



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

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

**Regd. Off. :**  
Office No. : 322, 3rd Floor, SS Plaza Commercial Complex  
Mayfield Garden, Sector-47  
Gurgaon, Haryana - 122001

**Date: 10.10.2018**

**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 half year ended on 30<sup>th</sup> September,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 half year ended on 30<sup>th</sup> September, 2018.

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

For Sital Leasing And Finance Limited

**Surender Kumar Jain**  
**(Managing Director)**  
**DIN: 00530035**  
**Encl: a/a**

## Compliance Report on Corporate Governance

1. Name of Listed Entity : Sital Leasing and Finance Limited  
 2. Quarter ending : 30.09.2018

| I. Composition of Board of Directors |                      |                        |   |   |         |   |   |   |
|--------------------------------------|----------------------|------------------------|---|---|---------|---|---|---|
| Title (Mr./Ms.)                      | Name of the Director | PAN <sup>5</sup> & DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>6</sup> | 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) |
| Mr.                                  | Surendra Kumar Jain  | AAHPJ8940K & 00530035  | Executive Director  | 01/03/2014  | -       | 03  | 03  | NIL   |
| Mrs.                                 | Priti Jain           | AAKPJ4836F & 00537234  | Non-Executive-Non Independent   | 16/09/2008  | -       | 01  | NIL   | NIL   |
| Mr.                                  | Sujan Mal Mehta      | AHMPM9123F & 01901945  | Non-Executive-Independent   | 29/09/2012  | 6 years | 03  | 04  | 01  |
| Mr.                                  | Anil Prakash         | BAZPP5424P & 05187809  | Non-Executive-Independent   | 29/09/2012  | 6 years | 02  | 03  | 02  |

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup>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                            | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>6</sup> |
| 1. Audit Committee                           | Mr. Surendra Kumar Jain   | Executive- Non-Independent  |
|  | Mr. Anil Prakash          | Chairman Non-Executive-Independent  |
|  | Mr. Sujan Mal Mehta       | Non-Executive-Independent   |
| 2. Nomination & Remuneration Committee       | Mrs. Priti Jain           | Chairperson Non-Executive- Non-Independent                                      |
|  | Mr. Anil Prakash          | Non-Executive-Independent   |
|  | Mr. Sujan Mal Mehta       | Non-Executive-Independent   |
| 3. Risk Management Committee                 | Mrs. Priti Jain           | Chairperson Non-Executive- Non-Independent                                      |
|  | Mr. Anil Prakash          | Non-Executive-Independent   |
|  | Mr. Sujan Mal Mehta       | Non-Executive-Independent   |
| 4. Stakeholders Relationship Committee       | Mrs. Priti Jain           | Non-Executive- Non-Independent  |
|  | Mr. Anil Prakash          | Non-Executive-Independent   |
|  | Mr. Sujan Mal Mehta       | Chairman Non-Executive-Independent  |
| 5. Corporate Social Responsibility Committee | Mrs. Priti Jain           | Chairperson Non-Executive- Non-Independent                                      |
|  | Mr. Sujan Mal Mehta       | Non-Executive-Independent   |
|  | Mr. Surendra Kumar Jain   | Executive Director  |
| 6. Asset Liability Management Committee      | Mr. Anil Prakash          | Non-Executive-Independent   |
|  | Mrs. Priti Jain           | Chairperson Non-Executive- Non- Independent                                     |
|  | Mr. Sujan Mal Mehta       | Non-Executive-Independent   |
| 7. Investment Committee                      | Mr. Anil Prakash          | Non-Executive- Independent  |
|  | Mrs. Priti Jain           | Chairperson-Non-Executive - Non- Independent                                    |
|  | Mr. Sujan Mal Mehta       | Non-Executive-Independent   |



<sup>5</sup> 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) |
|---|---|--|
| 26.05.2018<br>05.06.2018<br>15.06.2018              | 04.07.2018<br>10.08.2018                            | 36 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: 10.08.2018                                 | Yes   | Audit Committee: 26.05.2018                                  | 75 days   |
| Nomination & Remuneration Committee: 10.08.2018             | Yes   | Nomination & Remuneration Committee:                         | -   |
| Risk Management Committee: 04.07.2018                       | Yes   | Risk Management Committee:                                   | -   |
| Stakeholders Relationship Committee: 04.07.2018             | Yes   | Stakeholders Relationship Committee:                         | -   |
| Corporate Social Responsibility Committee: 04.07.2018       | Yes   | Corporate Social Responsibility Committee:                   | -   |
| Asset Liability Management Committee: 04.07.2018            | Yes   | Asset Liability Management Committee:                        | -   |
| Investment Committee: 04.07.2018                            | 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   | YES                           |
| Whether shareholder approval obtained for material RPT   | YES                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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. Affirmation**


- The composition of Board of Directors is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee
  - Corporate Social Responsibility Committee
  - Asset Liability Management Committee
  - Investment Committee
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and the disclosure requirements), 2015.
- 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.
- 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



Surendra Kumar Jain  
 Managing Director  
 Date: 10.10.2018  
 Place: New Delhi

## ANNEXURE III

| I Affirmations   |                                      |   |
|--|--------------------------------------|---|
| Broad heading  | Regulation Number                    | Compliance status (Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website   | 46(2)                                | Yes   |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes   |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes   |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes   |
| <p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> |                                      |   |
| <p>For Sital Leasing and Finance Limited</p>  <p>Surendra Kumar Jain<br/>(Managing Director)<br/>Date: 10.10.2018<br/>Place: New Delhi</p>  |                                      |   |