

RSD FINANCE LIMITED

Email: rsdfinance.ltd@gmail.com
Web: www.rsdfinancelimited.com

CIN : L17222WB1963PLC025749

Date: January 13, 2015

To

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

Dear Sir,

(Sub - Submission of Corporate Governance Report for the Quarter ended 31.12.2015)

Pursuant to the Listing Agreement entered into with the Stock Exchange, please find enclosed herewith the Corporate Governance Report for the quarter ended 31.12.2015 as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the note of the same for your record.

Thanking You
Yours Faithfully

For **RSD Finance Limited**



Managing Director

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **RSD Finance Limited**
2. Quarter ending: **31stDecember 2015**

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/N on-Executive/in dependent/Nominee) ^s	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 (Original Appointment 10/04/1998)	5 Years	1	2	Nil
Mr.	Sushil Kumar Khowala	ACKPK4733G & 00224539	Independent Director	21/06/2013	5 Years	1	3	2

For RSD FINANCE LTD.


Managing Director.

Mr	Mr. Malkeet Singh Saini	AELPS0151H & 02592649	Independent Director	29/05/2014	5 Years	1	3	1
Mr	Mr. Roop Narayan Choudhary	AATPC8671L & 00583184	Independent Director	04/07/2015	5 Years	1	1	Nil
Mr	Mrs. Anureet Kaur	BPYPK4471H & 07136456	Women & Independent Director	26/03/2015	5 Years	1	Nil	Nil

*PAN number of any director would not be displayed on the website of Stock Exchange

&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) ⁵
1. Audit Committee	Mr. Rajeev Singh Dugal, - Member Mr. Sushil Kumar Khowala - Chairman Mr. Malkeet Singh Saini - Member	Managing Director Independent 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

For RSD FINANCE LTD.


Managing Director,

3. Risk Management Committee (if applicable)	Mr. Rajeev Singh Dugal, - Member Mr. Sushil Kumar Khowala - Chairman Mr. Malkeet Singh Saini - Member	Managing Director Independent Director Independent Director	
4. Stakeholders Relationship Committee'	Mr. Rajeev Singh Dugal, - Member Mr. Sushil Kumar Khowala - Chairman Mr. Malkeet Singh Saini - Member	Managing Director Independent Director Independent Director	
*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)	
04/07/2015, 28/07/2015, 07/08/2015, 13/08/2015, 14/08/2015, 20/08/2015, 28/08/2015, 30/09/2015	05/10/2015, 15/10/2015, 05/11/2015, 12/11/2015, 13/11/2015, 20/11/2015	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 – 13.11.2015	Yes	1. Audit Committee – 13.08.2015	91 Days
2. Stakeholder Relationship Committee – 06.11.2015	Yes	2. Stakeholder Relationship Committee – 04.08.2015	93 Days
3. Nomination & Remuneration Committee – 06.10.2015	Yes	3. Nomination & Remuneration Committee – 04.07.2015	93 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

For RSD FINANCE LTD.


Managing Director.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
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