

GANODAYA FINLEASE LTD

A-402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata-700 001
Phone : (033) 2243-6242 / 6243; E-mail : ganodaya_gfl@yahoo.co.in

CIN : L51226WB1986PLC040287

GFL/CG/106/2020-21/03

DATE: 18/08/2020

To,
Listing Department,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata-700 001
Email: listing@cse-india.com

Scrip Code: 17416

Sub: Compliance Report on Corporate Governance for the Quarter ending 31.03.2020

Dear Sir/Madam,

Please find attached herewith the Compliance Report on Corporate governance for the quarter ending 31.03.2020 under regulation 27(2) of SEBI (LODR) Regulations 2015.

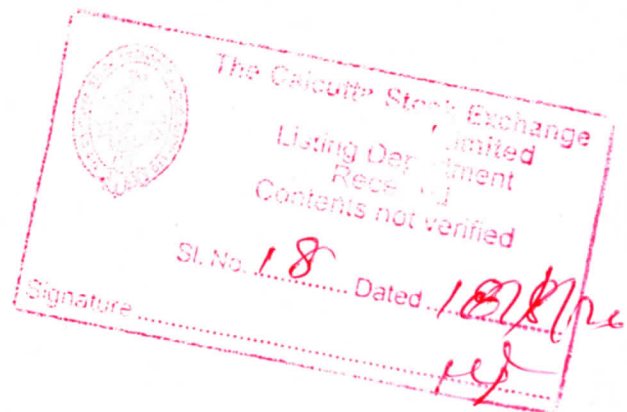
Please take on record the same.

For Ganodaya Finlease Limited

Rina Saraya



Rina Saraya
Company Secretary



General information about company	
Scrip code	17416
ISIN	INE917C01013
Name of the entity	GANODAYA FINLEASE LTD
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	YEARLY
Date of Report	31-03-2020
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

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer	Notes for not providing PAN
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															g Regul ations	g Regul ations)	Regul ation 26(1) of Listin g Regul ations)
1	Mrs	SUDHA AGARWALLA	AECP A2307 L	0093 8365	Exec utive Direc tor	Not Appli cable	MD	04 - 08 - 19 64	31-07- 2001				4	0	1	0	
2	Mr	ARUN KUMAR AGARWALLA	ABQP A8379 M	0060 7272	Non- Exec utive - Non Indep enden t Direc tor	Not Appli cable		27 - 07 - 19 60	11-10- 1999				3	0	5	0	
4	Mr	RAJESH KUMAR ROUTH	AFOP R0243 M	0093 9206	Non- Exec utive - Indep enden t Direc tor	Not Appli cable		05 - 07 - 19 74	18-06- 2014	25-09- 2019	60	2	2	4	2		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Name of the Dir	PAN	DIN	Cat ego ry 1 of	Cat ego ry 2 of	Ca teg ory 3 of	D at e of app	Ini tial Dat e of app	Dat e of Re- app oint	Da te of ces sat	Te nu re of dir	No of Dire ctor ship	No of Inde pen dent	Num ber of mem bers	No of post of Chai	No tes for not pro	No tes for not pro



Director / Ms)			Directors	Directors	Directors	Birth	Appointment	Termination	Director (in months)	Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations)	Directorship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Person in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Directorship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Directorship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5 Mr	SHAM BHUNATH MO DI	ADL PMO 470G	02782718	Non-Executive - Independent Director	Chairperson	16-12-1956	18-06-2014	25-09-2019	60	5	5	8	5		



Audit Committee Details

Whether the Audit Committee has a Regular Chairperson								Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	02782718	SHAMBHU NATH MODI	Non-Executive - Independent Director	Chairperson	18-06-2014			
2	00939206	RAJESH KUMAR ROUTH	Non-Executive - Independent Director	Member	18-06-2014	\		
3	00607272	ARUN KUMAR AGARWALLA	Non-Executive - Non Independent Director	Member	01-10-2015			

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson								Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00939206	RAJESH KUMAR ROUTH	Non-Executive - Independent Director	Chairperson	18-06-2014			
2	02782718	SHAMBHU NATH MODI	Non-Executive - Independent Director	Member	18-06-2014			
3	00607272	ARUN KUMAR AGARWALLA	Non-Executive - Non Independent Director	Member	01-10-2015			



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02782718	SHAMBHU NATH MODI	Non-Executive - Independent Director	Chairperson	18-06-2014		
2	00939206	RAJESH KUMAR ROUTH	Non-Executive - Independent Director	Member	18-06-2014		
3	00607272	ARUN KUMAR AGARWALLA	Executive Director	Member	01-10-2015		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1



Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-11--2019				Yes	5	2
2	21-12-2019		37		Yes	5	2
3		13-02-2020	54		Yes	5	2
4		25-02-2020	11		Yes	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present *	No. of Independent Directors attending the meeting*
1	Stakeholders Relationship Committee	17-10-2019				Yes	3	2
2	Audit Committee	12-11-2019	25			Yes	3	2
3	Nomination and remuneration committee	24-12-2019	41			Yes	3	2
4	Stakeholder	15-01-2020	21			Yes	3	2



	rs Relationshi p Committee							
5	Audit Committee	12-02-2020	27			Yes	3	2

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" 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 500 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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SUDHA AGARWALLA
2	Designation	Managing Director

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 "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.ganodayafinlease.com
2	Terms and conditions of appointment of independent directors	Yes		www.ganodayafinlease.com
3	Composition of various committees of board of directors	Yes		www.ganodayafinlease.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.ganodayafinlease.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ganodayafinlease.com
6	Criteria of making payments to non-	Yes		www.ganodayafinlease.com



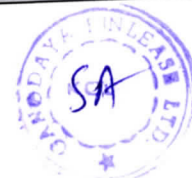
	executive directors			
7	Policy on dealing with related party transactions	Yes		www.ganodayafinlease.com
8	Policy for determining 'material' subsidiaries	Yes		www.ganodayafinlease.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.ganodayafinlease.com

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 "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ganodayafinlease.com
11	email address for grievance redressal and other relevant details	Yes		www.ganodayafinlease.com
12	Financial results	Yes		www.ganodayafinlease.com
13	Shareholding pattern	Yes		www.ganodayafinlease.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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	NA		



16	New name and the old name of the listed entity	Yes		www.ganodayafinlease.com
17	Advertisements as per regulation 47 (1)	Yes		www.ganodayafinlease.com
18	Credit rating or revision in credit rating obtained	Yes		www.ganodayafinlease.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.ganodayafinlease.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ganodayafinlease.com
21	Materiality Policy as per Regulation 30	Yes		www.ganodayafinlease.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.ganodayafinlease.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.ganodayafinlease.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	



6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Minimum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.



21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	



36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	
1	Name of signatory SUDHA AGARWALLA
2	Designation Managing Director

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II	
1	Name of signatory SUDHA AGARWALLA



2	Designation	Managing Director
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Signatory Details	
Name of signatory	SUDHA AGARWALLA
Designation of person	Managing Director
Place	KOLKATA
Date	17-08-2020

For Ganodaya Finlease Ltd.

Sudha Agarwalla
Managing Director