

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2011-2012

(Pursuant to Clause 49 of the Listing agreement entered into with the Stock Exchange)

1. COMPANY'S PHILOSOPHY

Your Company believes that Corporate Governance should be observed not only as per the letter but more important in spirit so as to become a way of life. The Company's respect for law and strict compliance thereof, emphasis on product quality and a caring spirit. Its policies and practices are based on the highest standards of ethics and transparency regard to its dealing and disclosures.

2. BOARD OF DIRECTORS:

2.1 Composition

The Board of Directors comprises of six directors. At Least one-half of the Board consists of independent directors. The composition is as under: -

Name of the Directors	Position
Mr. Gopi Chand Gangwani	Chairman
Mr. Deepak Kumar Gangwani	Director
Mr. Vikas Khanna	Director
Mr. Sangeeta Gangwani	Director
Mr. Raj Kumar Kukreja	Director
Ms. Divya	Director

2.1 Meeting and attendance record of each Directors

i) 12 Meeting of the Board of Directors were held during the year ended 31st March, 2012. These were held on.

1. 28.04.2011
2. 30.06.2011
3. 28.07.2011
4. 12.08.2011
5. 15.09.2011
6. 30.09.2011
7. 28.10.2011
8. 22.12.2011
9. 30.01.2012
10. 18.02.2012
11. 17.03.2012
12. 28.03.2012

(ii) The attendance record of the directors at the Board Meeting held during the year ended on 31st March, 2012 and the last Annual General Meeting (AGM) and the details of other Directorships and Committee Chairman's and memberships held by the Directors of the Company are given below:

Name of the Director	Attendance Particulars		No. of Directorships and Committee Member/Chairmanships		
	Board Meetings	Last AGM	Other Directorships	Committee Memberships	Committee
Chairmanships					
Mr. Gopi Chand Gangwani	12	1	0	--	--
Mr. Deepak Gangwani	12	1	1	1	1
Ms. Sangeeta Gangwani	12	1	1	--	--
Mr. Raj Kumar Kukreja	12	1	--	1	1
Ms. Divya	12	1	--	1	--
Mr. Vikas Khanna	12	1	--	---	--

3. AUDIT COMMITTEE:

i) The Audit Committee comprises of Four members, namely: Mr. Deepak Gangwani, Mr. Vikas khanna, Mr. Raj Kumar Kukreja and Ms. Divya. Three members of the Audit Committee are independent Directors. They possess adequate knowledge of Accounts, Audit, and Finance etc. The meeting of the audit Committee are usually chaired by Mr. Raj Kumar Kukreja.

ii) The Audit Committee had 5 meetings during the year ended on 31st March, 2012 The attendance of each Committee member is as under:

S. No.	Name of the Directors	No. Of meetings Attended
1.	Mr. Raj Kumar Kukreja	5
2.	Ms. Divya	5
3.	Mr. Vikas Khanna	5
4.	Mr. Deepak Gangwani	4

iii) The role and powers of the Audit Committee are laid down under the relevant clause of the Listing Agreement and Section 292 (A) of the Companies Act, 1956.

4. SHARE TRANSFER AND INVESTORS GRIEVANCE COMMITTEE:

The Share transfer Committee had been constituted immediately after the Public Issue in 1995. The Said Committee will also look into Investors Grievance. The Name was changed from Share transfer Committee to Share and Investor grievance Committee with effect from 31.07.2001. The terms of reference of the said committee are as follows:

1. To approve the Share transfer/ transmission/ Transposition etc. thrice a month.
2. To look into the status of investor complaints and grievances, if any.
3. To report the Board about serious or complicated cases, if any.

Twelve meetings of the Committee were held during the year ended on 31st March 2012 The meetings are generally chaired by Mr. Deepak Kumar Gangwani. The composition of the Committee and the number of meetings attended by each of the members is as under.

S.NO.	Name of the Director	No.	of	Meetings
1.	Mr. Deepak Kumar Gangwani			12
2.	Mr. Raj Kumar Kukreja			12
3.	Ms. Divya			12

Mr. Deepak Kumar Gangwani is the Compliance Officer w.e.f 31.07.2001. During the year, the Company has not received any complaint and there is no question for pending complaint pertaining to the period ending 31st March 2012 Also, there are no share transfers pending for registration as on the said date.

5. GENERAL BODY MEETINGS

The details of Annual General meeting held in last 3 years are as under :

Annual General Meeting	Day, Date and Time	Venue
2010-2011	Friday, 30th September, 2011 09.00 a.m.	A-31, Naraina Industrial Area Phase-II, New Delhi 110028
2009-2010	Thursday, 30th September, 2010 10.00 a.m.	A-31, Naraina Industrial Area Phase-II, New Delhi 110028.
2008-2009	Monday, 29th September, 2009 10.00 a.m.	A-31, Naraina Industrial Area Phase-II, New Delhi 110028.

6. DISCLOSURES

i) There are no materially significant related party, transactions i.e., transaction of the Company of material nature with its Promoters, Directors or the management, their Subsidiaries or relatives etc., that would have potential conflict with the interests of the Company at large.

Distribution of Shareholding:

The distribution of shareholding as on 31st March 2012 is given below:

S.No.	No. Of Equity Shares	No. of Shareholders	% of Shareholder	No. Of Sharesheld	% of Shareholding
1.	UPTO 5000	172	23.63	56300	1.87
2.	5001-10000	184	25.27	164200	5.45
3.	10001-20000	211	28.98	343000	11.39
4.	20001-30000	30	4.12	78000	2.59
5.	30001-40000	32	4.40	117700	3.91
6.	40001-50000	35	4.81	160800	5.34
7.	50001-100000	35	4.81	277400	9.22
8.	100001& above	29	3.98	1812700	60.22
	Total	728	100.00	3010100	100.00

Dematerialization of Shares:

The Company has arrangements with both National Securities Depository Limited (NSDL) , and Central Depository Services Limited (CDSL) for demat facility. The shares are processed in dematerialized form as on 31st March, 2012.

Status of Physical and Demat Shares

Mode	Shares	Percent
Physical	3009500	99.99
Demat	600	0.01
Total	3010100	100.00

Financial Calendar 2011-2012

First quarterly results	July, 2011
Second quarterly results	October, 2011
Third quarterly results	January, 2012
Fourth Quarterly Results	April, 2012
Annual Results for the year ending on 31.03.2011	August ,2012
Annual General meeting for the year 2012	In September,2012

For and on Behalf of the Board of Directors

Place : New Delhi

Dated : 16.08.2012

Sd/-

Deepak Kumar Gangwani
Director

Sd/-

Sangeeta Gangwani
Director

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of the conditions of Corporate Governance by GDL Leasing & Finance Limited for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchange in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance; it is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

On the basis of representation received from Registrars and Share Transfer Agents and as per the records maintained by the Company which are presented to the Shareholders/Investors Grievance Committee, we state that during the year ended 31st March, 2012, no Investor Grievances were pending for a period exceeding one month.

We further state that compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For; D.Galhotra & Associates
Chartered Accountants

Place: New Delhi

Dated: 16.08.2012

Darshan Lal Galhotra
Proprietor (Sd/)

