

October 21, 2022

The Manager – Debt Listing

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

BSE Scrip Code - 956340

Dear Sir(s),

Sub.: Compliance Report on Corporate Governance

In terms of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2022 in the format prescribed by SEBI.

Thanking you.

Yours faithfully,

For Reliance Commercial Finance Limited

Rohit Bhanja

Chief Executive Officer

Encl.: As Above

Registered Office: 7th Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai 400 013

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CIN: U66010MH2000PLC128301

The brand Reliance Money is presented by Reliance Commercial Finance Limited.

A RELIANCE CAPITAL COMPANY

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Reliance Commercial Finance Limited
2. Quarter ending: September 30, 2022

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent / Nominee)&	Initial Date of Appointme nt	Date of Re- appoint ment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to provision to Regulation 17A(1)]	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.	Sushilkumar Agrawal	<u>PAN:</u> AACPA0500F <u>DIN:</u> 00400892	Non-Executive - Independent	August 07, 2019	-	-	37 Months	June 28, 1948	4	3	7	4
Ms.	Rashna Hoshang Khan	<u>PAN:</u> AAAPZ0599F <u>DIN:</u> 06928148	Non-Executive - Independent	May 21, 2019	-	-	40 Months	September 3, 1963	2	2	4	0

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent / Nominee)&	Initial Date of Appointment	Date of Re- appoint ment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to provision to Regulation 17A(1)]	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.	Sudeep Ghoshal	<u>PAN:</u> <u>AEIPG1013M</u> <u>DIN:</u> <u>09536193</u>	Non-Executive – Non Independent Director	March 16, 2022	-	-	-	09/07/1976	2	0	3	0
Whether Regular chairperson appointed – No												
Whether Chairperson is related to managing director or CEO – No												
<p>^{\$}PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>^{&}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.</p> <p>*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.</p>												

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – No

^{\$}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	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	a) Mr. Sushilkumar Agrawal b) Ms. Rashna Hoshang Khan c) Mr. Sudeep Ghoshal	a) Chairperson - Non-Executive - Independent b) Non-Executive – Independent c) Non-Executive Director	a) August 7, 2019 b) May 21, 2019 c) May 04, 2022	a) b) c)
2. Nomination and Remuneration Committee	Yes	a) Mr. Sushilkumar Agrawal b) Ms. Rashna Hoshang Khan c) Mr. Sudeep Ghoshal	a) Chairperson - Non-Executive - Independent b) Non-Executive – Independent c) Non-Executive Director	a) August 7, 2019 b) May 21, 2019 c) May 04, 2022	a) b) c)
3. Risk Management Committee	Yes	a) Sushilkumar Agrawal b) Ms. Rashna Hoshang Khan c) Mr. Sudeep Ghoshal d) Rohit Bhanja	a) Chairperson - Non-Executive - Independent b) Non-Executive – Independent c) Non-Executive Director d) Chief Executive Officer	a) August 7, 2019 b) May 21, 2019 c) May 04, 2022 d) May 04, 2022	a) b) c) d)
4. Stakeholders Relationship Committee	Yes	a) Mr. Sushilkumar Agrawal b) Ms. Rashna Hoshang Khan c) Mr. Sudeep Ghoshal	a) Chairperson - Non-Executive - Independent b) Executive Director c) Non-Executive Director	a) May 04, 2022 b) May 21, 2019 c) May 04, 2022	a) b) c)
&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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutives (in number of days)
April 11, 2022	August 03, 2022	Yes	3	2	30 days
May 04, 2022	September 13, 2022	Yes	3	2	43 days
	September 29, 2022	Yes	3	2	17 days

** to be filled in only for the current quarter meetings*

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
(i) Audit Committee August 03, 2022	Yes	3	2	May 04, 2022	92 days
(ii) Nomination and Remuneration Committee -	-	-	-	-	-
(iii) Stakeholders Relationship Committee -	-	-	-	-	-
(iv) Risk Management Committee August 03, 2022	Yes	3	2	May 04, 2022	92 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

***to be filled in only for the current quarter meetings*

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) 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, incase 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
	<ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration Committee # c. Stakeholders Relationship Committee # d. Risk Management Committee (applicable to the top 1000 listed entities) <p># The present composition of committee is in compliance with the requirement under Companies Act, 2013. The Company shall take requisite steps to comply with the requirements as per SEBI LODR before the due date of compliance i.e. March 31, 2023</p> 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. The report submitted in the previous quarter has been placed before the Board of Directors. Yes
For Reliance Commercial Finance Limited	
Rohit Bhanja Chief Executive officer	

Annexure III

Affirmations	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
Name & Designation		
Rohit Bhanja Chief Executive Officer		

ANNEXURE IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year Half year ending

Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	49,80,21,61,074
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Rohit Bhanja
Chief Executive Officer

Note

These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a) *by a government company to/ for the Government or government company*
- b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
- c) *by a banking company or an insurance company ; and*
- d) *by the listed entity to its employees or directors as a part of the service conditions*

2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*