

# RSD Finance Limited

CIN : L17222WB1963PLC025749

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Date: April 14, 2016

To

The Secretary  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range  
Kolkata - 700 001

Dear Sir,

**(Sub - Submission of Corporate Governance Report for the Quarter/ Financial Year ended 31.03.2016)**

On the captioned subject and in compliance with the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached the Corporate Governance report for the Quarter / financial year ended 31.03.2016.

Please take the note of the same for your record.

Thanking You  
Yours Faithfully

For **RSD Finance Limited**  
**FOR RSD FINANCE LTD.**

  
**Managing Director.**  
**Managing Director**

Encl: As above

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **RSD Finance Limited**
2. Quarter ending: **31<sup>st</sup> March 2016**

<b>I. Composition of Board of Directors</b>								
Title (Mr / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/N on- Executive/in dependent/Nominee) <sup>s</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(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	Managing Director	04/07/2015		1	2	Nil

Mr.	Sushil Kumar Khowala	ACKPK4733G & 00224539	Independent Director	21/06/2013	33 Months	1	2	2
Mr	Mr. Malkeet Singh Saini	AELPS0151H & 02592649	Independent Director	29/05/2014	22 Months	1	2	0
Mr	Mr. Roop Narayan Choudhary	AATPC8671L & 00583184	Independent Director	04/07/2015		1	Nil	Nil
Mr	Mrs. Anureet Kaur	BPYPK4471H & 07136456	Women & Independent Director	26/03/2015	12 months	1	Nil	Nil

<sup>s</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee) <sup>s</sup>

1. Audit Committee	Mr. Sushil Kumar Khowala -Chairman Mr.Rajeev Singh Dugal, - Member Mr. Malkeet Singh Saini - Member	Independent Director Managing Director Independent Director
2. Nomination & Remuneration Committee	Mr.Malkeet Singh Saini - Chairman Mr.Sushil Kumar khowala - Member Mr. Roop Narayan Choudhary - Member	Independent Director Independent Director Independent Director
3. Risk Management Committee (if applicable)	Mr. Malkeet Singh Saini -Chairman Mr. Sushil Kumar Khowala - Member Mr. Roop Narayan Choudhary - Member	Independent Director Independent Director Independent Director
4. Stakeholders Relationship Committee'	Mr. Sushil Kumar Khowala -Chairman Mr. Malkeet Singh Saini - Member Mr.Rajeev Singh Dugal, - Member	Independent Director Independent Director Managing Director

<sup>8</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
05/10/2015, 05/11/2015, 12/11/2015, 13/11/2015, 20/11/2015	14-01-2016, 02-02-2016, 12-02-2016	20 Days

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee – 12.02.2016	Yes	1. Audit Committee – 13.11.2015	90 Days
2. Stakeholder Relationship Committee – 12.02.2016	Yes	2. Stakeholder Relationship Committee – 13.11.2015	90 Days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <sup>refer note below</sup>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**For RSD FINANCE LTD.**




**Managing Director.**

**Name : RAJEEV SINGH DUGAL**  
**Designation : Managing Director**



**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b> <small>(Yes/No/NA) refer note</small>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> <small>(Yes/No/NA) refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<b>For RSD FINANCE LTD.</b>  Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO		