



SITAL

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

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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: 10.04.2018

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 ended on 31st March, 2018. (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 ended on 31st March, 2018.

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

For Sital Leasing And Finance Limited

Rainy Jain
(Company Secretary)

Encl: a/a

Annexure I

Compliance Report on Corporate Governance

1. Name of Listed Entity: Sital Leasing and Finance Limited
2. Quarter ending: 31.03.2018

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN ^S & DIN	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 Members in Audit/ Stakeholder Committee (s) Including this 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)	
Mr.	Surender Kumar Jain	AAHPJ8940K & 00530035	Executive	01/03/2014	-	04	05	NIL	
Mrs.	Priti Jain	AAKPJ4836F & 00537234	Non-Executive	16/09/2008	-	03	04	NIL	
Mr.	Sujan Mal Mehta	AHMPM9123F & 01901945	Non-Executive-Independent	29/09/2012	4 year	03	04	05	
Mr.	Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	29/09/2012	4 year	02	03	03	

*PAN number of any director would not be displayed on the website of Stock Exchange



⁸Category 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	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁸
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
2. Nomination & Remuneration Committee	Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Chairman Non-Executive- Non-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee	Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Chairman Non-Executive- Non-Independent Non-Executive-Independent Non-Executive-Independent
4. Stakeholders Relationship Committee	Mr. Anil Prakash Mr. Sujan Mal Mehta Mrs. Priti Jain	Non-Executive- Non-Independent Non-Executive-Independent Non-Executive-Independent
5. Corporate Social Responsibility Committee	Mr. Sujan Mal Mehta Mrs. Priti Jain Mr. Sujan Mal Mehta Surender Kumar Jain	Chairman Non-Executive-Independent Chairman Non-Executive- Non-Independent Non-Executive-Independent Executive- Non-Independent
6. Asset Liability Management Committee	Mr. Anil Prakash Mrs. Priti Jain Mr. Sujan Mal Mehta	Non-Executive-Independent Chairman Non-Executive Non-Executive-Independent
7. Investment Committee	Mr. Anil Prakash Mrs. Priti Jain Mr. Sujan Mal Mehta	Non-Executive- Independent Chairman-Non-Executive Non-Executive-Independent




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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)	
04.11.2017	10.02.2018	44 Days	
10.11.2017	26.03.2018		
27.12.2017			
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: 10.02.2018	Yes	Audit Committee: 10.11.2017	91 Days
Nomination & Remuneration Committee:	Yes	Nomination & Remuneration Committee:	-
Risk Management Committee:	Yes	Risk Management Committee:	-
Stakeholders Relationship Committee:	Yes	Stakeholders Relationship Committee:	-
Corporate Social Responsibility Committee:	Yes	Corporate Social Responsibility Committee:	-
Asset Liability Management Committee:	Yes	Asset Liability Management Committee:	-
Investment Committee:	Yes	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:		
<p data-bbox="1220 1502 1252 2002">For Sital Leasing and Finance Limited</p>  <p data-bbox="1332 1856 1364 2002">Rainy Jain Company Secretary Date: 10.04.2018 Place: Gurgaon</p>		

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, 2018)

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)refer note below
Item		
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		
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
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 Sital Leasing and Finance Limited



Rainy Jain

Company Secretary

Date: 10.04.2018

Place: Gurgaon