



Sital Leasing & Finance Limited

(An ISO 9001 : 2008 Certified Company)

Regd. Off. : 322, 3rd Floor, SS Plaza Commercial Complex, Mayfield Garden, Sector-47, Gurgaon, Haryana - 122001
E-mail : sitalleasing83@gmail.com, sitalleasing@gmail.com, Website : sitalleasingfinance.com, CIN : L65910HR1983PLC050169

Date: 12th October, 2015

To,
The Head-Listing & Compliances
Metropolitan Stock Exchange of India Limited
Exchange Square,
Suren Road, Chakala,
Andheri (East), Mumbai-400093

Sub- Corporate Governance Report under clause 49 of Listing Agreement for the quarter and half year ended 30th September, 2015

Dear Sir,

With reference to the above captioned subject, please find herewith the enclosed Corporate Governance report for the quarter and half year ended 30th September, 2015

You are requested to take the above on your records and acknowledge the same.

Thanking You,

**For and on behalf of
Sital Leasing & Finance Limited**



Rajender Kumar
(Company Secretary)
M. No: A39836

Encl: a/a

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Sital Leasing and Finance Limited

Quarter ending on : 30.09.2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
D) Other provisions as to Board and Committees	49 (IID)	Yes	
E) Code of Conduct	49 (IIE)	Yes	
F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A.	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	N.A.	
VIII. Disclosures	49(VIII)		

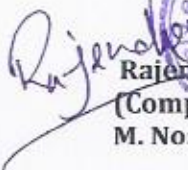


(A) Related Party Transactions	49 (VIII A)	N.A.	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights, issue, preferential issues, etc.	49 (VIII F)	N.A.	
IX.CEO/CFO Certification	49 (IX)	No	Company has not appointed CEO/CFO as Company did not get any suitable candidate for the post of CEO/CFO.
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (VII).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

**For and on behalf of
Sital Leasing and Finance Limited**


Rajender Kumar
(Company Secretary)
M. No: A39836