

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Sital Leasing and Finance Limited

Quarter ending on : 31.03.2015

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	Company has constituted CSR committee and policy on 05.01.2015
E) Code of Conduct	49 (IIE)	Yes	Company has adopted new Code of Conduct on 05.01.2015
F) Whistle Blower Policy	49 (IIF)	Yes	Company has adopted Policy on Whistle Blower Mechanism on 05.01.2015
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Company has reconstituted audit committee on 05.01.2015
(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	Company has reconstituted nomination and remuneration committee on 05.01.2015



V. Subsidiary Companies	49 (V)	N.A.	
VI. Risk Management	49 (VI)	Yes	Company has adopted risk management policy on 05.01.2015
VII. Related Party Transactions	49 (VII)	Yes	Company has adopted a brief policy on related party transactions on 05.01.2015
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)	N.A	
(E) Shareholders	49 (VIII E)	Yes	
(F) Disclosure of resignation of directors	49 (VIII F)	N.A	
(G) Disclosure of formal letter of appointment	49 (VIII G)	N.A	
(H) Disclosures in the Annual report	49 (VIII H)	Yes	
(I) Proceeds from public issues, rights, issue, preferential issues, etc	49 (VIII I)	N.A.	
IX.CEO/CFO Certification	49 (IX)	N.A.	Company has not appointed 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 (IV A).



- 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**



**Ms. Kriti Singh
(Company Secretary)
Mem No: 33976**