



**Secretarial Compliance Report of RSD Finance Ltd
for the financial year ended 31st March, 2025**

To,
The Board of Directors
RSD Finance Ltd
H. No . 4, The Alcor Hotel Ramdas Bhatta,
Bistupur, Jamshedpur, Jharkhand-831001

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **RSD Finance Ltd** (hereinafter referred as 'the listed entity'), having its Registered Office at H. No . 4, The Alcor Hotel Ramdas Bhatta, Bistupur, Jamshedpur, Jharkhand-831001, in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I have examined:

- (a) all the documents and records made available to me and explanation provided by **RSD Finance Ltd** having CIN: L17222JH1963PLC013316 (the "**Company**" "**listed entity**");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity (website address: rsdfinance.ltd@gmail.com); and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report for the Financial Year ended March 31, 2025 ("**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; (SEBI LODR)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (SEBI ICDR); **(Not applicable, as there was no reportable event during the review period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (SEBI SAST); **(Not applicable, as there was no reportable event during the review period);**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable, as there was no reportable event during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (SEBI SBEB) **(Not applicable, as there was no reportable event during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable, as there was no reportable event during the review period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;
- (i) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021 **(Not applicable as there was no reportable event during the review period)**

and circulars/guidelines issued thereunder;

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, except in respect of matters specified below:



Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning etc)	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in previous report	Observations made in the secretarial compliance report for the year ended 2023-24	Compliance requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviation and action taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL						

c. I hereby report that, during the Review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI 	Yes	



	<p>Regulations are adopted with the approval of board of directors of the listed entities</p> <ul style="list-style-type: none"> • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries 	<p>Yes</p> <p>Yes</p>	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under</p>	Yes	



	SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or	The listed entity received an email dated 16 th December, 2024 from Calcutta Stock Exchange to check the compliance portal	The listed entity vide their email dated December 20, 2024 informed the Calcutta Stock



	by Stock Exchanges are specified in the last column	wherein the company needed to pay fines for the LODR non-compliances	Exchange wherein they replied that Company has complied with all the regulations of SEBI (LODR), 2015 with BSE & CSE within stipulated time and prayed to waive off the fine levied as the reason for delay in submission under Reg 44(3) and Financial Results for the quarter ended 30.09.2024 was due to the CSE Website error.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on compliance with the provisions of the LODR Regulations by listed entities</p>	Yes	<p>M/s Prasad Kumar & Co., erstwhile Statutory Auditors of the company as well as of its material subsidiaries M/s S R P Oil Pvt Ltd and M/s Precision Automotive Pvt Ltd resigned as the Statutory</p>



			<p>Auditors w.e.f 30.11.2024 due to changes in their professional position (The signing auditor had surrendered his certificate of practice). The auditor, therefore only issued the limited review report for the quarter ended 30.09.2024. Since the auditor resigned after 45 days from the end of the 2nd quarter i.e September 30, 2024, they should have issued limited review report for the quarter ended December 31, 2024 too in terms of paragraph 6.1.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CF D/PoD2/CIR/ P/0155 dated November 11, 2024 but due</p>
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			to changes in their professional position, they could not issue the report.
13.	Additional non-compliances, if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above	No	
14.	Disclosure about Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI LODR: As detailed in SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 Para 11 the secretarial compliance report issued by a Peer Reviewed Company Secretary under regulation 24A(2) of the LODR Regulations shall include a confirmation on compliance with the following requirements by the listed entity: a. The scheme document has been uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021. b. The documents uploaded on the website has minimum information disclosed to shareholders as per SEBI (SBEB) Regulations, 2021. c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity is placed before the board of directors for consideration and approval.	N.A	

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, except in respect of matters specified below:



1.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	N.A.
2.	Regulation / Circular No.	N.A.
3.	Deviations	N.A.
4.	Action Taken by	N.A.
5.	Type of Action	N.A.
6.	Details of Violation	N.A.
7.	Fine Amount	N.A.
8.	Observations/Remarks of the Practicing Company Secretary	N.A.
9.	Management Response	N.A.
10.	Remarks	N.A.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

1.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	N.A.
2.	Regulation / Circular No.	N.A.
3.	Deviations	N.A.
4.	Action Taken by	N.A.
5.	Type of Action	N.A.
6.	Details of Violation	N.A.
7.	Fine Amount	N.A.
8.	Observations/Remarks of the Practicing Company Secretary	N.A.
9.	Management Response	N.A.
10.	Remarks	N.A.

Sital Prasad Swain
(SITAL PRASAD SWAIN)
PRACTICING COMPANY SECRETARY
MEMB NO.- F6338
C.P NO- 6814

PEER REVIEW NO.- 813/2020
UDIN: F006338G000282031

Place: Jamshedpur
Date: 06.05.2025

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A & forms an integral part of this report.



ANNEXURE A

To, .

The Members

RSD Finance Ltd

H. No . 4, The Alcor Hotel Ramdas Bhatta,
Bistupur, Jamshedpur, Jharkhand-831001

My report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

4. I have relied on the documents and evidence provided physically and through electronic mode

5. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

6. The 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. I have not verified the correctness and appropriateness or financial records and books of accounts of the Company.

Sital Prasad Swain

(SITAL PRASAD SWAIN)

PRACTICING COMPANY SECRETARY

MEMB NO.- F6338

C.P NO- 6814

PEER REVIEW NO.- 813/2020

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