

Date: 28-06-2021

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- Compliance certificate under Regulation 24(A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24(A) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021, issued by Mr. Sital Prasad Swain, Practicing Company Secretary.

You are requested to take the above information on records.

Thanking you,

Yours faithfully,

For RSD Finance Limited



Rajeev Singh Dugal
Managing Director
DIN - 00052037



**SECRETARIAL COMPLIANCE REPORT OF RSD FINANCE LIMITED FOR THE
YEAR ENDED MARCH 31, 2021**

To,

The Board of Directors
RSD Finance Limited
H. No. – 4, The Hotel Alcor
Ramdas Bhatta, Bistupur
Jamshedpur - 831001

I, FCS Sital Prasad Swain, Practicing Company Secretary, (FCS No. 6338, Certificate of Practice No. 6814) have examined:

- a) all the documents and records made available to me and explanation provided by **RSD FINANCE LIMITED** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) the website of the listed entity,
- d) all other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (there were no events requiring compliance during the review period)





- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (there were no events requiring compliance during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (there were no events requiring compliance during the review period)
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; (there were no events requiring compliance during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

Sr. No.	Action taken by	Details of violation	Details of action taken Eg. Fine, warning letter, debarment, etc.	Comments of the Practicing Company Secretary on the action taken by the listed entity
There was no action initiated against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (<i>including under the Standard Operating Procedures issued by SEBI through various circulars</i>) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. However, the Company had on August 10, 2020 received a mail from the Bombay Stock Exchange, regarding Non-Compliance of Number of				





Directors on the Board of RSD Finance Ltd is 5 which is less than 6 and via mail dated November 17, 2020 imposed a penalty on the Company under Regulation 17(1)(c) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

The Company on receipt of the mail, on August 13, 2020, appointed an Additional Director on the Board to fulfil the requirement of the law and asked for remission.

Further, the Company on May 07, 2021 received a mail that the Company's representation has been approved and the AREA fee has been waived.

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period.

I further report that, there was no event of appointment/re-appointment/resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Place: JAMSHEDPUR

Date: 19-06-2021



Signature: *Sital Prasad Swain*

Name – SITAL PRASAD SWAIN

M. No. – ECS6338

C P No. – 6814

UDIN - F006338C000487115