



SITAL
LEASING AND FINANCE LIMITED
(An ISO 9001 : 2008 Certified Company)

CIN : L65910HR1983PLC050169
Website : sitalleasingfinance.com
Mob. : +91-9891709895, +91-8010797136
E-mail : sitalleasing83@gmail.com, sitalleasing@gmail.com

Regd. Off. :
322, 3rd Floor, SS Plaza Commercial Complex
Mayfield Garden, Sector-47
Gurgaon, Haryana - 122001

Date: 12th April, 2016

To,
The Head- Listing & Compliances
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400098

Sub:- Submission of Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and Financial Year ended on 31st March, 2016.

Dear Sir,

With reference to the above captioned subject, we are submitting herewith the Corporate Governance Report as per **Regulation 27(2)** as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and financial year ended on 31st March, 2016.

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

Thanking You,

Yours faithfully,

For SITAL LEASING AND FINANCE LIMITED

Rajender Kumar
(Company Secretary)*

M. No: A39836

Encl: a/a

Compliance Report on Corporate Governance

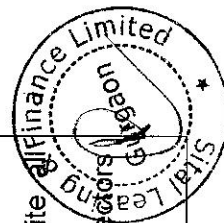
1. Name of Listed Entity: Sital-Leasing and Finance Limited
2. Quarter ending: 31.03.2016

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the Current Term/Cessation	Tenure*	No. of Directorships in listed entities including this listed entity	No. of Memberships in Audit/ Stakeholder Committee (s) Including this listed entity	No. of posts of Chairperson in Audit/ Stakeholder Committee (s) Including this listed entity	
Mr.	Surender Kumar Jain	AAHPJ8940K & 00530035	Executive	01/03/2014	-	04	08	01	
Mrs.	Priti Jain	AAKPJ4836F & 00537234	Non-Executive	16/09/2008	-	03	03	0	
Mr.	Sujan Mal Mehta	AHMPM9123F & 01901945	Non-Executive	29/09/2012	-	03	07	02	
Mr.	Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	29/09/2012	3 year, 7 month	02	05	05	
Mrs.	Rajni	ALMPR7074A & 06890499	Non-Executive-Independent	12/09/2015	1 year, 6 month	02	02	03	

[§]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 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.



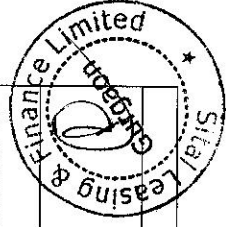
II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [§]
1. Audit Committee	Mrs. Rajni Mr. Anil Prakash Mr. Sujjan Mal Mehta	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive
2. Nomination & Remuneration Committee	Mrs. Rajni Mr. Anil Prakash Mr. Surender Kumar Jain	Non-Executive-Independent Chairman-Non-Executive-Independent Executive
3. Risk Management Committee	Mrs. Rajni Mr. Anil Prakash Mr. Sujjan Mal Mehta	Non-Executive-Independent Chairman -Non-Executive-Independent Non-Executive
4. Stakeholders Relationship Committee	Mrs. Rajni Mr. Anil Prakash Mr. Sujjan Mal Mehta	Non-Executive-Independent Chairman-Non-Executive-Independent Non-Executive
5. Corporate Social Responsibility Committee	Mrs. Rajni Mr. Anil Prakash Mrs. Priti Jain	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive
6. Asset Liability Management Committee	Mr. Anil Prakash Mrs. Priti Jain Mrs. Rajni	Chairman-Non-Executive-Independent Non-Executive Non-Executive-Independent
7. Investment Committee	Mr. Anil Prakash Mrs. Priti Jain Mrs. Rajni	Chairman-Non-Executive-Independent Non-Executive Non-Executive-Independent

[§] 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.

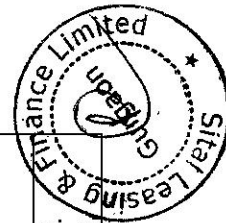
III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the Relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
03/11/2015 19/12/2015	30.01.2016 20.02.2016	45 Days

IV. Meeting of Committees



Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 30.01.2016	Yes	Audit Committee: 03/11/2015	87
Nomination & Remuneration Committee:	-	Nomination & Remuneration Committee:	-
Risk Management Committee:	-	Risk Management Committee:	-
Stakeholders Relationship Committee:	-	Stakeholders Relationship Committee:	-
Corporate Social Responsibility Committee:	-	Corporate Social Responsibility Committee:	-
Asset Liability Management Committee:	-	Asset Liability Management Committee:	-
Investment Committee:	-	Investment Committee:	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V. Related Party Transaction			
Subject		Compliance Status (Yes/No/NA)	
Whether prior approval of audit Committee obtained		N.A.	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
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, in case 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. Affirmation			
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.

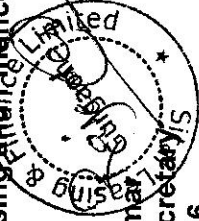
- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk Management Committee

3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and the disclosure requirements), 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors may be mentioned here:

For Sital Leasing and Finance Limited



Rajender Kumar
Company Secretary
M. No: A39836

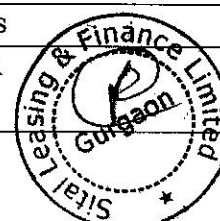
Date: 12.04.2016

Place: New Delhi

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year as on 31st March, 2016)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA



<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

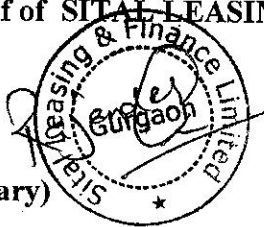
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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For and on behalf of SITAL LEASING AND FINANCE LIMITED

Rajender Kumar
(Company Secretary)
M. No: A39836



Date: 12.04.2016
Place: New Delhi