

## Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	SKIPPER LIMITED
2	Quarter ending	31 <sup>st</sup> March, 2017

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) <sup>&amp;</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/ Stakeholders 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	8	2
Mr.	Sajan Kumar Bansal	Pan-AHDPB8853A Din-00063555	Executive Director	1 <sup>st</sup> October, 2016	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, 2016	NA	1	1	0
Mr.	Siddharth Bansal	Pan-AKQPB7209J Din-02947929	Executive Director	1 <sup>st</sup> April, 2016	NA	1	0	0
Mr.	Manindra Nath Banerjee	Pan-AEPPB2264F Din-00312918	Non Executive Director/ Independent Director	23 <sup>rd</sup> September, 2014	5 years	2	4	1
Mr.	Joginder Pal Dua	Pan-AABPD7120M Din-02374358	Non Executive Director/ Independent Director	1 <sup>st</sup> February, 2016	5 years	3	1	0
Mrs.	Mamta Binani	Pan-AEAPB1095A Din-00462925	Non Executive Director/ Independent Director	30 <sup>th</sup> March, 2015	5 years	4	4	1
<p><sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange</p> <p><sup>&amp;</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</p> <p>* 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.</p>								
<b>II. Composition of Committees</b>								
Name of Committee			Name of Committee members			Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>s</sup>		



1. Audit Committee	Manindra Nath Banerjee Joginder Pal Dua Amit Kiran Deb Sharan Bansal	Chairperson/ Independent Director Independent Director Independent Director Executive Director
2. Nomination & Remuneration Committee	Manindra Nath Banerjee Amit Kiran Deb Mamta Binani	Chairperson/ Independent Director Independent Director Independent Director
3. Stakeholders Relationship Committee	Amit Kiran Deb Manindra Nath Banerjee Sharan Bansal Devesh Bansal	Chairperson/ Independent Director Independent Director Executive Director Executive Director
4. Corporate Social Responsibility Committee	Manindra Nath Banerjee Sajan Kumar Bansal Devesh Bansal	Chairperson/ Independent Director Executive Director Executive 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)	
10.11.2016	08.02.2017	89 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- 08.02.2017	Yes – 3 out of 4 directors were present	Audit Committee- 10.11.2016	89 days
Nomination & Remuneration Committee-08.02.2017	Yes – All members were present	Nomination & Remuneration Committee- 10.11.2016	
Corporate Social Responsibility Committee- N.A	Yes – All members were present	Corporate Social Responsibility Committee- 10.11.2016	
* 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/N.A.) <sup>refer note below</sup>		
Whether prior approval of audit committee obtained	N.A.		
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		
<b>Note</b>			
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.			



2. If status is "No" details of non-compliance may be given here.
<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee - NA</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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:</li> </ol>
<p><b>Name – Manish Agarwal</b>  <b>Designation- Company Secretary &amp; Compliance Officer</b></p>

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A





Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes



Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></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>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – Not Applicable</p>		
<p><b>Name – Manish Agarwal</b>  <b>Designation- Company Secretary &amp; Compliance Officer</b></p>		



