

## Quarterly Compliance Report on Corporate Governance

Name of the Company: M/s. ITL Finlease & Securities Limited  
 Quarter ending on : 30<sup>th</sup> September, 2013

Particulars	Clause of Listing Agreement	Compliance Status	Remarks
<b>I. Board of Directors</b>	49 I	Yes	
A. Composition of Board	49(IA)	Yes	
B. Non-executive Directors' compensation & disclosures	49(IB)	Yes	
C. Other provisions as to Board and Committees	49(IC)	Yes	
D. Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	49 (II)	Yes	
A. Qualified & Independent Audit Committee	49(IIA)	Yes	
B. Meeting of Audit Committee	49(IIB)	Yes	
C. Powers of Audit Committee	49(IIC)	Yes	
D. Role of Audit Committee	49(IID)	Yes	
E. Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)	Yes	
A. Basis of related party transactions	49 (IVA)	Yes	
B. Board Disclosures	49 (IVB)	Yes	
C. Proceeds from Public issues, rights issues, preferential issues etc.	49 (IVC)	N.A.	
D. Remuneration of Directors	49 (IVD)	Yes	
E. Management	49 (IVE)	Yes	
F. Shareholders	49 (IVF)	Yes	
			Necessary information will be provided from time to time to the Shareholders in case of appointment of new Director or

			re-appointment of Director.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

**CERTIFIED TO BE TRUE**  
**For ITL FINLEASE & SECURITIES LIMITED**

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**PARUL SRIVASTAVA**  
**(Company Secretary)**