

CIN: L17222WB1963PLC025749

Date: 14.10.2012

Compliance Report on Corporate Governance

Name of the Company – RSD Finance Limited

Quarter Ending on: 30th September, 2012

| - 1 | 2 | 3 | 4 |
|---|-----------------------------|-------------------------------|--------|
| Particulars | Clause Of Listing Agreement | Compliance Status- Yes/No/N.A | Remark |
| I. Board of Directors | 49I | YES | |
| (A) Composition of Board | 49(IA) | YES | |
| (B) Non-executive Directors compensation & disclosures | 49(IB) | YES | |
| (C) Other Provisions as to Board & Committees | 49(IC) | YES | |
| (D) Code of Conduct | 49(ID) | YES | |
| II. Audit Committee | 49II | YES | |
| (A) Qualified & Independent audit Committee | 49(IIA) | YES | |
| (B) Meeting of Audit Committee | 49(IIB) | YES | |
| (C) Powers of Audit Committee | 49(IIC) | YES | |
| (D) Role of Audit Committee | 49(IID) | YES | |
| (E) Review of Information by Audit Committee | 49(IIE) | YES | |
| III. Subsidiary Companies | 49III | N.A | |
| IV. Disclosures | 49IV | YES | |
| (A) Basis of related party transactions | 49(IVA) | N.A | |
| (B) Disclosure of Accounting Treatment | 49(IVB) | YES | |
| (C) Board Disclosures | 49(IVC) | YES | |
| (D) Proceeds from Public Issue, Rights Issues, Preferential Issues etc. | 49(IVD) | YES | |
| (E) Remuneration of Directors | 49(IVE) | YES | |
| (F) Management | 49(IVF) | YES | |
| (G) Shareholders | 49(IVG) | YES | |
| V. CEO/CFO Certification | 49V | YES | |
| VI. Report on Corporate Governance | 49VI | YES | |
| VII. Compliance | 49VII | YES | |

(Handwritten signature)