

Date: 14<sup>th</sup> January, 2016

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai- 400 051

The Secretary  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai- 400 001

**NSE Scrip Name- SKIPPER / BSE Scrip Code- 538562**

Dear Sir,

Re: Corporate Governance Compliance Report for quarter ended 31<sup>st</sup> December, 2015.

In terms of regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 we are forwarding herewith Corporate Governance Compliance Report for quarter ended 31<sup>st</sup> December, 2015.

Kindly take the same on record.

Thanking you,  
Yours faithfully,

For Skipper Limited



Arbind Kumar Jain  
Company Secretary

Encl: a.a

## Compliance Report on Corporate Governance

1	Name of Listed Entity	SKIPPER LIMITED
2	Quarter ending	31 <sup>st</sup> December, 2015

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>6</sup>	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Amit Kiran Deb	Pan-AFOPD8770P Din-02107792	Chairman /Non Executive Director/ Independent Director	23 <sup>rd</sup> September, 2014	5 years	3	6	1
Mr.	Sajan Kumar Bansal	Pan-AHDPB8853A Din-00063555	Executive Director	1 <sup>st</sup> October, 2013	NA	1	0	0
Mr.	Sharan Bansal	Pan-ADDPB5067G Din-00063481	Executive Director	1 <sup>st</sup> July, 2014	NA	1	2	0
Mr.	Devesh Bansal	Pan-AFLPB5841C Din-00162513	Executive Director	01 <sup>st</sup> April, 2013	NA	1	1	0
Mr.	Siddharth Bansal	Pan-AKQPB7209J Din-02947929	Executive Director	10 <sup>th</sup> March, 2013	NA	1	0	0
Mr.	Manindra Nath Banerjee	Pan-AEEP2264F Din-00312918	Non Executive Director/ Independent Director	23 <sup>rd</sup> September, 2015	5 years	3	6	2
Mr.	Shyam Bahadur Singh	Pan-ALDPS9969A Din-01982407	Non Executive Director/ Independent Director	23 <sup>rd</sup> September, 2015	5 years	2	2	0
Mrs.	Mamta Binani	Pan-AEAPB1095A Din-00462925	Non Executive Director/ Independent Director	30 <sup>th</sup> March, 2015	5 years	5	5	1

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

### II. Composition of Committees


Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>5</sup>



1. Audit Committee	Manindra Nath Banerjee Shyam Bahadur Singh Amit Kiran Deb Sharan Bansal	Chairperson/ Independent Director Independent Director Independent Director Executive Director
2. Nomination & Remuneration Committee	Manindra Nath Banerjee Shyam Bahadur Singh Amit Kiran Deb	Chairperson/ Independent Director Independent Director Independent Director
3. Risk Management Committee(if applicable)	Sajan Kumar Bansal Sharan Bansal Manindra Nath Banerjee  ( Formed Voluntarily)	Chairperson/ Executive Director Executive Director Independent Director
4. Stakeholders Relationship Committee <sup>2</sup>	Amit Kiran Deb Manindra Nath Banerjee Sharan Bansal Devesh Bansal	Chairperson/ Independent Director Independent Director Independent Director Independent Director
* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

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)	
28.07.2015	05.10.2015 03.11.2015	69 days	
IV. Meeting of Committees			
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- 05.10.2015	Yes – 2 Independent Directors present out of 4 directors	Audit Committee- 28.07.2015	69 days
Audit Committee- 03.11.2015	Yes- 2 Independent Directors and a Executive Director present out of 4 Directors.	Risk Management Committee- 23.07.2015	
Nomination & Remuneration Committee- 05.10.2015	Yes- 2 Independent Directors present out of 3 Directors		
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>		
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
<p><i>Note</i></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. 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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
<p>Name – Arbind Kumar Jain</p> <p>Designation- Company Secretary</p>	<p style="text-align: center;"><b>For Skipper Limited</b></p> <p style="text-align: center;"></p> <p style="text-align: center;">Company Secretary</p>