

# SHREEVATSAA FINANCE AND LEASING LIMITED

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

CIN: L45201UP1986PLC008364

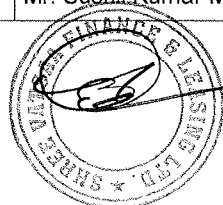
Telephone No.: 0512-2530991/96, Fax: 0512-2532554

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 **31.03.2019**

| 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.  | Sushil Kumar Mohanty | DIN: 06878840<br>PAN: APFPM1528R | Non-Executive Independent Director                                  | 13-05-2017   | 22                 | 2   | 3   | -  |
| Mr.  | Sanjay Mehrotra      | DIN: 05252155<br>PAN: BJIPM8976K | Non-Executive Independent Director                                  | 06-03-2013   | 72                 | 2   | 3   | 3  |
| Mr.  | Anil Kumar Sharma    | DIN: 02463893<br>PAN: BOYPS6677A | Executive Director  | 24-07-2018   | 8                  | 1   | 2   | -  |
| Ms.  | Madhu Rani           | DIN: 08025773<br>PAN: CTGPR8164M | Non-Executive Non-Independent Director                              | 24-07-2018   | 8                  | 2   | -   | -  |
| II. Composition of Committees                |                      |                                  |   |  |                    |   |   |  |
| Name of Committee                            |                      | Name of Committee members        |   | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |                    |   |   |  |
| 1. Audit Committee                           |                      | Mr. Anil Kumar Sharma            |   | Executive Director   |                    |   |   |  |
|  |                      | Mr. Sanjay Mehrotra              |   | Chairperson - Independent - Non- Executive Director                |                    |   |   |  |
|  |                      | Mr. Sushil Kumar Mohanty         |   | Independent - Non- Executive Director                              |                    |   |   |  |
| 2. Nomination & Remuneration Committee       |                      | Mr. Sanjay Mehrotra              |   | Chairperson- Independent - Non- Executive Director                 |                    |   |   |  |
|  |                      | Mr. Sushil Kumar Mohanty         |   | Independent - Non- Executive Director                              |                    |   |   |  |
|  |                      | Ms. Madhu Rani                   |   | Non-Independent - Non- Executive Director                          |                    |   |   |  |
| 3. Risk Management Committee (if applicable) |                      | N.A.                             |   | N.A.   |                    |   |   |  |
| 4. Stakeholders Relationship Committee       |                      | Mr. Anil Kumar Sharma            |   | Executive Director   |                    |   |   |  |
|  |                      | Mr. Sanjay Mehrotra              |   | Chairperson - Independent - Non- Executive Director                |                    |   |   |  |
|  |                      | Mr. Sushil Kumar Mohanty         |   | 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) |   |   |
| 21-10-2018  | -   | -   |   |   |
| 13-11-2018  | -   | -   |   |   |
| -   | 31-01-2019  | 78  |   |   |
| -   | 08-02-2019  | 7   |   |   |
| 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   | 13-11-2018  | Yes   | 02-08-2018  | 102   |
| Independent Director Committee  | 20-03-2019  | Yes   | -   | -   |
| 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 Committee  |   | Yes   |   |   |
| VI. Affirmations  |   |   |   |   |
| <ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities): N.A</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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.</li> <li>This report and/or the report submitted in the previous quarter have been placed before Board of Directors.</li> </ol> |   |   |   |   |

For **Shreevatsaa Finance and Leasing Limited**



  
**Ashish Thakur**  
**(Company Secretary and Compliance Officer)**

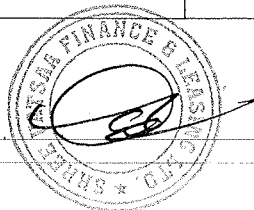
Date: 09.04.2019

Place: Kanpur

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) |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>                | 16(1)(b) & 25(6)              | Yes                           |
| <i>Board composition</i>  | 17(1)                         | Yes                           |
| <i>Meeting of Board of directors</i>  | 17(2)                         | Yes                           |
| <i>Review of Compliance Reports</i>   | 17(3)                         | Yes                           |
| <i>Plans for orderly succession for appointments</i>  | 17(4)                         | Yes                           |
| <i>Code of Conduct</i>  | 17(5)                         | Yes                           |
| <i>Fees/compensation</i>  | 17(6)                         | Yes                           |
| <i>Minimum Information</i>  | 17(7)                         | Yes                           |
| <i>Compliance Certificate</i>   | 17(8)                         | Yes                           |
| <i>Risk Assessment &amp; Management</i>   | 17(9)                         | N.A.                          |
| <i>Performance Evaluation of Independent Directors</i>  | 17(10)                        | Yes                           |
| <i>Composition of Audit Committee</i>   | 18(1)                         | Yes                           |
| <i>Meeting of Audit Committee</i>   | 18(2)                         | Yes                           |
| <i>Composition of nomination &amp; remuneration committee</i>   | 19(1) & (2)                   | Yes                           |
| <i>Composition of Stakeholder Relationship Committee</i>  | 20(1) & (2)                   | Yes                           |
| <i>Composition and role of risk management committee</i>  | 21(1),(2),(3),(4)             | N.A.                          |
| <i>Vigil Mechanism</i>  | 22                            | Yes                           |
| <i>Policy for related party Transaction</i>   | 23(1),(5),(6),(7) & (8)       | Yes                           |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>  | 23(2), (3)                    | Yes                           |



|   |                         |      |
|---|-------------------------|------|
| Approval for material related party transactions  | 23(4)                   | Yes  |
| 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.

**For Shreevatsaa Finance and Leasing Limited**



**Ashish Thakur**  
(Company Secretary & Compliance Officer)



**Date: 09.04.2019**

**Place: Kanpur**