

Date: 12.10.2015

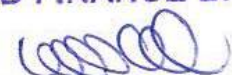
**Compliance Report on Corporate Governance**

Name of the Company – RSD Finance Limited

Quarter Ending on: 30<sup>TH</sup> Sep, 2015

1	2	3	4
Particulars	Clause Of Listing Agreement	Compliance Status- Yes/No/N.A	Remark
<b>I. Board of Directors</b>	<b>49I</b>	<b>YES</b>	
(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	
<b>II. Audit Committee</b>	<b>49II</b>	<b>YES</b>	
(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	
<b>III. Subsidiary Companies</b>	<b>49III</b>	<b>N.A</b>	
<b>IV. Disclosures</b>	<b>49IV</b>	<b>YES</b>	
(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	
<b>V. CEO/CFO Certification</b>	<b>49V</b>	<b>YES</b>	
<b>VI. Report on Corporate Governance</b>	<b>49VI</b>	<b>YES</b>	
<b>VII. Compliance</b>	<b>49VII</b>	<b>YES</b>	

For RSD FINANCE LTD.



Managing Director