

Compliance Report on Corporate Governance

ANNEXURE I

| | | |
|---|-----------------------|----------------------------------|
| 1 | Name of Listed Entity | SKIPPER LIMITED |
| 2 | Quarter ending | 30 th September, 2016 |

| I. Composition of Board of Directors | | | | | | | | |
|---|------------------------|--------------------------------|---|--|---------|--|--|--|
| Title (Mr./ Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&} | 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 rd September, 2014 | 5 years | 3 | 7 | 2 |
| Mr. | Sajan Kumar Bansal | Pan-AHDPB8853A Din-00063555 | Executive Director | 1 st October, 2013 | NA | 1 | 0 | 0 |
| Mr. | Sharan Bansal | Pan-ADDPB5067G Din-00063481 | Executive Director | 1 st July, 2014 | NA | 1 | 2 | 0 |
| Mr. | Devesh Bansal | Pan-AFLPB5841C Din-00162513 | Executive Director | 01 st April, 2016 | NA | 1 | 1 | 0 |
| Mr. | Siddharth Bansal | Pan-AKQPB7209J Din-02947929 | Executive Director | 1 st April, 2016 | NA | 1 | 0 | 0 |
| Mr. | Manindra Nath Banerjee | Pan-AEPPB2264F Din-00312918 | Non Executive Director/ Independent Director | 23 rd September, 2015 | 5 years | 3 | 6 | 2 |
| Mr. | Joginder Pal Dua | Pan-AABPD7120M Din-02374358 | Non Executive Director/ Independent Director | 1 st February, 2016 | 5 years | 2 | 1 | 0 |
| Mrs. | Mamta Binani | Pan-AEAPB1095A Din-00462925 | Non Executive Director/ Independent Director | 30 th March, 2015 | 5 years | 4 | 5 | 1 |

^s PAN number of any director would not be displayed on the website of Stock Exchange

[&] 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) ^s |
|-------------------|---------------------------|---|
| | | |

| | | |
|---|---|---|
| 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. Risk Management Committee (Formed Voluntarily) | Sajan Kumar Bansal Sharan Bansal Manindra Nath Banerjee | Chairperson/ Executive Director Executive Director Independent Director |
| 4. Stakeholders Relationship Committee | Amit Kiran Deb Manindra Nath Banerjee Sharan Bansal Devesh Bansal | Chairperson/ Independent Director Independent Director Executive Director Executive Director |
| 5. 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) | |
| 18.05.2016 | 08.08.2016 | 81 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- 08.08.2016 | Yes – 3 Independent Directors and 1 Executive Director were present | Audit Committee- 18.05.2016 Nomination & Remuneration Committee- 18.05.2016 Stakeholders Relationship Committee- 03.06.2016 | 81 days |
| * 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.) ^{refer note below} | | |
| 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 | | |

Note

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.


VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:



Name – Arbind Kumar Jain
Designation- Company Secretary

ANNEXURE III

| VII. Affirmations | | |
|--|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/N.A.)^{refer note below} |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of the Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| Note | | |
| <ol style="list-style-type: none"> 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here. | | |
|  <p>Name – Arbind Kumar Jain Designation- Company Secretary</p> | | |

