

Date: 16-07-2022

To,

**BSE Limited**

The General Manager

Corporate Relations Department

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

**Scrip Code: 539875****The Calcutta Stock Exchange Ltd**

The Secretary

7, Lyons Range

Kolkata - 700 001

**Scrip code: 28123**

Dear Sir/Madam,

**Sub- Submission of Corporate Governance Report for the Quarter Ended June 30, 2022**

Pursuant to the Listing Agreement entered into with the Stock Exchange, please find enclosed herewith the Corporate Governance Report for the Quarter ended June 30, 2022 as per the Regulation 27(2) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

Please take note of the same in your record.

Thanking you,

Yours faithfully,

**For RSD Finance Limited**  
**Rajeev Singh Dugal**  
**Managing Director**  
**DIN - 00052037**

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: **30th June, 2022**

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>												
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee) &	Initial Date of Appointm ent	Date of Re- Appointm ent in the current term /cessation	Date of Cess atio n	Tenur	Date of Birth	No of Director ship in listed entities includin g this listed entity	No of Independ ent Directorsh ip in listed entities including this listed entity	Number of members hips in Audit/ Stakehold er Committe e(s) including this listed entity	No of post of Chairpers on in Audit/ Stakehol der Committe e held in listed entities including this listed entity
Mr.	RAJEEV SINGH DUGAL	&  00052037	Executive Director	10-04-98	22-07-20	-	-	06-12-1957	1	-	2	-
Mr.	SUSHIL KUMAR KHOWAL A	&  00224539	Non-Executive - Independent Director	21-06-13	26-09-18	-	105	06-07-1964	1	1	2	2
Mr.	HARSH KUMAR PANDEY	&  08877286	Non-Executive - Independent Director	15-09-20	29-12-20	-	21	09-01-1985	1	1	2	-
Ms.	UPNEET DUGAL	&  07680726	Executive Director	28-12-16	29-12-20	-	-	26-09-1992	1	-	-	-
Mrs.	KAWALJEE T KAUR DUGAL	&  00052100	Non-Executive - Non Independent Director	13-08-20	28-09-21	-	-	26-07-1964	1	-	-	-
Mr.	SUKANT BARI	&  08967991	Non-Executive - Independent Director	21-11-20	29-12-20	-	19	15-10-1984	1	1	-	-
Whether Regular Chairperson appointed – <b>NO</b>												
Whether Chairperson is related to Managing Director or CEO – <b>NA</b>												
<sup>§</sup> PAN of any Director would not be displayed on the Website of Stock Exchange  &Category of Director 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.					
<b>II. COMPOSITION OF COMMITTEES</b>					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Sushil Kumar Khowala Chairman Mr. Harsh Kumar Pandey Member Mr. Rajeev Singh Dugal Member	Non – Executive – Independent Director Non – Executive – Independent Director Executive Director	06-09-2014 21-11-2020 06-09-2014	
2. Nomination & Remuneration Committee	YES	Mr. Harsh Kumar Pandey Chairman Mr. Sushil Kumar Khowala Member Mr. Sukant Bari Member	Non – Executive – Independent Director Non – Executive – Independent Director Non – Executive – Independent Director	15-09-2020 06-09-2014 21-11-2020	
3. Stakeholders Relationship Committee	YES	Mr. Sushil Kumar Khowala Chairman Mr. Harsh Kumar Pandey Member Mr. Rajeev Singh Dugal Member	Non – Executive – Independent Director Non – Executive – Independent Director Executive Director	06-09-2014 15-09-2020 06-09-2014	
4. Corporate Social Responsibility Committee	YES	Mr. Rajeev Singh Dugal Chairman Mr. Sushil Kumar Khowala Member Mrs. Upneet Dugal Member Mrs. Kawaljeet Kaur Dugal Member	Executive Director Non – Executive – Independent Director Executive Director Non – Executive – Independent Director	14-08-2017 14-08-2017 14-08-2017 13-11-2021	
5. Risk Management Committee(if applicable)	YES	Mr. Rajeev Singh Dugal Chairman Mr. Sushil Kumar Khowala Member Mr. Harsh Kumar Pandey Member	Executive Director Non – Executive – Independent Director Non – Executive – Independent Director	15-09-2020 06-09-2014 21-11-2020	
*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					
<b>III. MEETING OF BOARD OF DIRECTORS</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive (in number of days)
14-02-2022	-	Yes	4	2	-
25-03-2022		Yes	4	1	38
	30-05-2022	Yes	4	2	65

**IV. MEETING OF COMMITTEES**

Date(s) of meeting of the committee in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors Present	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
Audit Committee – 14-02-2022		Yes	3	2	-
Audit Committee - 24-03-2022		Yes	3	2	37
Audit Committee	30-05-2022	Yes	3	2	64

\*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> refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

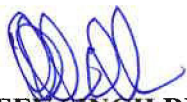
**Note**

- 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. - **YES**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **YES**
  - b. Nomination & remuneration committee - **YES**
  - c. Stakeholders relationship committee - **YES**
  - d. Risk management committee (applicable to the top 100 listed entities) - **NA**
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. - **YES**
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. - **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **YES**

Any comments/observations/advice of Board of Directors may be mentioned here: NA



**RAJEEV SINGH DUGAL**  
**MANAGING DIRECTOR**

