

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: SKIL Infrastructure Limited

2. Quarter ending: March 31, 2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)⁸	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)	Number 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.	Nikhil Prataprai Gandhi	DIN: 00030560 PAN: AABPG9516A	Chairperson - Non- Executive Director	15/04/2006	N.A.	4	6	0
Mr.	Bhavesh Prataprai Gandhi	DIN: 00030623 PAN: AABPG9515D	Vice Chairman - Non - Executive Director	05/01/1995	N.A.	2	1	0
Mr.	Alexander John Joseph	DIN: 00485766 PAN: AARPA1777D	Non- Executive - Independent Director	30/09/2014	1 st term of 5 consecutive years from 30/09/2014 upto 29/09/2019	4	8	0

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN[§] & 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)	Number 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)
Ms.	Comal Ramachandran Gayathri	DIN: 02872723 PAN: ALAPG2146E	Non- Executive - Independent Director	30/09/2014	1 st term of 5 consecutive years from 30/09/2014 upto 29/09/2019	5	7	1
Mr.	Ramanan Venkatraman	DIN: 02754562 PAN: AFRPR5495Q	Non- Executive - Independent Director	30/09/2014	1 st term of 5 consecutive years from 30/09/2014 upto 29/09/2019	3	7	5

[§]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)⁵
1. Audit Committee	i) Mr. Ramanan Venkatraman (Chairperson of the Committee) ii) Mr. Alexander John Joseph iii) Ms. Comal Ramachandran Gayathri	All the three Members of the Audit Committee are Non-Executive - Independent Directors
2. Nomination & Remuneration Committee	i) Mr. Alexander John Joseph (Chairperson of the Committee) ii) Mr. Nikhil Prataprai Gandhi iii) Ms. Comal Ramachandran Gayathri iv) Mr. Ramanan Venkatraman	i) Non-Executive - Independent Director ii) Chairperson - Non-Executive Director iii) Non-Executive - Independent Director iv) Non-Executive - Independent Director
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	i) Ms. Comal Ramachandran Gayathri (Chairperson of the Committee) ii) Mr. Nikhil Prataprai Gandhi iii) Mr. Alexander John Joseph	i) Non-Executive - Independent Director ii) Chairperson - Non-Executive Director iii) Non-Executive - Independent Director
⁵ 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)

Thursday, November 05, 2015 Thursday, November 26, 2015	Saturday, February 13, 2016	78 days between the Meetings held on Thursday, November 26, 2015 and Saturday, February 13, 2016; which is in tandem with the provisions of Regulation 17 of the Listing Regulations
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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			
Audit Committee Meeting was held on Saturday, February 13, 2016	Yes. The said Audit Committee Meeting was attended by all the Members of the Committee as on the date of the Meeting which included: i) Mr. Ramanan Venkatraman (Chairperson of the Committee)- Non-Executive - Independent Director ii) Mr. Alexander John Joseph- Non-Executive - Independent Director iii) Ms. Comal Ramachandran Gayathri - Non-Executive - Independent Director	During the previous quarter, Audit Committee Meeting was held on Thursday, November 05, 2015	99 days, which is in tandem with the provisions of Regulation 18 of the Listing Regulations
Nomination and Remuneration Committee			
-	-	During the previous quarter, Nomination and Remuneration	-

		Committee Meeting was held on Thursday, November 05, 2015	
* 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) refer note below
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>Note</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>	

VI. Affirmations
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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: None

Sd/-

Name & Designation: Ajay Khera

~~Company Secretary / Compliance Officer / Managing Director / CEO~~

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
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	NA*	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
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	NA	
New name and the old name of the listed entity	NA	
*The Company doesn't pay remuneration to Non-Executive Director except for the sitting fees being paid to the Non-Executive Independent Directors. The same has been disclosed in Annual Report 2014-2015 under Report on Corporate Governance.		
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	NA
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	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)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements	24(2),(3),(4),(5) & (6)	Yes
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

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.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Sd/-

Name & Designation: Ajay Khera

~~Company Secretary / Compliance Officer / Managing Director / CEO~~