

Corporate Governance Report

1.Name of Listed Entity:

2.Quarter and Year ending:

3.Whether the Listed entity has Regular Chairperson:

4.Whether the Chairperson is related to CEO:

RSD Finance Limited

31.03.2023

No

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	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	117.11	0	1	2	2
Mr	HARSH KUMAR PANDEY	AVYPP3991Q & 08877286	Non-Executive - Independent Director	09-01-1985	No	NA	15-09-2020	15-09-2020	30.17	1	1	2	0
Mr	SUKANT BARI	AQQPB4805N & 08967991	Non-Executive - Independent Director	15-10-1984	No	NA	21-11-2020	21-11-2020	28.11	1	1	0	0
Mrs	KAWALJEET KAUR DUGAL	ACTPD7965J & 00052100	Non-Executive - Non Independent Director	26-07-1964	No	NA	13-08-2020	28-09-2021		1	0	0	0
Ms	UPNEET DUGAL	ALQPD5263R & 07680726	Executive Director	26-09-1992	No	NA	28-12-2016	30-09-2022		1	0	0	0



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	
		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	
		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	
		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	
		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. 01.10.2022 to 31.12.2022 and 01.01.2023 to 30.03.2023 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*
14-11-2022	91	Yes	6	3
14-02-2023	91	Yes	6	3
28-02-2023	13	Yes	6	3

IV. Committee Meetings

Audit Committee

Date(s) of meeting (Enter dates of Previous quarter i.e. 01.10.2022 to 31.12.2022 and 01.01.2023 to 30.03.2023 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*
14-11-2022	91	Yes	3	2
14-02-2023	91	Yes	3	2

Nomination and Remuneration Committee

Date(s) of meeting (Enter dates of Previous quarter i.e. 01.10.2022 to 31.12.2022 and 01.01.2023 to 30.03.2023 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*
28-02-2023	NA	Yes	3	3

Stakeholder Relationship Committee

Date(s) of meeting (Enter dates of Previous quarter i.e. 01.10.2022 to 31.12.2022 and 01.01.2023 to 30.03.2023 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*
22-03-2023	NA	Yes	2	1

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

✓
[Signature]

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=2&sub_catid=0&ssub_catid=0
2	Terms and conditions of appointment of independent directors	Yes		https://www.rsdfinancelimited.com/pdf/e88de00d-db71-4ca3-98bf-329ff0a61034.pdf
3	Composition of various committees of board of directors	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=3&sub_catid=12&ssub_catid=0
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.rsdfinancelimited.com/pdf/3b886bd7-85bf-4ee1-bf2d-bd8b245c7b99.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.rsdfinancelimited.com/pdf/59b281da-0a6d-440b-95f5-d559866f3d9e.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.rsdfinancelimited.com/pdf/d4a72f1e-8f7e-40f0-8efa-4517b960d96e.pdf
7	Policy on dealing with related party transactions	Yes		https://www.rsdfinancelimited.com/pdf/59b8f6ba-e0cb-4140-9b2e-94879c69e565.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.rsdfinancelimited.com/pdf/c8cfc029-7a55-47ec-b6f9-526d809e4dc0.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.rsdfinancelimited.com/pdf/991540bc-42ad-4c91-a85d-360acee634f6.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.rsdfinancelimited.com/investorconatct.aspx
11	email address for grievance redressal and other relevant details	Yes		https://www.rsdfinancelimited.com/investorconatct.aspx
12	Financial results	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=3&sub_catid=19&ssub_catid=0
13	Shareholding pattern	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=3&sub_catid=3&ssub_catid=0
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=3&sub_catid=14&ssub_catid=0
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=3&sub_catid=18&ssub_catid=0
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.rsdfinancelimited.com/product.aspx?cat_id=3&sub_catid=10&ssub_catid=0
21	Materiality Policy as per Regulation 30	Yes		https://www.rsdfinancelimited.com/pdf/93acd76f-8d35-4123-8077-ab48c1df3c56.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.rsdfinancelimited.com/pdf/dec82d56-f4de-4714-bb9f-3b5467bb6518.pdf

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance-Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

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	
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
securities in connection with any loan(s) (or other form of debt) given directly or indirectly by		YES	NA

Ravi Joshi

Ravi Joshi
Chief Financial Officer

Rajeev Singh Dugal
Managing Director