

## Compliance Report on Corporate Governance

### ANNEXURE I

1	Name of Listed Entity	SKIPPER LIMITED
2	Quarter ending	30 <sup>th</sup> September, 2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms)	Name of the Director	PAN <sup>\$</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /eession	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	7	2
Mr.	Sajan Kumar Bansal	Pan- AHDPPB8853A 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, 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- AEEPB2264F Din-00312918	Non Executive Director/ Independent Director	23 <sup>rd</sup> September, 2015	5 years	3	6	2
Mr.	Joginder Pal Dua	Pan- AABPD7120M Din-02374358	Non Executive Director/ Independent Director	1 <sup>st</sup> February, 2016	5 years	2	1	0
Mrs.	Mamta Binani	Pan- AEAPB1095A Din-00462925	Non Executive Director/ Independent Director	30 <sup>th</sup> March, 2015	5 years	4	5	1

<sup>\$</sup>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) <sup>\$</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. 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.) <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

**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.) <sup>refer note below</sup>
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**

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.

Name – Arbind Kumar Jain  
Designation- Company Secretary

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