

**ANNEXURE I: CORPORATE GOVERNANCE REPORT**

**Libord Finance Limited**

**Scrip Code: 511593**

**Quarter Ending : March 31, 2020**

Title (Mr./ Ms.)	Name of the Director	Category (Chairperson /Executive/Non-Executive/ Independent / Nominee)	Date of Appointment Original Appointment	Date of Reappointment	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder/ Nomination & Remuneration Committee held in listed entities including this listed entity
Mr	Lalit Kumar Dangi	Non-Executive - Non Independent Director	04 Apr 1994	10 Sep 2018	-	-	2	0	4	2
Mrs	Vandna Dangi	Executive Director, Managing Director	24 Jun 2011	10 Mar 2018	-	-	2	0	1	0
Mr	Nawal Agrawal	Executive Director	12 Jan 2006	30 Sep 2019	-	-	2	0	2	0
Mr	Radhey Shyam Soni	Non-Executive - Independent Director	30 Oct 2017	-	-	60	1	1	3	2
Mr	Raghvendra Raj Mehta	Non-Executive - Independent Director	26 Feb 2019	-	-	60	1	1	2	0

Whether Regular Chairperson appointed : No

Whether Chairperson is related to managing director: Yes

**ANNEXURE I: CORPORATE GOVERNANCE REPORT**

<b>Libord Finance Limited</b>	
<b>Scrip Code: 511593</b>	<b>Quarter Ending : March 31, 2020</b>

**II. Composition of Committees**

**Audit Committee**

Whether Regular Chairperson appointed: No

Name of Committee Members	Category	Date of Appointment	Date of Cessation
Mr. Radhey Shyam Soni	Non-Executive – Independent Director, Chairperson	31 Jan 2018	-
Mr. Lalit Kumar Dangi	Non-Executive – Non Independent Director, Member	27 Jun 2001	-
Mr. Raghvendra Raj Mehta	Non-Executive – Independent Director, Member	27 May 2019	-

**Nomination & Remuneration Committee**

Whether Regular Chairperson appointed: No

Name of Committee Members	Category	Date of Appointment	Date of Cessation
Mr. Radhey Shyam Soni	Non-Executive - Independent Director, Chairperson	22 Jan 2018	-
Mr. Lalit Kumar Dangi	Non-Executive – Non Independent Director, Member	27 Jun 2001	-
Mr. Raghvendra Raj Mehta	Non-Executive – Independent Director, Member	14 Aug 2019	-

**Stakeholder's Relationship Committee**

Whether Regular Chairperson appointed: No

Name of Committee Members	Category	Date of Appointment	Date of Cessation
Mr. Lalit Kumar Dangi	Non-Executive – Non Independent Director, Chairperson	10 Dec 2015	-
Mr. Nawal Agrawal	Executive Director, Member	10 Dec 2015	-
Mr. Radhey Shyam Soni	Non-Executive – Independent Director, Member	01 Apr 2019	-

**ANNEXURE I: CORPORATE GOVERNANCE REPORT**

<b>Libord Finance Limited</b>	
<b>Scrip Code: 511593</b>	<b>Quarter Ending : March 31, 2020</b>

<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 (details)	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings
14 Nov 2019		Yes	5	2	91
	4 Feb 2020	Yes	5	2	81

<b>IV. Meeting of Committees</b>						
Name of Committee	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)
Audit Committee		Yes	3	2	14 Nov 2019	91
Stakeholders Relationship Committee		Yes	3	1	16 Dec 2019	31
Audit Committee	4 Feb 2020	Yes	3	2		49
Stakeholders Relationship Committee	8 Feb 2020	Yes	3	1		3

<b>V. Related Party Transactions</b>		
Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
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	NA	-

**ANNEXURE I: CORPORATE GOVERNANCE REPORT**

<b>Libord Finance Limited</b>	
<b>Scrip Code: 511593</b>	<b>Quarter Ending : March 31, 2020</b>

<b>VI. Affirmations</b>		
<b>Sr.</b>	<b>Subject</b>	<b>Compliance Status</b>
1.	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2.	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3.	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4.	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
6.	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7.	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8.	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
<b>For Libord Finance Limited</b> Sd/- <b>Lakhan Dargad</b> <b>Company Secretary &amp; Compliance Officer</b>		

**ANNEXURE II: CORPORATE GOVERNANCE REPORT**

<b>Libord Finance Limited</b>	
<b>Scrip Code: 511593</b>	<b>Quarter Ending : March 31, 2020</b>

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Sr.</b>	<b>Item</b>	<b>Compliance Status</b>
	<b>As per regulation 46(2) of the LODR</b>	
1.	Details of business	Yes
2.	Terms and conditions of appointment of independent directors	Yes
3.	Composition of various committees of board of directors	Yes
4.	Code of conduct of board of directors and senior management personnel	Yes
5.	Details of establishment of vigil mechanism or whistle blower policy	Yes
6.	Criteria of making payments to non-executive directors	Yes
7.	Policy on dealing with related party transactions	Yes
8.	Policy for determining material subsidiaries	NA
9.	Details of familiarization programmes imparted to independent directors	Yes
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11.	Email address for grievance redressal and other relevant details	Yes
12.	Financial results	Yes
13.	Shareholding pattern	Yes
14.	Details of agreements entered into with the media companies and/or their associates	Yes
15.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange	NA
16.	New name and the old name of the listed entity	NA
17.	Advertisements as per regulation 47(1)	Yes
18.	Credit rating or revision in credit rating obtained	NA
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20.	Whether the company has provided information under separate section on its website as per Regulation 46 (2)	Yes
21.	Materiality Policy as per Regulation 30	Yes
22.	Dividend Distribution Policy as per Regulation 43A (as applicable)	NA
23.	It is certified that these contents on the website of the listed entity are correct	

**ANNEXURE II: CORPORATE GOVERNANCE REPORT**

<b>Libord Finance Limited</b>	
<b>Scip Code: 511593</b>	<b>Quarter Ending : March 31, 2020</b>

<b>II. Annual Affirmations</b>			
<b>Sr.</b>	<b>Subject</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1), 17(1A) & 17(B)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	NA
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of Directorships	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(3)	Yes
21.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22.	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23.	Meeting of Risk Management Committee	21(3A)	NA
24.	Vigil Mechanism	22	Yes

25.	Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27.	Approval for material related party transactions	23(4)	Yes
28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
31.	Annual Secretarial Compliance Report	24(A)	Yes
32.	Alternate Director to Independent Director	25(1)	Yes
33.	Maximum Tenure	25(2)	Yes
34.	Meeting of independent directors	25(3) & (4)	Yes
35.	Familiarization of independent directors	25(7)	Yes
36.	Declaration from Independent Director	25(8) & (9)	Yes
37.	D & O Insurance for Independent Directors	25(10)	NA
38.	Memberships in Committees	26(1)	Yes
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### III. Affirmations

Sr.	Particulars	Compliance Status
1	The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied	NA

**For Libord Finance Limited**  
 Sd/-  
**Lakhan Dargad**  
**Company Secretary & Compliance Officer**