SKIL
The Infrapreneurs

April 15, 2019

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

NSE Symbol: SKIL

To,
The Manager,
Listing Department,
BSE Ltd,
Dalal Street,
Mumbai – 400 001

Scrip Code: 539861

Dear Sir/Ma'am,

Sub.: Corporate Governance Report for the quarter and year ended March 31, 2019

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report of the Company for the quarter and year ended March 31, 2019.

Kindly take the same on your records.

Thanking you,

Yours truly,

For **SKIL Infrastructure Limited,**

Nilesh Mehta
Company Secretary

Encl.: a/a

General information about company	
Scrip code	539861
NSE Symbol	SKIL
MSEI Symbol	NA
ISIN	INE429F01012
Name of the entity	SKIL Infrastructure Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	
Wether the listed entity has a Regular Chairperson	Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Nikhil Prataprai Gandhi	AABPG9516A	00030560	Non-Executive - Non Independent Director	Chairperson		15-04-2006			1	1	0		
2	Mr	Bhavesh Prtaprai Gandhi	AABPG9515D	00030623	Non-Executive - Non Independent Director	Not Applicable		05-01-1995			1	0	0		
3	Mr	John Alexander Joseph	AARPA1777D	00485766	Non-Executive - Independent Director	Not Applicable		30-09-2014		54	4	8	2		
4	Ms	Comal Gayathri Ramachandran	ALAPG2146E	02872723	Non-Executive - Independent Director	Not Applicable		30-09-2014		54	4	6	1		

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Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Ramanan Venkatraman	AFRPR5495Q	02754562	Non-Executive - Independent Director	Not Applicable		30-09-2014		54	3	4	4		
6	Mr	Rakesh Mohan	AAAPM1773G	07352915	Non-Executive - Independent Director	Not Applicable		28-09-2018		16	3	2	2		
7	Mr	Shankar Aggarwal	ADVPA6970F	02116442	Executive Director	Not Applicable		08-02-2018			3	4	2		

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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02754562	Ramanan Venkatraman	Non-Executive - Independent Director	Chairperson	08-11-2012		
2	00485766	John Alexander Joseph	Non-Executive - Independent Director	Member	08-11-2012		
3	02872723	Comal Gayathri Ramachandran	Non-Executive - Independent Director	Member	26-11-2013		
4	02116442	Shankar Aggarwal	Executive Director	Member	28-05-2018		
5	07352915	Rakesh Mohan	Non-Executive - Independent Director	Member	13-11-2018		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00485766	John Alexander Joseph	Non-Executive - Independent Director	Chairperson	14-08-2012		
2	00030560	Nikhil Prataprai Gandhi	Non-Executive - Non Independent Director	Member	14-08-2014		
3	02872723	Comal Gayathri Ramachandran	Non-Executive - Independent Director	Member	23-11-2013		
4	02754562	Ramanan Venkatraman	Non-Executive - Independent Director	Member	23-11-2013		

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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02872723	Comal Gayathri Ramachandran	Non-Executive - Independent Director	Chairperson	26-11-2013		
2	00030560	Nikhil Prataprai Gandhi	Non-Executive - Non Independent Director	Member	14-08-2012		
3	00485766	John Alexander Joseph	Non-Executive - Independent Director	Member	09-05-2017		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	13-11-2018			
2		12-02-2019	90	

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Annexure 1

IV. Meeting of Committees

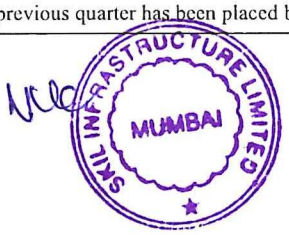
					Disclosure of notes on meeting of committees explanatory			
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reson for not providing date
1	Audit Committee	12-02-2019	Yes	4	13-11-2018	90		

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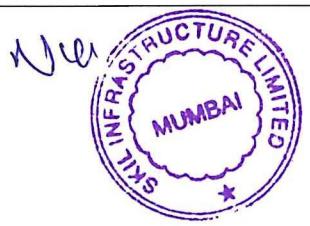
Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Nilesh Mehta
2	Designation	Company Secretary and Compliance Officer



Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.skilgroup.co.in/profile
2	Terms and conditions of appointment of independent directors	Yes		http://www.skilgroup.co.in/appointment-letter-of-id
3	Composition of various committees of board of directors	Yes		http://www.skilgroup.co.in/composition-of-various-board-committees
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.skilgroup.co.in/investor_pdf/Code_of_conduct_for_Board_Members_and_Senior_Management.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.skilgroup.co.in/investor_pdf/Whistle%20Blower%20Policy.pdf
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		http://www.skilgroup.co.in/investor_pdf/Policy-Related-Party-Transaction-1.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://www.skilgroup.co.in/investor_pdf/Policy%20on%20Material%20Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.skilgroup.co.in/investor_pdf/Familiarisation%20Programme%20for%20IDs.pdf

Nc

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Annexure II

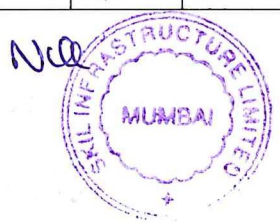
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.skilgroup.co.in/contactus
11	email address for grievance redressal and other relevant details	Yes		http://www.skilgroup.co.in/contactus
12	Financial results	Yes		http://www.skilgroup.co.in/financial-results
13	Shareholding pattern	Yes		http://www.skilgroup.co.in/shareholding
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

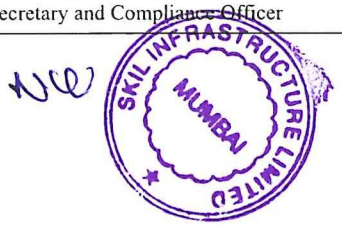


Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Ncl

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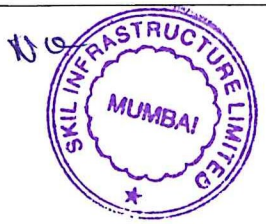
Annexure II		
1	Name of signatory	Nilesh Mehta
2	Designation	Company Secretary and Compliance Officer



Annexure II		
III. Affirmations		
Sr	**Particulars**	**Compliance status (Yes/No/NA)**
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

SKIL INFRASTRUCTURE LIMITED MUMBAI

Annexure II		
1	Name of signatory	Nilesh Mehta
2	Designation	Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	Nilesh Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-04-2019

