-

Statement of Changes in Equity

Name of the Non-Banking Financial Company: **RSD FINANCE LIMITED**

Statement of Changes in Equity for the period ended: 31st March 2020

A. Equity Share Capital

Particulars	Amount
Balance as at April 1, 2018	6,47,32,400
Changes in equity share capital during F.Y 2018-19	-
Balance as at March 31, 2019	6,47,32,400
Changes in equity share capital during F.Y 2019-20	-
Balance as at March 31, 2020	6,47,32,400

B. Other Equity

Particulars	Statutory Reserves	Capital Reserve	Securities Premium	General Reserve	Surplus i.e. Balance in the Statement of Profit & Loss	Total
Restated balance as at April 01, 2018	7,05,92,863	12,87,56,063	-	54,68,32,921	49,24,75,610	1,23,86,57,457
Add: Total Comprehensive Income for the year	-	-	-	-	9,56,93,348	9,56,93,348
Total Comprehensive Income for the year	-	-	-	-	9,56,93,348	9,56,93,348
Appropriation to Statutory Reserves	1,15,09,937	-	-	-	-1,15,09,937	0
Other Appropriation	-	-	-	-	2,057	2,057
Balance at March 31, 2019	8,21,02,800	12,87,56,063	-	54,68,32,921	57,66,61,078	1,33,43,52,862
Balance at April 01, 2019	8,21,02,800	12,87,56,063	-	54,68,32,921	57,66,61,078	1,33,43,52,862
Add: Total Comprehensive Income for the year	-	-	-	-	5,66,24,036	5,66,24,036
Total Comprehensive Income for the year	-	-	-	-	5,66,24,036	5,66,24,036
Appropriation to Statutory Reserves	26,25,288	-	-	-	-26,25,288	0
Other Appropriation	-	-	-	-	-5,20,678	-5,20,678
Balance at March 31, 2020	8,47,28,088	12,87,56,063	-	54,68,32,921	63,01,39,148	1,39,04,56,220

Notes

Note-1

CORPORATE INFORMATION

RSD Finance Limited (the "Company") is a public limited company incorporated under the provisions of the Erstwhile Companies Act, 1956. The Company is engaged in fund-based activities like providing loans and advances, inter-corporate deposits, loans against securities and investments in shares and securities. The Company also carries out job work activities. The shares of the Company are listed on The Calcutta Stock Exchange Limited and Bombay Stock Exchange. The Company holds a certificate of registration from the Reserve Bank of India ("RBI") to carry on the business of Non-Banking Financial Institution ("NBFI") under the category of Non-Deposit taking Company.

Note-2

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.0. Principles of Consolidation:

The Consolidated Financial statements consist of RSD Finance Limited ("the Company") and its subsidiary company (collectively referred to as "the Group"). The consolidated financial statements have been prepared on the following basis:

- The financial statements of the company and its subsidiary company have been combined on a line-by-line basis by adding together the book values (measures at fair value as per IND AS) of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per IND AS 110 - " Consolidated financial statements" notified by companies (Indian accounting standards) Rules,2015, as amended.
- The financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the company i.e 31st march, 2020.

The List of Subsidiary Company which is included in the consolidation and the Group Holdings therein are as under.

Name of the Company / Body Corporate		Precision Automotive Pvt. Ltd	SRP OIL Pvt. Ltd	Sigma HTS LLP
Ownership in %	2019-20	100	52.55	65
	2018-19	100	52.55	65
Country of Incorporation		India	India	India

2.1. Statement of compliance:

The financial statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The Company has adopted Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended till date, from 1st April 2019, with the transition date of 1st April 2018. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with the relevant rules issued thereunder and guidelines issued by the Reserve Bank of India ('RBI') (collectively referred to as 'the previous GAAP').

Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First time Adoption of Indian Accounting Standards, the Company has presented reconciliation from the Previous GAAP to Ind AS of Other Equity as at 1st April, 2018 and 31st March, 2019 and of the Total Comprehensive Income for the period ended 31st March 2019. Refer Note No. 37 for the details of first-time adoption exemptions availed by the Company and Note No. 38 for Reconciliation of Equity and Total Comprehensive Income for numbers reported under the Previous GAAP to Ind AS.

2.2. Accounting Policies:

The financial statements have been prepared and presented in accordance with Ind AS under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services. The Company complies with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, to the extent applicable and directions prescribed by the Reserve Bank of India. The financial statements are presented in Indian rupees.

2.3. Use of estimates and judgments:

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

2.4. Revenue Recognition:

The applicability of Ind AS 115, Revenue Recognition provides for a single model of accounting revenue from contracts with customers based on the identification and satisfaction of performance obligations.

Income and expenditure are accounted for on accrual basis, wherever ascertainable.

Dividend are recognised only when the right to receive is established

Interest Income is recognised as and when they become accrued.

2.5. Trade receivables:

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment, if any.

2.6. Cash and cash equivalents:

Cash and Cash equivalents include cash on hand, cheques and drafts in hand, balances with bank and deposits held at call with financial institutions. These do not include bank balances earmarked /

RSD Finance Limited

restricted for specific purposes.

2.7. Investments and other financial assets:

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

-Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other gain or loss using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cashflows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised under other income. Interest income from these financial assets is included in other gain or loss using the effective interest rate method.

Fair value through profit or loss (FVPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented in the statement of profit and loss under other gain or loss in the period in which it arises. Interest or dividend income, if any from these financial assets is separately included in other gain or loss.

-Equity investments (other than investments in subsidiaries)

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain or loss in the statement of profit and loss.

-Equity Investments (in subsidiaries)

Investments in subsidiaries, associates and joint venture are carried at cost less accumulated impairment losses, if any.

(iii) Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Derivative financial instruments

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

2.8. Financial liabilities

Classification: Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial Recognition and Measurement: Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Derecognition: A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.9. Property, plant and equipment:

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets comprises of purchase price and all other attributable costs of bringing the assets to working condition for intended use.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non - refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Transition to Ind-AS

On transition to IND AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2018 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and equipment.

2.10 Depreciation:

On fixed assets, depreciation is provided on written down Value method. The rates of depreciation prescribed in Schedule II to the Companies Act, 2013, are considered as minimum rates.

Leasehold Land is not depreciated or amortized.

2.11. Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. They are recognised at their fair value.

2.12. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of Profit and Loss.

2.13. Employee benefits:

(i) Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. These benefits include salary, wages and bonus. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period of rendering of service by the employee.

(ii) Post-employment benefits:

Defined contribution plans

The Company has defined contribution plans for post-employment benefits namely Provident Fund which are recognised by the income tax authorities. The Company contributes to a Government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution. The Company makes contributions to state plans namely Employee's State Insurance Fund and has no further obligation beyond making the payment to them. The Company's contributions to the above funds are charged to the Statement of Profit and Loss every year.

2.14 Provisions and contingencies:

Provisions: Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15. Earnings per share:

Basic EPS is computed by dividing the net profit attributable to shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

2.16 Borrowings:

Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

RSD Finance Limited

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognised in profit or loss.

2.17. Foreign exchange transactions

The Company during the year did not have foreign exchange transaction.

2.18. Taxation

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

- 2.19. The Company has not accepted any Public Deposits during the year under review and the Board of Directors have passed resolution to the effect that the Company has neither accepted Public Deposit nor would accept any public Deposit during the year.

Note-3

CASH AND CASH EQUIVALENTS

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
- In current Account	70,63,939	2,30,08,110	1,15,24,204
Cash in Hand	5,09,671	7,44,909	9,48,983
Cheques, drafts on hand	-	-	-
Total	75,73,610	2,37,53,019	1,24,73,188

Note-3A

Bank balances other than cash and cash equivalent

Fixed deposits with banks	93,50,855	87,87,125	1,04,214
Total	93,50,855	87,87,125	1,04,214

Note-4**TRADE RECEIVABLES**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
Considered good-Secured	-	-	-
Considered good- Unsecured	3,49,05,920	2,41,28,292	1,49,63,099
Total	3,49,05,920	2,41,28,292	1,49,63,099

– Impairment allowance recognised on trade receivables is ₹ Nil (Previous year ₹ Nil).

Note-5**LOANS**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
At Amortised Cost			
Security Deposit	8,04,857	24,98,247	46,71,766
Corporate loan	8,31,875	4,95,31,250	5,32,81,250
Total(Gross)	16,36,732	5,20,29,497	5,79,53,016
Less: Impairment Loss Allowance	-	-	-
Total (Net)	(A) 16,36,732	5,20,29,497	5,79,53,016
Secured	8,31,875	4,95,31,250	5,32,81,250
Unsecured	8,04,857	24,98,247	46,71,766
Total(Gross)	(B) 16,36,732	5,20,29,497	5,79,53,016
Less: Impairment Loss Allowance	-	-	-
Total (Net)	(C) 16,36,732	5,20,29,497	5,79,53,016
Total	16,36,732	5,20,29,497	5,79,53,016

Note-6

INVESTMENTS

Particulars	As at March 31, 2020						
	Amortised cost	At Fair Value			Sub- Total	Others*	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	(1)	(2)	(3)	(4)	(5)=(2)+(3)+(4)	(6)	(7)=(1)+(5)+(6)
Mutual funds	46,19,99,532	(11,97,592)	(51,11,112)	-	(63,08,704)	-	45,56,90,828
Investment in PMS	55,34,23,067	(2,19,67,015)	-	-	(2,19,67,015)	-	53,14,56,052
Debt securities	22,19,75,416	(5,20,049)	-	-	(5,20,049)	-	22,14,55,368
Equity instruments	82,64,109	(9,88,277)	(31,05,772)	-	(40,94,049)	-	41,70,060
Subsidiaries	2,56,73,400	-	-	-	-	-	2,56,73,400
Property	66,16,775	-	-	-	-	-	66,16,775
Bonds	2,50,00,000	-	-	-	-	-	2,50,00,000
Total – Gross (A)	1,30,29,52,300	(2,46,72,933)	(82,16,884)	-	(3,28,89,817)	-	1,27,00,62,483
(i)Investments outside India	-	-	-	-	-	-	-
(ii)Investments in India	1,30,29,52,300	(2,46,72,933)	(82,16,884)	-	(3,28,89,817)	-	1,27,00,62,483
Total (B)	1,30,29,52,300	(2,46,72,933)	(82,16,884)	-	(3,28,89,817)	-	1,27,00,62,483
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total – Net D= (A)-(C)	1,30,29,52,300	(2,46,72,933)	(82,16,884)	-	(3,28,89,817)	-	1,27,00,62,483

Particulars	As at March 31, 2019						
	Amortised cost	At Fair Value			Sub- Total	Others*	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	(1)	(2)	(3)	(4)	(5)=(2)+(3)+(4)	(6)	(7)=(1)+(5)+(6)
Mutual funds	32,71,99,489	94,106	(35,78,235)	-	(34,84,130)	-	32,37,15,360
Investment in PMS	50,66,59,610	(72,80,256)	-	-	(72,80,256)	-	49,93,79,354
Debt securities	16,73,74,923	-	-	-	-	-	16,73,74,923
Equity instruments	52,41,996	(56,598)	4,75,937	-	4,19,339	-	56,61,335
Subsidiaries	2,56,73,400	-	-	-	-	-	2,56,73,400
Property	66,16,775	-	-	-	-	-	66,16,775
Bonds	2,50,00,000	-	-	-	-	-	2,50,00,000
Total – Gross (A)	1,06,37,66,193	(72,42,749)	(31,02,298)	-	(1,03,45,047)	-	1,05,34,21,147
(i)Investments outside India	-	-	-	-	-	-	-
(ii)Investments in India	1,06,37,66,193	(72,42,749)	(31,02,298)	-	(1,03,45,047)	-	1,05,34,21,147
Total (B)	1,06,37,66,193	(72,42,749)	(31,02,298)	-	(1,03,45,047)	-	1,05,34,21,147
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total – Net D= (A)-(C)	1,06,37,66,193	(72,42,749)	(31,02,298)	-	(1,03,45,047)	-	1,05,34,21,147
Particulars	As at April 01, 2018						

	Amortised cost	At Fair Value			Sub- Total	O t h e r s *	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	(1)	(2)	(3)	(4)	(5)=(2)+(3)+(4)	(6)	(7)=(1)+(5)+(6)
Mutual funds	39,94,66,880	10,635	2,83,81,867	-	2,83,92,502	-	42,78,59,383
Investment in PMS	43,57,54,316	1,23,32,885	-	-	1,23,32,885	-	44,80,87,201
Debt securities	11,87,50,480	-	-	-	-	-	11,87,50,480
Equity instruments	51,68,888	14,96,704	22,07,643	-	37,04,347	-	88,73,235
Subsidiaries	2,56,73,400	-	-	-	-	-	2,56,73,400
Property	66,16,775	-	-	-	-	-	66,16,775
Bonds	2,50,00,000	-	-	-	-	-	2,50,00,000
Total – Gross (A)	1,01,64,30,740	1,38,40,224	3,05,89,510	-	4,44,29,734	-	1,06,08,60,474
(i)Investments outside India	-	-	-	-	-	-	-
(ii)Investments in India	1,01,64,30,740	1,38,40,224	3,05,89,510	-	4,44,29,734	-	1,06,08,60,474
Total (B)	1,01,64,30,740	1,38,40,224	3,05,89,510	-	4,44,29,734	-	1,06,08,60,474
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total – Net D= (A)-(C)	1,01,64,30,740	1,38,40,224	3,05,89,510	-	4,44,29,734	-	1,06,08,60,474

Note-7**OTHER FINANCIAL ASSETS**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
Fixed Deposits	69,86,708	1,18,09,064	-
Total	69,86,708	1,18,09,064	-

Note-8**INVENTORIES**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
Raw Material	2,67,09,789	93,54,077	1,05,85,180
Work-in-Progress	-	-	-
Stores & Spares	1,01,72,979	75,20,243	38,64,859
	-	-	-
Total	3,68,82,768	1,68,74,320	1,44,50,039

RSD Finance Limited

Note 9

PROPERTY, PLANT & EQUIPMENT AS ON 31.03.2020

S.NO	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
		COST AS ON 01.04.2019	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2020	UPTO 01.04.2019	FOR THE YEAR	UPTO 31.03.2020	NET CARRYING AMOUNT AS ON 31.03.2020	NET CARRYING AMOUNT AS ON 31.03.2019
1	Land(Freehold)	4,72,42,214	-	-	4,72,42,214	-	-	-	4,72,42,214	4,72,42,214
2	Land(Leasehold)	62,13,268	-	-	62,13,268	-	-	-	62,13,268	62,13,268
3	Plots at Versalia	11,00,88,000	-	3,66,96,000	7,33,92,000	-	-	-	7,33,92,000	11,00,88,000
4	Shed & Building	23,24,54,933	42,01,952	-	23,66,56,885	5,62,60,267	1,15,99,239	6,78,59,506	16,87,97,379	17,61,94,666
5	Building (Staff Quarter)	57,51,184	-	-	57,51,184	11,51,160	4,37,002	15,88,162	41,63,022	46,00,024
6	Flat	30,32,300	-	-	30,32,300	13,87,478	1,43,989	15,31,467	15,00,833	16,44,822
7	Plant & Machinery	26,98,31,522	81,56,677	1,63,03,000	26,16,85,199	7,92,71,978	2,83,56,912	10,76,28,890	15,40,56,309	19,05,59,544
8	Electric Installation	4,70,59,586	1,16,259	-	4,71,75,845	2,43,98,217	39,68,404	2,83,66,621	1,88,09,224	2,26,61,369
9	Generator Set	3,04,562	-	-	3,04,562	3,02,562	-	3,02,562	2,000	2,000
10	Furniture & Fixtures	4,46,57,942	14,55,056	-	4,61,12,998	3,81,37,399	21,33,604	4,02,71,003	58,41,995	65,20,543
11	Computer	89,00,474	4,81,815	-	93,82,288	71,53,630	6,34,342	77,87,972	15,94,316	17,46,844
12	LED Television	54,65,712	1,78,122	-	56,43,834	38,46,823	3,05,562	41,52,385	14,91,449	16,18,889
13	Vehicle	1,59,08,696	16,22,149	1,00,000	1,74,30,845	1,12,20,530	15,58,013	1,26,83,985	47,46,860	46,88,166
14	Office Equipment	32,17,453	19,144	-	32,36,597	25,60,295	81,421	26,41,716	5,94,881	6,57,158
15	Solar Power plant	3,43,00,000	-	-	3,43,00,000	1,20,59,278	28,31,244	1,48,90,522	1,94,09,478	2,22,40,722
	SUB TOTAL [A]	83,44,27,846	1,62,31,174	5,30,99,000	79,75,60,020	23,77,49,618	5,20,49,732	28,97,99,350	50,78,55,228	59,66,78,229
II	Capital Work-in-progress									
1	Building & Shed	63,86,980	2,50,02,502	19,00,390	2,94,89,092	-	-	-	2,94,89,092	63,86,980
2	Electrical Installation	-	48,82,913	-	48,82,913	-	-	-	48,82,913	-
3	Plant & Machinery	-	2,60,46,261	-	2,60,46,261	-	-	-	2,60,46,261	-
4	Computer Hardware & Software	-	11,66,020	-	11,66,020	-	-	-	11,66,020	-
	SUB TOTAL (B)	63,86,980	5,70,97,695	19,00,390	6,15,84,285	-	-	-	6,15,84,285	63,86,980
III	Intangible Assets									
1	ROC Filing Fees	8,99,470	-	-	8,99,470	8,99,470	-	8,99,470	-	-
2	Copyright	60,674	-	-	60,674	60,674	-	60,674	-	-
3	Pre-Operative Expenses	59,48,962	-	-	59,48,962	-	19,82,987	19,82,987	39,65,975	59,48,962
4	Pre-Incorporation Expenses	3,49,332	-	-	3,49,332	-	1,16,444	1,16,444	2,32,888	3,49,332
	SUB TOTAL (C)	72,58,438	-	-	72,58,438	9,60,144	20,99,431	30,59,575	41,98,863	62,98,294
	TOTAL	84,80,73,264	7,33,28,869	5,49,99,390	86,64,02,744	23,87,09,762	5,41,49,164	29,28,58,925	57,36,38,377	60,93,63,503
	As on 31.03.2019	81,09,45,225	13,62,72,573	1,39,17,077	93,33,00,721	25,93,63,660	6,45,73,559	32,39,37,219	60,93,63,502	55,15,81,566
	As on 01.04.2018	69,54,99,428	36,07,54,148	24,53,08,351	81,09,45,225	18,70,55,644	7,23,08,016	25,93,63,660	55,15,81,566	50,84,43,785

Note-10**OTHER NON - FINANCIAL ASSETS**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
Prepaid Expenses	9,53,517	6,26,748	6,03,507
Other Advances	2,10,48,242	2,37,15,465	79,88,603
Advance to Staff	1,75,189	2,26,806	1,45,720
Advance against capital goods	3,31,45,302	1,00,35,228	-
Balance with Revenue Departments	3,64,67,636	4,40,27,324	4,34,81,600
Total	9,17,89,886	7,86,31,571	5,22,19,430

Note-11**TRADE PAYABLES**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
Payable to:			
total outstanding dues of micro enterprises and small enterprises	2,27,80,045	24,68,776	-
total outstanding dues of creditors other than micro enterprises and small enterprises	3,05,84,629	5,05,66,153	3,01,83,918
Total	5,33,64,674	5,30,34,929	3,01,83,918

The Group has not paid any interest in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, additionally there are no interest amounts due as at March 31, 2020 (March 31, 2019 ₹ Nil and April 1, 2018 ₹ Nil).

Note 12 BORROWINGS (Other than Debt Securities)

Particulars	(Current Year)				(Previous Year)				(Previous Year)			
	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total
	(1)	(2)	(3)	(4)=(1)+(2)+(3)	(1)	(2)	(3)	(4)=(1)+(2)+(3)	(1)	(2)	(3)	(4)=(1)+(2)+(3)
(a)Term loans												
(i)from banks	17,84,33,320	-	-	17,84,33,320	14,45,84,465	-	-	14,45,84,465	17,66,61,787	-	-	17,66,61,787
(b)Loan repayable on demand												
(i)from other parties	73,39,612	-	-	73,39,612	1,03,39,612	-	-					

Personal Guarantee

Personal guarantee of Mr. Rajeev Singh Dugal (Director) and Mrs. Kawaljeet Dugal.

These loans are considered to have low risk based on credit evaluation undertaken by the Company. There is no history of any defaults on these loans. The company regularly monitors to ensure that these entities have enough liquidity which safeguards the interests of the investors and lenders. Accordingly there is no Expected credit loss allowance on the aforesaid loans.

a) Term Loans from Axis Bank are secured by exclusive hypothecation charge on stock, book debts and all other current assets present and future, exclusive hypothecation charge on entire movable assets present & future, equitable mortgage of leasehold land admeasuring area around 0.88 acres located at Ramdas Bhatta Area, Bistupur, Jamshedpur along with building of "Hotel The Alcor" & admeasuring area around 8.09 acres located at Mouza-Tiruldih, Khata No-62, Plot No-2, Saraikela Thana No. 148, Jharkhand in the name of "SIGMA HTS LLP".

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Note-13**CURRENT TAX LIABILITIES (NET)**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Provision for Tax	2,48,75,624	3,47,13,515	1,80,50,278
Total	2,48,75,624	3,47,13,515	1,80,50,278

Note-14**PROVISIONS**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Provision for Substandard Assets	38,86,158	-	66,18,036
Provision for dividend	54,40,000	54,40,000.00	54,40,000
Provision for dividend distribution tax	-	11,18,204.00	11,07,452
Provision for expenses	1,12,99,423	1,12,99,423.00	1,12,99,423
Total	2,06,25,581	1,78,57,627.00	2,44,64,911

Note-15**DEFERRED TAX LIABILITIES (NET)**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Opening Balance	1,18,23,953	1,45,20,333	53,61,600
Property, Plant and Equipment and Intangibles Difference between book and tax depreciation	30,919	-4,69,426	-13,77,734
Investment and other financial instruments Recognised through OCI	-52,64,270	-14,73,966	29,47,772
Recognised through Profit & Loss	-17,19,706	-7,52,988	75,88,695
Total	48,70,895	1,18,23,953	1,45,20,333

Note-16**OTHER NON-FINANCIAL LIABILITIES**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Liability Against Salary	52,74,325	45,91,597	27,86,083
TDS Payable	3,99,236	7,05,270	4,08,789
EPF/ESIC Payable	1,33,168	2,03,778	1,67,239
GST Payable	9,04,411	16,23,943	15,67,926
Audit fees payable	4,42,540	1,66,150	2,31,750
Others Payables	3,37,80,138	1,28,67,715	1,29,21,278
Professional tax payable	6,598	4,060	4,330
Advance for sale of plot	2,44,00,000	-	-
Total	6,53,40,416	2,01,62,513	1,80,87,395

Note-17**EQUITY SHARE CAPITAL**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Authorised Capital 1,30,00,000 Equity Shares of ₹ 5/- each (P.Y. 65,00,000 Equity Shares of ₹10/- each)	6,50,00,000	6,50,00,000	6,50,00,000
Issued, Subscribed and Paid up 1,29,46,480 Equity Shares of ₹ 5/- each (P.Y. 64,73,240 Equity Shares of ₹10/- each)	6,47,32,400	6,47,32,400	6,47,32,400
Total	6,47,32,400	6,47,32,400	6,47,32,400

17.1 Reconciliation of the number of shares and amount outstanding at the beginning & end of the Reporting Period.

Particulars	As on March 31, 2020		As on March 31, 2019		As on April 01, 2018	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
Balance at the beginning of the year	64,73,240	6,47,32,400	64,73,240	6,47,32,400	64,73,240	6,47,32,400
Add: Shares Split (From FV of ₹ 10/- each to FV of ₹ 5/- each)	64,73,240	-	-	-	-	-
Balance outstanding at the end of the year	1,29,46,480	6,47,32,400	64,73,240	6,47,32,400	64,73,240	6,47,32,400

17.2 Shares held by each shareholder holding more than 5% shares, specifying the number of shares held.

Name of the Shareholder	As on March 31, 2020		As on March 31, 2019		As on April 01, 2018	
	No of shares	% holding	No of shares	% holding	No of shares	% holding
Rajeev Singh Dugal	8089080	62.48%	4044540	62.48%	4044540	62.48%
K U Benefit Trust	1582000	12.22%	791000	12.22%	791000	12.22%

17.3 Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of ₹5 per share (P.Y. ₹ 10 per share). Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Note-18**OTHER EQUITY**

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 01, 2018
Capital reserve account	12,87,56,063	12,87,56,063	12,87,56,063
Statutory reserve account	8,47,28,088	8,21,02,800	7,05,92,863
Surplus i.e. Balance in the Statement of Profit & Loss	63,01,39,148	57,66,61,078	49,24,75,610
General reserve account	54,68,32,921	54,68,32,921	54,68,32,921
Total	1,39,04,56,220	1,33,43,52,862	1,23,86,57,457

Movement in other equity

Particulars	As on March 31, 2020	As on March 31, 2019	As on April 1, 2018
(a) Capital Reserve			
As per last Balance Sheet	12,87,56,063	12,87,56,063	12,87,56,063
Addition during the year	-	-	-
	12,87,56,063	12,87,56,063	12,87,56,063
(b) Statutory Reserve			
As per last Balance Sheet	8,21,02,800	7,05,92,863	6,32,13,413
Addition during the year	26,25,288	1,15,09,937	73,79,450
	8,47,28,088	8,21,02,800	7,05,92,863
(c) Surplus i.e. Balance in the Statement of Profit & Loss			
As per last Balance Sheet	57,66,61,078	49,24,75,610	42,04,41,160
Add: Total Comprehensive Income during the Year	5,66,24,036	9,56,93,348	8,03,67,502
Less: P/L Appropriation	-5,20,678	2,057	-9,53,602
Less: Transfer to Statutory Reserve	-26,25,288	-1,15,09,937	-73,79,450
	63,01,39,148	57,66,61,078	49,24,75,610
(d) General Reserve			
As per last Balance Sheet	54,68,32,921	54,68,32,921	54,68,32,921
Addition during the year	-	-	-
	54,68,32,921	54,68,32,921	54,68,32,921
Total	1,39,04,56,220	1,33,43,52,862	1,23,86,57,457

Note-19
INTEREST INCOME

Particulars	As on March 31, 2020	As on March 31, 2019
On Financial assets measured at Amortised cost:-		
Interest on deposits with Banks	11,93,775	10,29,071
Interest on Loans	1,16,22,951	1,17,46,869
Interest income from investments	2,71,06,502	1,31,38,008
Interest on security deposit/ securities	1,28,88,183	1,97,83,977
Other interest Income	12,17,806	2,44,553
Management & Operating expenses	89,79,400	1,02,46,211
Total	6,30,08,617	5,61,88,689

Note-20
DIVIDEND INCOME

Particulars	As on March 31, 2020	As on March 31, 2019
Dividend Income	1,03,34,999	84,39,237
Total	1,03,34,999	84,39,237

Note-21
NET GAIN ON FAIR VALUE CHANGES

Particulars	As on March 31, 2020	As on March 31, 2019
Net Gain/(Loss) on investments at FVTPL		
Investments		
Fair value loss- through P&L -Equity and Debt Mutual Fund	(82,16,885)	(31,02,299)
Total	(82,16,885)	(31,02,299)

Note-22
SALE OF FINISHED GOODS

Particulars	As on March 31, 2020	As on March 31, 2019
Finished goods	33,53,39,468	19,17,37,271
Total	33,53,39,468	19,17,37,271

Note-23
SALE OF SERVICE

Particulars	As on March 31, 2020	As on March 31, 2019
Job work service	7,64,10,913	10,72,95,836
Room rental	6,79,44,060	6,53,17,016
Foods, Restaurant and banquet income	13,83,20,383	11,46,72,947
Rent on Flat	1,35,500	1,29,000
Rent on Motor vehicle	1,74,000	1,74,000

RSD Finance Limited

	28,29,84,857	28,75,88,799
Less: Inter Company transactions	4,18,140	2,08,050
	28,25,66,717	28,73,80,749

Note-24

NET GAIN ON SALE OF FINANCIAL INSTRUMENTS

Particulars	As on March 31, 2020	As on March 31, 2019
Net Gain on Sale of Financial Instruments	3,33,01,969	4,59,17,975
Total	3,33,01,969	4,59,17,975

Note-25

OTHER INCOME

Particulars	As on March 31, 2020	As on March 31, 2019
Other Income	89,76,578	1,17,83,326
	89,76,578	1,17,83,326
Less: Inter Company transactions	3,06,000	-
Total	86,70,578	1,17,83,326

Note-26

COST OF MATERIALS CONSUMED

Particulars	As on March 31, 2020	As on March 31, 2019
Opening Stock of Material	93,54,077	1,05,85,180
Add: Material Purchases	31,63,27,032	18,91,23,475
Less: Closing Stock of Material	2,67,09,789	93,54,077
	29,89,71,320	19,03,54,578
Less: Inter company transactions	4,18,140	2,08,050
Total	29,85,53,181	19,01,46,527

Note-27

COST OF STORES CONSUMED

Particulars	As on March 31, 2020	As on March 31, 2019
Opening Stock of Material	75,20,243	38,64,859
Add: Material Purchases	3,37,31,833	3,06,69,426
Less: Closing Stock of Material	1,01,72,979	75,20,243
Total	3,10,79,096	2,70,14,042

Note-28
EMPLOYEE BENEFIT EXPENSES

Particulars	As on March 31, 2020	As on March 31, 2019
Salaries	2,83,64,524	2,32,85,659
Stipend	1,41,50,923	1,51,59,625
Contribution to PF and Other Funds	13,34,544	12,90,601
Director Remuneration	55,80,000	47,80,000
Staff & Labour Welfare Expenses	8,88,248	(9,19,064)
Total	5,03,18,239	4,35,96,821

Note-29
FINANCE COST

Particulars	As on March 31, 2020	As on March 31, 2019
Interest on borrowings	1,63,87,786	1,49,22,601
Interest on overdraft facilities	-	13,64,426
Other interest expense	1,67,436	6,82,235
Total	1,65,55,222	1,69,69,263

Note-30
OTHER EXPENSES

Particulars	As on March 31, 2020	As on March 31, 2019
Administrative Expenses	3,00,000	-
Advertisement Expenses	1,87,943	63,390
Agricultural Expenses	95,822	49,286
Audit fees	1,82,500	1,75,000
Bad Debts	1,45,545	11,62,903
Bank Charges	26,10,539	17,99,397
Business Promotion Expenses	3,21,862	9,97,446
Calibration Charges	2,04,280	1,29,785
Canteen Expenses	2,93,961	3,29,260
Carriage Inward & Freight Charges	27,48,868	41,42,473
Consultancy & Retainership fees	7,87,542	4,07,878
Conveyance & Travelling	51,64,669	47,07,381
CSR Expenses	-	38,000
Director Sitting Fees	52,000	34,000
Discount Allowed	86,517	891
Demat Charges	7,09,549	7,984
Fees & Subscription	17,44,963	2,61,545
Fooding & Lodging Expenses	4,25,557	1,47,829
General Expenses	10,61,524	21,10,521
Insurance Charges	25,15,926	24,56,194
Interest on Statutory Dues	-	5,28,521

RSD Finance Limited

Job Charges	1,33,64,305	2,33,79,014
Lab Expenses	52,610	4,73,764
Listing Fees & Annual Charges	4,23,161	3,17,575
Management and Upfront Fees	26,59,046	11,80,923
Municipal Maintenance Expenses	-	4,43,702
Office Maintenance	5,55,032	3,02,669
Operation & Maintenance Charges for Solar	15,76,102	5,66,908
Postage ,Telegram & Telephone	14,38,660	13,29,980
Power & Fuel	5,62,27,737	5,76,70,496
Printing & Stationery	2,00,675	4,33,305
Professional Fees & Legal Expenses	84,86,272	60,94,821
Quality Service Charges	2,71,195	23,61,899
Rent, Rates & Taxes	57,46,897	83,21,993
Repair & Maintenance	1,82,99,972	1,95,12,612
ROC charges	2,04,100	35,650
Security Charges	38,85,589	50,07,975
Transportation, Loading & Unloading Charges	19,72,478	22,92,394
	<hr/>	<hr/>
	13,50,03,397	14,92,75,364
Less: Inter company transactions	3,06,000	-
Total	<hr/> 13,46,97,397	<hr/> 14,92,75,364

Note : 31

EXCEPTIONAL ITEMS

Particulars	As on March 31, 2020	As on March 31, 2019
Profit on Sale of Land	-	4,16,28,500
Total	<hr/> -	<hr/> 4,16,28,500

Note-32

On the basis of information available with the company, some of the suppliers have confirmed to be registered under "The Micro Small and Medium Enterprises Development ('MEMED') Act, 2006". The unpaid amount has been disclosed in Note No. 10 of the Financial Statement.

Note-33**INDIAN ACCOUNTING STANDARD (IND AS) 108- SEGMENT REPORTING:****Information about Primary Business Segments****(₹ In Lacs)**

Sl. No.	Particulars	Current Year	Previous Year
1	Segment Revenue		
	(a) Investment & Finance related activities	790.17	906.76
	(b) Job work & Manufacturing activities	56.62	141.10
	(c) Hotel business related activities	2,304.52	2,038.43
	(d) Heat Treatment Activity	4,105.99	2,899.24
	Total	7,257.30	5,985.53
	Less: Inter segment Revenue	7.24	2.08
	Net Sale/ Income from operations	7,250.06	5,983.45
2	Segment Results (Profit) (+) / (-) Loss before tax & Interest		
	(a) Investment & Finance related activities	433.65	682.50
	(b) Job work & Manufacturing activities	5.90	47.34
	(c) Hotel business related activities	723.48	524.47
	(d) Heat Treatment Activity	305.80	(16.33)
	Total	1,468.83	1,237.98
	Less: Interest	165.56	169.69
	Total Profit before Tax	1,303.27	1,068.29
3	Segment Assets (Including Goodwill)		
	(a) Investment & Finance related activities	11,404.32	10,827.19
	(b) Job work & Manufacturing activities	157.21	187.75
	(c) Hotel business related activities	4,963.69	4,447.00
	(d) Heat Treatment Activity	3,836.58	3,300.41
	(e) Unallocable	-	-
	Total Segment Assets	20,361.80	18,762.35
	Less: Intersegment Elimination	-	-
	Add: Unallocated Corporate Assets	-	-
	Total Assets	20,361.80	18,762.35
4	Segment Liabilities		
	(a) Investment & Finance related activities	1,413.49	791.26
	(b) Job work & Manufacturing activities	96.13	104.57
	(c) Hotel business related activities	638.36	640.28
	(d) Heat Treatment Activity	1,659.18	1,555.70
	(e) Unallocable	-	-
	Total Segment Liabilities		

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RSD Finance Limited

Note-34

EARNINGS PER SHARE (EPS):

	Current Year	Previous Year
No of Ordinary Shares at the Beginning of the year	64,73,240	64,73,240
No of Ordinary Shares at the End of the year		64,73,240
Weighted Average No. of Ordinary Shares Outstanding during the year		64,73,240
Profit (Loss) after tax for calculation of Basic EPS	5,66,24,036	9,56,93,348
Profit (Loss) after tax for calculation of Diluted EPS	5,66,24,036	9,56,93,348
Basic Earnings per share (₹)	4.37	14.78
Diluted Earnings per share (₹)	4.37	14.78

Note-35

DEFERRED TAX ASSETS (NET)

Particulars	Current Year	Previous Year
Opening Balance	1,18,23,953	1,45,20,333
<u>Property, Plant and Equipment and Intangibles</u> Difference between book and tax depreciation	30,919	(4,69,426)
<u>Investment and other financial instruments</u> Recognised through OCI	(52,64,270)	(14,73,966)
Recognised through Profit & Loss	(17,19,706)	(7,52,988)
Total	48,70,895	1,18,23,953

Note-36

DIRECTORS REMUNERATION

	Current Year	Previous Year
Salaries		
Mr. Rajeev Singh Dugal	12,00,000	12,00,000
Ms. Upneet Dugal	19,80,000	19,80,000
Ms. Kashvi Dugal	24,00,000	16,00,000

NOTE 37**FIRST-TIME ADOPTION - MANDATORY EXCEPTIONS, OPTIONAL EXEMPTIONS****Transition to IND AS**

These are the Company's first consolidated financial statements prepared in accordance with Ind AS. The accounting policies set out in note 2 have been applied in preparing the financial statement for the year ended 31 March 2020, the comparative information presented in these financial statements for the year ended 31 March 2019 and in the preparation of an opening Ind AS balance sheet at 1 April 2018 (the company's date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed**Ind AS optional exemptions:****(a) Deemed cost for property, plant and equipment & intangible assets**

Ind AS 101 permits a first time adopter to elect to continue the carrying value for all of its property plant and equipment as recorded in the consolidated financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustment for de-commissioning liabilities. Accordingly the company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

(b) Deemed cost for Investment in Subsidiary

The company has elected to continue with the carrying value of its investment in subsidiary, recognised as of April 1, 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date."

Ind AS mandatory exceptions:**Estimates**

An entities estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustment to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2018 are consistent with the estimates as at the same date made in conformity with the previous GAAP."

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Note-38

Equity Reconciliation as reported under erstwhile Indian GAAP and Ind AS:

Particulars	As at 31-03-2019 Amount (₹)	As at 01-04-2018 Amount (₹)
Total equity / shareholder's funds as per previous GAAP	15,415.73	14,232.55
Ind - AS adjustments		
Fair Valuation gain/ (loss) of Financial Instrument	340.84	444.30
Deferred tax impact on above	86.03	108.31
Total adjustment to Equity	254.81	335.99
Total equity / shareholder's funds as per IND-AS	15,670.54	14,568.54

Note-39

Previous year's figure have been regrouped/reclassified / re-arranged wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached.

For Prasad Kumar & Co.
Chartered Accountants
FRN: 008816C

For and on behalf of the Board of Directors of
RSD Finance Limited

Sd/-
Rajesh Prasad
Partner
M. No. 075409

Sd/-
Rajeev Singh Dugal
Managing Director
DIN: 00052037

Sd/-
Upneet Dugal
Director
DIN: 07680726

Date: July 31, 2020
Place: Jamshedpur

Sd/-
Rechan Chhabra
Chief Financial Officer

Sd/-
Puja Choudhary
Company Secretary

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, complianceofficer@rsdfinancelimited.com

Website: 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 :

I/ We hereby record my/ our presence at the 57th ANNUAL GENERAL MEETING of the members of the Company held on **Tuesday, 29th December 2020 at 11.00 A.M.** at P I The Hotel Alcor, H N 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

Note: Members are requested to read "Note No. 29" in the Notice of the 57th Annual General Meeting, being sent herewith, in respect of the instruction for voting through electronic means. The voting period starts from 9:00 am on December 25, 2020 and ends at 5:00 pm on December 28, 2020.

RSD FINANCE LIMITED

CIN: L17222JH1963PLC013316

Registered Office: H. No – 4, The Alcor Hotel, Ramdas Bhatta,
Bistupur, Jamshedpur, Purbi Singhbhum, Jharkhand -831001Tel. No: +91 7280009199, Email address: rsdfinance.ltd@gmail.com, complianceofficer@rsdfinancelimited.comWebsite: 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 **57th Annual General Meeting** of the members of the Company to be held on **Tuesday, 29th December 2020 at 11.00 A.M.** at P _____ I 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
ORDINARY BUSINESS		
1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 together with the reports of the Auditors thereon.		
2. To appoint Ms. Upneet Dugal (DIN: 07680726), who retires by rotation and being eligible, offers herself for re-appointment as a Director		
SPECIAL BUSINESS		
3. Appointment of Mr. Rajeev Singh Dugal (DIN - 00052037) as the Managing Director of the Company for a term of five years.		
4. Appointment of Mrs. Kawaljeet Kaur Dugal (DIN: 00052100) as a Non-Executive Non - Independent Director of the Company.		
5. Appointment of Mr. Harsh Pandey (DIN: 08877286) as an Independent Director of the Company.		
6. Appointment of Mr. Sukant Bari (DIN: 08967991) as an Independent Director of the Company.		

Signed this _____ day of _____ of 2020

(Affix Revenue Stamp)

Signature of the Shareholder: _____

Signature of Proxyholder : _____

RSD Finance Limited

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) T P 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 57TH ANNUAL GENERAL MEETING

