

### General information about company

|                                 |                         |
|---------------------------------|-------------------------|
| Scrip code                      | 536592                  |
| Name of the entity              | SATKAR FINLEASE LIMITED |
| Date of start of financial year | 01-04-2015              |
| Date of end of financial year   | 31-03-2016              |
| Reporting Quarter               | Yearly                  |
| Date of Report                  | 31-03-2016              |
| Risk management committee       | Not Applicable          |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship 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 | Notes |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| 1  | Ms              | SHASHI KUMAR YADAV   | AAOPY5038J | 06582497 | Non-Executive - Independent Director     | Not Applicable          | Employee Director       | 30-09-2014                              |                   | 60                             | 1  | 2   | 2  |       |
| 2  | Mr              | ATHAAR HUSSAIN       | AFJPH7348C | 07254744 | Non-Executive - Non Independent Director | Not Applicable          | Employee Director       | 21-09-2015                              |                   |                                | 1  | 2   | 0  |       |
| 3  | Ms              | SEEMA DAS            | BRVPD5756K | 06655676 | Non-Executive - Independent Director     | Not Applicable          | Employee Director       | 30-09-2014                              |                   | 60                             | 1  | 2   | 0  |       |
| 4  | Mr              | ROOP SINGH           | FLTPS0737M | 07304997 | Executive Director                       | Chairperson             | MD                      | 01-12-2015                              |                   |                                | 1  | 0   | 0  |       |

## Annexure 1

### II. Composition of Committees

| Is there any change in composition of committees compare to previous quarter |                                       |                           |  |                         | Yes                     |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | Ms.Shashi Kumar Yadav     | Non-Executive - Independent Director     | Chairperson             |                         |
| 2  | Audit Committee                       | Ms. Seema Das             | Non-Executive - Independent Director     | Member                  |                         |
| 3  | Audit Committee                       | Mr. Athaar Hussain        | Non-Executive - Non Independent Director | Member                  |                         |
| 4  | Nomination and remuneration committee | Ms.Shashi Kumar Yadav     | Non-Executive - Independent Director     | Chairperson             |                         |
| 5  | Nomination and remuneration committee | Ms. Seema Das             | Non-Executive - Independent Director     | Member                  |                         |
| 6  | Nomination and remuneration committee | Mr. Athaar Hussain        | Non-Executive - Non Independent Director | Member                  |                         |
| 7  | Stakeholders Relationship Committee   | Ms.Shashi Kumar Yadav     | Non-Executive - Independent Director     | Chairperson             |                         |
| 8  | Stakeholders Relationship Committee   | Mr. Athaar Hussain        | Non-Executive - Non Independent Director | Member                  |                         |
| 9  | Stakeholders Relationship Committee   | Ms. Seema Das             | Non-Executive - Independent Director     | Member                  |                         |

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
|----|---|--|---|
| 1  | 28-10-2015  |  |   |
| 2  | 13-11-2015  |  | 15  |
| 3  | 01-12-2015  |  | 17  |
| 4  |   | 01-02-2016   | 61  |
| 5  |   | 21-03-2016   | 48  |

## Annexure 1

### IV. Meeting of Committees

| Sr | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | 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) |
|----|---------------------------------------|---|--|-------------------------------------|---|--|
| 1  | Stakeholders Relationship Committee   | 01-02-2016  | Yes  | Yes, Quoram was present             | 13-11-2015  | 80   |
| 2  | Audit Committee                       | 01-02-2016  | Yes  | Yes, Quoram was present             | 13-11-2015  | 80   |
| 3  | Audit Committee                       | 21-03-2016  | Yes  | Yes, Quoram was present             |   | 49   |
| 4  | Nomination and remuneration committee | 01-02-2016  | Yes  | Yes, Quoram was present             | 28-10-2015  | 65   |

## Annexure 1

### V. Related Party Transactions

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> NA details of non-compliance may be given here. |
|----|--|-------------------------------|---|
| 1  | Whether prior approval of audit committee obtained   | NA                            |   |
| 2  | Whether shareholder approval obtained for material RPT   | NA                            |   |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |   |

## Annexure 1

### VI. Affirmations

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 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                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | 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                        |

## 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

| Sr | Item  | Compliance status (Yes/No/NA) | If status is <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> details of non-compliance may be given here. | Web address   |
|----|---|-------------------------------|---|---|
| 1  | Details of business   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 2  | Terms and conditions of appointment of independent directors  | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 3  | Composition of various committees of board of directors   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 6  | Criteria of making payments to non-executive directors  | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 7  | Policy on dealing with related party transactions   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 8  | Policy for determining <input type="checkbox"/> material <input type="checkbox"/> subsidiaries  | NA                            |   |   |
| 9  | Details of familiarization programmes imparted to independent directors   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 11 | email address for grievance redressal and other relevant details  | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 12 | Financial results   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 13 | Shareholding pattern  | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 14 | Details of agreements entered into with the media companies and/or their associates   | Yes                           |   | <a href="http://www.satkarfinlease.in">http://www.satkarfinlease.in</a> |
| 15 | New name and the old name of the listed entity  | NA                            |   |   |





## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number       | Compliance status (Yes/No/NA) | If status is <input type="checkbox"/> No <input type="checkbox"/> details of non-compliance may be given here. |
|----|---|-------------------------|-------------------------------|--|
| 1  | Independent director(s) have been appointed in terms of specified criteria of <input type="checkbox"/> independence <input type="checkbox"/> and/or <input type="checkbox"/> eligibility <input type="checkbox"/> | 16(1)(b) & 25(6)        | Yes                           |  |
| 2  | Board composition   | 17(1)                   | Yes                           |  |
| 3  | Meeting of Board of directors   | 17(2)                   | Yes                           |  |
| 4  | Review of Compliance Reports  | 17(3)                   | Yes                           |  |
| 5  | Plans for orderly succession for appointments   | 17(4)                   | Yes                           |  |
| 6  | Code of Conduct   | 17(5)                   | Yes                           |  |
| 7  | Fees/compensation   | 17(6)                   | Yes                           |  |
| 8  | Minimum Information   | 17(7)                   | Yes                           |  |
| 9  | Compliance Certificate  | 17(8)                   | Yes                           |  |
| 10 | Risk Assessment & Management  | 17(9)                   | Yes                           |  |
| 11 | Performance Evaluation of Independent Directors   | 17(10)                  | Yes                           |  |
| 12 | Composition of Audit Committee  | 18(1)                   | Yes                           |  |
| 13 | Meeting of Audit Committee  | 18(2)                   | Yes                           |  |
| 14 | Composition of nomination & remuneration committee  | 19(1) & (2)             | Yes                           |  |
| 15 | Composition of Stakeholder Relationship Committee   | 20(1) & (2)             | Yes                           |  |
| 16 | Composition and role of risk management committee   | 21(1),(2),(3),(4)       | NA                            |  |
| 17 | Vigil Mechanism   | 22                      | Yes                           |  |
| 18 | Policy for related party Transaction  | 23(1),(5),(6),(7) & (8) | Yes                           |  |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions   | 23(2), (3)              | Yes                           |  |
| 20 | Approval for material related party transactions  | 23(4)                   | Yes                           |  |

|    |   |                         |     |  |
|----|---|-------------------------|-----|--|
| 21 | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                   | NA  |  |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6) | NA  |  |
| 23 | Maximum Directorship & Tenure   | 25(1) & (2)             | Yes |  |
| 24 | Meeting of independent directors  | 25(3) & (4)             | Yes |  |
| 25 | Familiarization of independent directors  | 25(7)                   | Yes |  |
| 26 | Memberships in Committees   | 26(1)                   | Yes |  |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                   | Yes |  |
| 28 | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                   | Yes |  |
| 29 | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)           | Yes |  |
|    | Any other information to be provided - Add Notes  |                         |     |  |

## Annexure II

### III. Affirmations

|   |  |    |
|---|--|----|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
|---|--|----|

| Signatory Details     |                   |
|-----------------------|-------------------|
| Name of signatory     | ROOP SINGH        |
| Designation of person | Managing Director |
| Place                 | New Delhi         |
| Date                  | 12-04-2016        |

