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SITAL
LEASING AND FINANCE LIMITED
(An ISO 9001 : 2015 Certified Company)

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

Date: 13-05-2020

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**

Subject:-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, 2020. (SYMBOL: SITAL)

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, 2020.

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

Thanking You

**For and on the behalf of
For Sital Leasing and Finance Limited
For SITAL LEASING AND FINANCE LTD.**

Auth. Signatory/Director

**Nishu Jain
Company Secretary cum Compliance Officer**

Corporate Office : 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, W.E.A., New Delhi-110005 * Ph.: 011-23532539

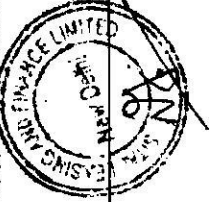
Compliance Report on Corporate Governance

1. Name of Listed Entity: Sital Leasing and Finance Limited
 2. Quarter ending: 31-03-2020

I. Composition of Board of Directors												
Tittle (Mr / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson /Executive/ Non-Executive/Independent/ Nominee)	Date of Appointment	Date of Reappointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. of Directorship in listed entities including this entity [in reference to Regulation 17A]	No. of Independent Directors held in listed entities including this entity [in reference to proviso to Regulation 17A(1)]	No. 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.	Surendra Kumar Jain	AAHPJ8940K & 00530035	Executive- Managing Director	25/09/2008	15/05/2019	NA	-	03-07-1967	03	0	04	0
Ms.	Priti Jain	AAKPI4836F & 00537234	Non-Executive- Non Independent Director	16/09/2008	-	NA	-	21-01-1971	01	0	01	01
Mr.	Sujan Mal Mehta	AHMMP9123 F & 01901945	Non-Executive- Independent Director	03/04/2012	28/09/2019	NA	90	25-04-1948	02	02	02	02
Mr.	Anil Prakash	BAZPP5424P & 05187809	Non-Executive- Independent Director	01/08/2012	28/09/2019	NA	90	05-03-1991	02	02	02	02

*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.

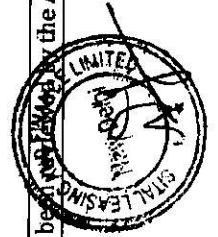


II. Composition of Committees					
Name of Committee	Whether Regular Chairperson Appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	No	Mr. Surendra Kumar Jain	Executive- Managing Director	01-03-2014	NA
		Mr. Anil Prakash	Chairman Non-Executive-Independent Director	29-09-2012	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent Director	29-09-2012	NA
Nomination & Remuneration Committee	No	Mr. Anil Prakash	Chairman Non-Executive-Independent Director	29-09-2012	NA
		Mrs. Priti Jain	Non-Executive- Non-Independent Director	16-09-2008	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent Director	29-09-2012	NA
Risk Management Committee	No	Mrs. Priti Jain	Chairperson Non-Executive- Non-Independent Director	16-09-2008	NA
		Mr. Anil Prakash	Non-Executive-Independent Director	29-09-2012	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent Director	29-09-2012	NA
Stakeholders Relationship Committee	No	Mrs. Priti Jain	Non-Executive- Non-Independent Director	16-09-2008	NA
		Mr. Anil Prakash	Non-Executive-Independent Director	29-09-2012	NA
		Mr. Sujan Mal Mehta	Chairman Non-Executive-Independent Director	29-09-2012	NA
Asset Liability Management Committee	No	Mr. Anil Prakash	Non-Executive-Independent Director	29-09-2012	NA
		Mrs. Priti Jain	Chairperson Non-Executive- Non- Independent Director	16-09-2008	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent Director	29-09-2012	NA
Investment Committee	No	Mr. Anil Prakash	Non-Executive-Independent Director	29-09-2012	NA
		Mrs. Priti Jain	Chairperson-Non-Executive - Non- Independent Director	16-09-2008	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent Director	29-09-2012	NA
Corporate Social Responsibility Committee	No	Mrs. Priti Jain	Chairperson, Non-Executive- Non-Independent Director	05-05-2014	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent Director	05-05-2014	NA
		Mr. Surendra Kumar Jain	Executive- Managing Director	05-05-2014	NA

†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 consecutive meetings (in number of days)	
05-11-2019 20-12-2019	22-01-2020 07-03-2020	YES YES	4 4	2 2	32 days 44 days	
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*	
Audit Committee: 22-01-2020	Yes	3	2	05-11-2019	77 days	
Nomination & Remuneration Committee: 10-03-2020	Yes	3	2	-	NIL	
Risk Management Committee: 10-03-2020	Yes	3	2	-	NIL	
Stakeholders Relationship Committee: 10-03-2020	Yes	3	2	-	NIL	
Asset Liability Management Committee: 10-03-2020	Yes	3	2	-	NIL	
Investment Committee: 10-03-2020	Yes	3	2	-	NIL	
Corporate Social Responsibility Committee: 10-03-2020	Yes	3	1	-	NIL	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. **to be filled for the current quarter meetings						
V. Related Party Transactions						
Subject						Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained						YES
Whether shareholder approval obtained for RPT						YES
Whether details of RPT entered into pursuant to omnibus approval have been approved by the 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, 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. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.- **YES**
2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
 - a. Audit Committee **YES**
 - b. Nomination & Remuneration Committee **YES**
 - c. Stakeholders Relationship Committee- **YES**
 - d. Risk Management Committee- **NA**
 - e. Asset Liability Management Committee- **YES**
 - f. Investment Committee- **YES**
 - g. Corporate Social Responsibility Committee- **YES**
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. **YES**
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. **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors may be mentioned here: **YES**

For and on the behalf of
Sital Leasing and Finance Limited



Nishu Jain
Company Secretary & Compliance Officer
Date: 13-05-2020
Place: New Delhi

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



**Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations	Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No provide reasons
	As per regulation 46(2) of the LODR:		
a)	Details of business	Yes	www.sitalleasingfinance.com
b)	Terms and conditions of appointment of independent directors	Yes	www.sitalleasingfinance.com
c)	Composition of various committees of board of directors	Yes	www.sitalleasingfinance.com
d)	Code of conduct of board of directors and senior management personnel	Yes	www.sitalleasingfinance.com
e)	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.sitalleasingfinance.com
f)	Criteria of making payments to non-executive directors	Yes	www.sitalleasingfinance.com
g)	Policy on dealing with related party transactions	Yes	www.sitalleasingfinance.com
h)	Policy for determining 'material' subsidiaries	N/A	
i)	Details of familiarization programmes imparted to independent directors	Yes	www.sitalleasingfinance.com
j)	Email address for grievance redressal and other relevant details	Yes	www.sitalleasingfinance.com
k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.sitalleasingfinance.com
l)	Financial results	Yes	www.sitalleasingfinance.com
m)	Shareholding pattern	Yes	www.sitalleasingfinance.com
n)	Details of agreements entered into with the media companies and/or their associates	N/A	
o)	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N/A	



p) New name and the old name of the listed entity	N/A	
q) Advertisements as per regulation 47 (1)	Yes	www.sitalleasingfinance.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N/A	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N/A	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.sitalleasingfinance.com
b) Materiality Policy as per Regulation 30	N/A	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N/A	

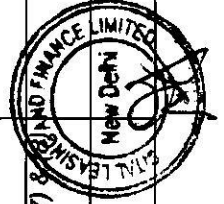
It is certified that these contents on the website of the listed entity are correct: Yes

II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA)
Particulars		
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), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	NA
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes

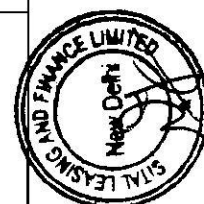


<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes

<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) &	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes



<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<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>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	NA
<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:

- 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.
- 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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: NA

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



**Nishu Jain
Company Secretary & Compliance Officer
Date: 13-05-2020
Place: New Delhi**