

RSD FINANCE LIMITED

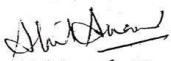
Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: RSD FINANCE LIMITED

Quarter ending on: 30.6.2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A	No Subsidiary Company(ies) Exits(s)
IV. Disclosures	49 (IV)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	NO such Proceeds During the Quarter
(E) Remuneration of Directors	49 (IV E)	Yes	Complied in Annual Report 2011-12
(F) Management	49 (IV F)	Yes	Complied in Annual Report 2011-12
(G) Shareholders	49 (IV G)	Yes	Complied in Annual Report 2011-12
V. CEO/CFO Certification	49 (V)	Yes	Complied in Annual Report 2011-12
VI. Report on Corporate Governance	49 (VI)	Yes	Complied in Annual Report 2011-12
VII. Compliance	49 (VII)	Yes	Complied in Annual Report 2011-12

For RSD Finance Limited


Atul Anand
(Authorized signatory)