



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

CIN : L65910HR1983PLC050169
Website : sitalleasingfinance.com
Mob. : +91-9891709895, +91-8800446397
E-mail : sitalleasing83@gmail.com, sitalleasing@gmail.com

Regd. Off.:
322, 3rd Floor, 55 Plaza Commercial Complex,
Mayfield Garden, Sector-47,
Gurugram, Haryana - 122001

Date: 12.04.2022

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 year ended as on 31st March 2022. (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 year ended as on 31st March 2022.

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

Nishu Jain
Company Secretary

Compliance Report on Corporate Governance

1. Name of Listed Entity: Sital Leasing and Finance Limited
2. Quarter ending : 31.03.2022

I. Composition of Board of Directors

Sl. No.	Name of the Director	PAN S & DIN	Category (Chairpersons /Executive /Non-Executive/ Independent/Nominee)	Date of Appointment	Date of Reappointment	Date of Cessation	Tenure* (in months)	Date of Birth (dd-mm-yyyy)	No. of Director ship in listed entities including this entity [in reference to Regulation 17A]	No. of Independent Directors 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 [Reference to Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity [Reference to Regulation 26(1) of Listing Regulations]
M	Surendra Kumar Jain	AAHP1894 OK & 00530035	Executive- Managing Director	25/09/2008	15/05/2019	NA	-	03-07-1967	03	0	04	0
M	Priti Jain	AAKP1483 6F & 00537234	Non-Executive- Non Independent Director	16/09/2008	-	NA	-	21-01-1971	01	0	01	01
M	Sujan Mal Mehta	AHMPM91 23F & 01901945	Non-Executive- Independent Director	03/04/2012	28/09/2019	NA	114 MONTHS	25-04-1948	02	02	02	02
M	Anil Prakash	BAZPP542 4P & 05187809	Non-Executive- Independent Director	01/08/2012	28/09/2019	NA	114 MONTHS	05-03-1991	02	02	02	02
M	Rakha Bhandari	BPWPB86 65N& 07546484	Executive - Professional Director	05/10/2020	-	NA	-	01-04-1988	02	0	0	0



*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)s	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. Sujjan 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. Sujjan 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. Sujjan 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. Sujjan 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. Sujjan 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. Sujjan 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 Relevant quarter	Date(s) of Meeting (if any) in the previous 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)	Maximum gap between any two consecutive meetings in number of days*
09-02-2022	11-11-2021 27-12-2021	YES YES	5 5	2 2	45 days 43 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: 09-02-2022	Yes	3	2	11-11-2021	89 Days	
Nomination & Remuneration Committee: 08-02-2022	Yes	3	2	27-12-2021	42 Days	
Risk Management Committee:	Yes	3	2	11-11-2021		
Stakeholders Relationship Committee:	Yes	3	2	11-11-2021		



Asset Liability Management Committee:	Yes	1	2	10-10-2021
Investment Committee:	Yes	1	2	10-10-2021
Corporate Social Responsibility Committee:	Yes	1	2	10-10-2021

* This information has to be mandatorily be given for audit committee, for rest of the committees you may provide information as 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 reviewed by the Audit Committee	YES

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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 "NA" 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 behalf of

Sital Leasing and Finance Limited



Nishu Jain

Company Secretary

Date: 12-04-2022

Place: Delhi

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	Yes	www.sitalleasingfinance.com



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		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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
Fees/compensation	17(6)	Yes



Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes



Composition of Board of Directors of unlisted material Subsidiary	24(7)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(7)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
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

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 compiled: NA



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the

financial year

Half year ending 31.03.2022

1. Disclosure of Loans / guarantees / comfort letters / securitises etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them : <i>Mekaster Finlease Limited</i>	Nil	20,46,89,099/-
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

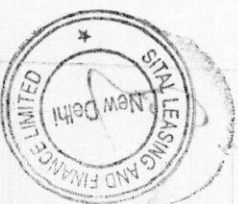
Entity	Type (guarantee, comfort)	Aggregate amount of issuance during	Balance outstanding at the end of six months (taking into account any invocation)



	letter etc.)	six months	
Promoter or any other entity controlled by them	NA	Nil	Nil
Promoter Group or any other entity controlled by them	NA	Nil	Nil
Directors (including relatives) or any other entity controlled by them	NA	Nil	Nil
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	Nil	Nil
Promoter Group or any other entity controlled by them	NA	Nil	Nil
Directors (including relatives) or any other entity controlled by them	NA	Nil	Nil
KMPs or any other	NA	Nil	Nil



them

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

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



**Nishu Jain
Company Secretary
Date: 12.04.2022
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.