

Corporate Governance Report

1.Name of Listed Entity:

RSD Finance Limited

2.Quarter and Year ending:

30.09.2023

3.Whether the Listed entity has Regular Chairperson:

No

4.Whether the Chairperson is related to CEO:

No

| Title (Mr / Ms) | Name of the Director | PAN & DIN | Category of directors | Date of Birth | Whether the director is disqualified? | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Initial Date of appointment | Date of Re-appointment | Date of Cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|----------------------|-----------------------|--|---------------|---------------------------------------|---|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| Mr | RAJEEV SINGH DUGAL | ADQPD6038A & 00052037 | Executive Director - MD | 06-12-1957 | No | NA | 10-04-1998 | 22-07-2020 | | | 1 | 0 | 2 | 0 |
| Mr | SUSHIL KUMAR KHOWALA | ACKPK4733G & 00224539 | Non-Executive - Independent Director | 06-07-1964 | No | NA | 21-06-2013 | 26-09-2018 | 30-09-2023 | 123.10 | 1 | 1 | 2 | 2 |
| Mr | HARSH KUMAR PANDEY | AVYYP3991Q & 08877286 | Non-Executive - Independent Director | 09-01-1985 | No | NA | 15-09-2020 | 15-09-2020 | | 36.16 | 1 | 1 | 2 | 0 |
| Mr | SUKANT BARI | AQQPB4805N & 08967991 | Non-Executive - Independent Director | 15-10-1984 | No | NA | 21-11-2020 | 21-11-2020 | | 34.10 | 1 | 1 | 0 | 0 |
| Mrs | KAWALJEET KAUR DUGAL | ACTPD7965J & 00052100 | Non-Executive - Non Independent Director | 26-07-1964 | No | NA | 13-08-2020 | 30-09-2023 | | | 1 | 0 | 0 | 0 |
| Ms | UPNEET DUGAL | ALQPD5263R & 07680726 | Executive Director | 26-09-1992 | No | NA | 28-12-2016 | 30-09-2022 | | 0.01 | 1 | 0 | 0 | 0 |
| Mr | PRADEEP KHOSLA | ADFPK2967E&06823537 | Non-Executive - Independent Director | 10-04-1958 | No | NA | 30-09-2023 | 30-09-2023 | | 0.01 | 1 | 1 | 0 | 0 |
| Mr | MALKEET SINGH SAINI | AELPS0151H & 02592649 | Non-Executive - Independent Director | 25-05-1951 | No | NA | 30-09-2023 | 30-09-2023 | | 0.01 | 1 | 1 | 0 | 0 |



RSD

| II. Composition of Committees | | | | | |
|---|---------------------------------------|-------------------------------|-------------|---------------------|-------------------|
| Name of the Committee | Whether Regular Chairperson Appointed | Name of the Committee Members | Category | Date of Appointment | Date of Cessation |
| Audit Committee | Yes | SUSHIL KUMAR KHOWALA | Chairperson | 06-09-2014 | 30-09-2023 |
| | | RAJEEV SINGH DUGAL | Member | 06-09-2014 | - |
| | | HARSH KUMAR PANDEY | Member | 21-11-2020 | |
| Nomination and Remuneration Committee | Yes | HARSH KUMAR PANDEY | Chairperson | 15-09-2020 | |
| | | SUSHIL KUMAR KHOWALA | Member | 06-09-2014 | 30-09-2023 |
| | | SUKANT BARI | Member | 21-11-2020 | |
| Stakeholders Relation Committee | Yes | SUSHIL KUMAR KHOWALA | Chairperson | 06-09-2014 | |
| | | RAJEEV SINGH DUGAL | Member | 06-09-2014 | |
| | | HARSH KUMAR PANDEY | Member | 15-09-2020 | |
| Risk Management Committee | Yes | RAJEEV SINGH DUGAL | Chairperson | 15-09-2020 | |
| | | SUSHIL KUMAR KHOWALA | Member | 06-09-2014 | 30-09-2023 |
| | | HARSH KUMAR PANDEY | Member | 21-11-2020 | |
| Corporate Social Responsibility Committee | Yes | RAJEEV SINGH DUGAL | Chairperson | 14-08-2017 | |
| | | SUSHIL KUMAR KHOWALA | Member | 14-08-2017 | 30-09-2023 |
| | | UPNEET DUGAL | Member | 14-08-2017 | |
| | | KAWALJEET KAUR DUGAL | Member | 13-11-2021 | |

III.Meeting of Board

| Date(s) of meeting (Enter dates of Previous quarter i.e. 01.04.2023 to 30.06.2023 and 01.07.2023 to 30.09.2023 Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met (Yes/No) | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|--|---|--|---|---|
| 29-05-2023 | | Yes | 6 | 3 |
| 14-08-2023 | 76 | Yes | 6 | 3 |
| 24-08-2023 | 9 | Yes | 6 | 3 |

IV. Committee Meetings**Audit Committee**

| Date(s) of meeting (Enter dates of Previous quarter i.e. 01.04.2023 to 30.06.2023 and 01.07.2023 to 30.09.2023 Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met (Yes/No) | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|--|---|--|---|---|
| 29-05-2023 | | Yes | 3 | 2 |
| 14-08-2023 | 76 | Yes | 3 | 2 |

Nomination and Remuneration Committee

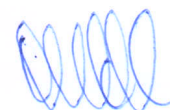
| Date(s) of meeting (Enter dates of Previous quarter i.e. 01.04.2023 to 30.06.2023 and 01.07.2023 to 30.09.2023 Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met (Yes/No) | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|--|---|--|---|---|
| 14-08-2023 | NA | Yes | 3 | 3 |



| V.Related Party Transactions | | | |
|------------------------------|--|-------------------------------|--|
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| Annexure I | | |
|-----------------|---|----------------------------|
| VI.Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure I | | |
|------------|-------------------|--------------------|
| Sr. | Subject | Compliance Status |
| 1 | Name of Signatory | Rajeev Singh Dugal |
| 2 | Designation | Managing Director |



Half Yearly Affirmations

Annexure III

III Affirmations

| Sr. No | Particulars | Regulation No | Compliance Status (Yes/ No\Na) | If status is "No" details of non-compliance may be given here |
|--------|--|--------------------------------------|--------------------------------|---|
| 1 | Copy of the annual report including balance sheet , profit and loss account, directors report, corporate governance report and business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of chairperson of audit committee at the annual general meeting | 18(1)(d) | Yes | |
| 3 | Presence of chairperson of nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of chairperson of stakeholder and relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and material subsidiaries in the annual report | 24A(1) | Yes | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 7 | Whether "Corporate Governance Report" disclosed in annual report | 34(3) read with para C of Schedule V | Yes | |

Annexure III

1 Name of Signatory
2 Designation

Rajeev Singh Dugal
Managing Director

Details of Cyber Security Incidence

| | | | | |
|--|----|----------------------------|----|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidence or breaches or loss of data or documents during the quarter | | | | No |
| Date of event | NA | Brief details of the event | NA | |



| Additional Half yearly Disclosure | | | |
|---|---|--|--|
| Applicability of disclosure | Applicable | | |
| Reason for Non Applicability | NA | | |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below | | The Figure should be mentioned in Actual INR only | |
| (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0.00 | 0.00 | |
| Promoter Group or any other entity controlled by them | 0.00 | 0.00 | |
| Directors (including relatives) or any other entity controlled by them | 0.00 | 0.00 | |
| KMPs or any other entity controlled by them | 0.00 | 0.00 | |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | 0 | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | 0 | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | 0 | 0.00 | 0.00 |
| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by | | | |
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | 0 | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | 0 | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | 0 | 0.00 | 0.00 |
| (D) Additional Information | | | |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | YES | NA |



Ravi Joshi
Chief Financial Officer



Rajeev Singh Dugal
Managing Director