



SITAL

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

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

Date: 13th April, 2017

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 / Financial Year ended on 31st March, 2017. (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/ financial year ended on 31st March, 2017.

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

Thanking You,

For SITAL LEASING AND FINANCE LIMITED


Rajender Kumar
(Company Secretary)

Encl: a/a

Compliance Report on Corporate Governance

1. Name of Listed Entity: Sital Leasing and Finance Limited
2. Quarter ending: 31.03.2017

I. Composition of Board of Directors		Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the Current Term/Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Title (Mr./Ms.)	Name of the Director						
Mr.	Surender Kumar Jain	Executive	01/03/2014	-	04	04	02
Mrs.	Priti Jain	Non-Executive	16/09/2008	-	03	04	00
Mr.	Sujan Mal Mehta	Non-Executive-Independent	29/09/2012	4 year 6 months	03	06	03
Mr.	Anil Prakash	Non-Executive-Independent	29/09/2012	4 year 6 months	02	03	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 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		Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [§]
Name of Committee	Name of Committee members	Executive- Non-Independent Chairman Non-Executive-Independent Non-Executive-Independent Chairman Non-Executive- Non-Independent Non-Executive-Independent Non-Executive-Independent Chairman Non-Executive- Non-Independent Non-Executive-Independent Non-Executive-Independent Chairman Non-Executive- Non-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive- Non-Independent Non-Executive-Independent Chairman Non-Executive-Independent Chairman Non-Executive- Non-Independent Non-Executive-Independent Executive- Non-Independent Non-Executive-Independent Chairman Non-Executive Non-Executive-Independent Non-Executive- Independent Chairman-Non-Executive Non-Executive-Independent
1. Audit Committee	Surender Kumar Jain Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Executive- Non-Independent Chairman Non-Executive-Independent Non-Executive-Independent Chairman Non-Executive- Non-Independent
2. Nomination & Remuneration Committee	Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Non-Executive-Independent Non-Executive-Independent Chairman Non-Executive- Non-Independent
3. Risk Management Committee	Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Non-Executive-Independent Non-Executive-Independent Non-Executive- Non-Independent
4. Stakeholders Relationship Committee	Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Non-Executive-Independent Chairman Non-Executive-Independent Chairman Non-Executive- Non-Independent
5. Corporate Social Responsibility Committee	Mr. Sujan Mal Mehta Surender Kumar Jain Mr. Anil Prakash	Non-Executive-Independent Executive- Non-Independent Non-Executive-Independent
6. Asset Liability Management Committee	Mrs. Priti Jain Mr. Sujan Mal Mehta Mrs. Priti Jain	Chairman Non-Executive Non-Executive-Independent Non-Executive- Independent
7. Investment Committee	Mrs. Priti Jain Mr. Sujan Mal Mehta	Chairman-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)
12.11.2016	07.02.2017 18.03.2017	86
IV. Meeting of Committees		
Date(s) of Meeting of the Committee in	Whether	Date (s) of meeting of the Maximum gap



the relevant quarter	of Quorum met (details)	Committee in the previous quarter	between any two consecutive meetings in number of days*
Audit Committee: 07.02.2017	Yes	Audit Committee: 12.11.2016	86 Days
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

Date: 13.04.2017

Place: New Delhi

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year as on 31st March, 2017)

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



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

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 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)

Date: 13.04.2017

Place: New Delhi