

SHREEVATSAA FINANCE & LEASING LIMITED

Reg. Off: 120/500 (10), LAJPAT NAGAR, KANPUR-208005

CIN: L45201UP1986PLC008364

Telephone No.: 0512-2530991/96, Fax: 0512-2532554

E-mail: investors.svfl@rediffmail.com, Website: www.svfl.in

Corporate Governance Report:

1. Name of Listed Entity: **Shreevatsaa Finance and Leasing Limited**
2. Quarter ending on **31.03.2016**

I. Composition of Board of Directors								
Title	Name of the Director	Pan & Din	Category (Chairperson /Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure (In Months)	No of Directors hip in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Praveen Kumar Arora	DIN: 00162283 PAN: ABAPA2027N	Chairperson & Executive Director	15-12-2000	-	1	2	0
Mr.	Manohar Lal	DIN: 01533283 PAN: ACUPL4541P	Non-Executive Independent Director	20-01-2003	159	2	3	2
Mr.	Sanjay Mehrotra	DIN: 05252155 PAN: BJIPM8976K	Non-Executive Independent Director	06-03-2013	37	2	3	1
Mrs.	Vrsha Arora	DIN: 00162254 PAN: ADTPA8397A	Non-Independent Non-Executive Director	02-09-2014	-	1	0	0
II. Composition of Committees								
Name of Committee		Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee)				
1. Audit Committee		Mr. Praveen Kumar Arora		Executive Director				
		Mr. Manohar Lal		Chairperson - Independent - Non- Executive Director				
		Mr. Sanjay Mehrotra		Independent - Non- Executive Director				
2. Nomination & Remuneration		Mr. Praveen Kumar Arora		Executive Director				
		Mr. Manohar Lal		Chairperson- Independent - Non- Executive Director				
		Mr. Sanjay Mehrotra		Independent - Non- Executive Director				
		Mrs. Vrsha Arora		Non Independent - Non- Executive Director				

3. Risk Management Committee(if applicable)		N.A.		N.A.	
4. Stakeholders Relationship Committee		Mr. Praveen Kumar Arora		Executive Director	
		Mr. Manohar Lal		Chairperson - Independent – Non- Executive Director	
		Mr. Sanjay Mehrotra		Independent - Non- Executive Director	
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 (in number of days)	
-		13-01-2016		-	
-		10-02-2016		27	
-		25-02-2016		14	
IV. Meeting of Committees					
Name of Committee	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	10-02-2016	Yes	06-11-2015		
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit			Yes		
VI. Affirmations					
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 (applicable to the top 100 listed entities): N.A					
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.					
3. 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.					
4. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.					



ANNEXURE II

Annexure II 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)	
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	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
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	N.A.	
New name and the old name of the listed entity	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)	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)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	N.A.
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 committee	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)	Yes

Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
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

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 : N.A.



Ashish Thakur
(Company Secretary)

Date: 13.04.2016

Place: Kanpur