

ANNEXURE I: CORPORATE GOVERNANCE REPORT

Libord Finance Limited										
Scrip Code: 511593						Quarter Ending : March 31, 2024				

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Reappointment)	Date of Cessation	Tenure of Director (In months)	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 Committee held in listed entities including this listed entity
Mr	Lalit Kumar Dangi	Non-Executive – Non-Independent Director	Apr 4, 1994	Sep 20, 2022	-	-	2	0	3	2
Mrs	Vandna Dangi	Executive Director - Managing Director	Jun 24, 2011	Mar 10, 2024	-	-	2	0	0	0
Mr	Nawal Agrawal	Executive Director	Jan 12, 2006	Sep 21, 2023	-	-	2	0	2	0
Mr	Radhey Shyam Soni	Non-Executive - Independent Director	Oct 30, 2017	Oct 30, 2022	-	77.02	2	2	4	1
Mr	Raghvendra Raj Mehta	Non-Executive - Independent Director	Feb 26, 2019	Feb 26, 2024	-	61.06	2	2	3	2
Mr	Ramanathan Thirupathi	Non-Executive - Independent Director	Aug 24, 2021	-	-	31.08	2	2	1	0

Whether Regular Chairperson appointed : No

Whether Chairperson is related to Managing Director: Yes

*None of the Directors are disqualified

Note: Mr. Raghvendra Raj Mehta, a Non-Executive - Independent Director of the Company has been reappointed by the members of the Company in the 29th Annual General Meeting held on 21st September, 2023 for a second term of 5 (five) consecutive years, not liable to retire by rotation, with effect from February 26, 2024 upto February 25, 2029 by special resolution.

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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	Jan 31, 2018	-
Mr. Lalit Kumar Dangi	Non-Executive – Non-Independent Director, Member	Jun 27, 2001	-
Mr. Raghvendra Raj Mehta	Non-Executive – Independent Director, Member	May 27, 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	Jan 22, 2018	-
Mr. Lalit Kumar Dangi	Non-Executive – Non-Independent Director, Member	Jun 27, 2001	-
Mr. Raghvendra Raj Mehta	Non-Executive – Independent Director, Member	Aug 14, 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	Dec 10, 2015	-
Mr. Nawal Agrawal	Executive Director, Member	Dec 10, 2015	-
Mr. Radhey Shyam Soni	Non-Executive – Independent Director, Member	Apr 1, 2019	-

Risk Management Committee

Whether Regular Chairperson appointed: No

Name of Committee Members	Category	Date of Appointment	Date of Cessation
Mr. Ramanathan Thirupathi	Non-executive/ Independent Director - Chairman	Oct 1, 2022	-
Mr. Radhey Shyam Soni	Non-Executive/Independent Director- Member	Oct 1, 2022	-
Mr. Lalit Kumar Dangi	Non-Executive/ Non-Independent Director- Member	Oct 1, 2022	-
Mrs. Vandna Dangi	Managing / Non-Independent Director- Member	Oct 1, 2022	-

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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 consecutive meetings (in number of days)	Date(s) of Meeting (if any) in the previous quarter
Nov 1, 2023		Yes	6	3	-	Yes
	Feb 12, 2024	Yes	6	3	102	Yes

IV. Meeting of Committees							
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	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)	
Risk Management Committee		Yes	4	2	Nov 1, 2023	-	
Audit Committee		Yes	3	2	Nov 1, 2023	-	
Stakeholders Relationship Committee	Jan 18, 2024	Yes	3	1		77	
Audit Committee	Feb 12, 2024	Yes	3	2		24	
Nomination and Remuneration Committee	Feb 12, 2024	Yes	3	2		-	

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

V. Related Party Transactions		
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	-

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VI. Affirmations		
Sr.	Subject	Compliance Status
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
For Libord Finance Limited Sd/- Vinantee Shah Company Secretary & Compliance Officer		

ANNEXURE II: CORPORATE GOVERNANCE REPORT

Libord Finance Limited	
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I. Disclosure on website in terms of Listing Regulations			
Sr.	Item	Compliance Status	Website Link
	As per regulation 46(2) of the LODR		
1.	Details of business	Yes	https://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=112
2.	Terms and conditions of appointment of independent directors	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=98
3.	Composition of various committees of board of directors	Yes	https://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=113
4.	Code of conduct of board of directors and senior management personnel	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=28
5.	Details of establishment of vigil mechanism or whistle blower policy	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=70
6.	Criteria of making payments to non-executive directors	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=91
7.	Policy on dealing with related party transactions	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=97
8.	Policy for determining material subsidiaries	NA	NA
9.	Details of familiarization programmes imparted to independent directors	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=110
10.	Email address for grievance redressal and other relevant details	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=35
11.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=35
12.	Financial results	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=10
13.	Shareholding pattern	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=11
14.	Details of agreements entered into with the media companies and/or their associates	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=35
15.1	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	NA
15.2	Audio or video recordings and transcripts of post earnings / quarterly calls	NA	NA

16	New name and the old name of the listed entity	NA	NA
17.	Advertisements as per regulation 47(1)	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=115
18.	Credit rating or revision in credit rating obtained	NA	NA
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	NA
20.	Secretarial Compliance Report	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=99
21.	Materiality Policy as per Regulation 30 (4)	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=114
22.	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=79
23.	Disclosures under regulation 30(8)	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=124
24.	Statement of deviation(s) or variation(s) as specified in regulation 32	NA	NA
25.	Dividend Distribution Policy as per Regulation 43A(1)	NA	NA
26.	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=106
27.	Confirmation that the above disclosures are in a separate section as specified Regulation 46 (2)	Yes	https://www.libord.com/Finance/InvestorRelations.aspx
28.	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	NA

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II. Annual Affirmations			
Sr.	Subject	Regulation Number	Compliance Status
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(1C), 17(1D) & 17(1E)	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.	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18.	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21.	Role of Nomination and Remuneration Committee	19(4)	Yes
22.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24.	Role of Stakeholders Relationship Committee	20(4)	Yes
25.	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
26.	Meeting of Risk Management Committee	21(3A)	NA

27.	Quorum of Risk Management Committee meeting	21(3B)	NA
28.	Gap between the meetings of Risk Management Committee	21(3C)	NA
29.	Vigil Mechanism	22	Yes
30.	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32.	Approval for material related party transactions	23(4)	Yes
33.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
36.	Alternate Director to Independent Director	25(1)	Yes
37.	Maximum Tenure	25(2)	Yes
38.	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39.	Meeting of independent directors	25(3) & (4)	Yes
40.	Familiarization of independent directors	25(7)	Yes
41.	Declaration from Independent Director	25(8) & (9)	Yes
42.	Directors and Officers Insurance	25(10)	NA
43.	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44.	Memberships in Committees	26(1)	Yes
45.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48.	Approval of Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49.	Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2)	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/-

Vinantee Shah

Company Secretary & Compliance Officer

ANNEXURE IV: CORPORATE GOVERNANCE REPORT

Libord Finance Limited	
Scrip Code: 511593	Quarter/Half Year Ending : March 31, 2024

Additional Half Yearly Disclosure			
Applicability of Disclosure	Applicable		
I. 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	0.00	0.00	
Promoter Group or any other entity controlled by them	-14016029.00	1634600.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(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	Type (guarantee, comfort letter etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(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	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00

Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status		Company Remarks
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.	Yes		
			For Libord Finance Limited Sd/- Nawal Agrawal CFO

Signatory Details	
Name of signatory	Vinantee Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	16-04-2024