

## Compliance Report on Corporate Governance

Name of the Company :Spicebills Investments Limited

Quarter ending on : December31, 2015

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms.)	Name of the Director	PAN and 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	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Brij Gopal Daga	ACMPD8166C/00004858	Non-Executive/Independent	29/09/2014	5 years	3	4	2
Mr.	Satish kumar Gupta	ADKPG5374L/00030841	Non-Executive/Independent	29/09/2014	5 years	4	6	2
Mr.	Avdshesh Kumar Tayal	ACEPT1706C/00372856	Non- Executive	26/09/2011	N.A	0	0	0
Ms.	Gunjan Arora	AQDPA0819J/07134573	Non- Executive	30/09/2015	N.A	4	0	0
<b>II. Composition of Committees</b>								
Name of Committee			Name of Committee members			Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)		
Nomination and Remuneration Committee			1. Mr. Satish Kumar Gupta			Chairperson		
			2. Mr. AvdsheshkumarTayal			Member		
			3. Mr. Brij Gopal Daga			Member		
Audit Committee			1. Mr. Brij Gopal Daga			Chairman		
			2. Mr. Satish Kumar Gupta			Member		
			3. Mr. Avdshesh Kumar Tayal			Member		
Stakeholders Relationship Committee			1. Mr. Brij Gopal Daga			Chairman		
			2. Mr. Satish Kumar Gupta			Member		
			3. Mr. Avdshesh Kumar Tayal			Member		
<b>III. Meeting of Board of Directors</b>								
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 meetings (in number of days)		
14/08/2015			07/11/2015			84 days		
<b>IV. Meeting of Committees</b>								
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-07/11/2015		Yes (All the 3 members were present)		14/08/2015		84 days		
<b>V. Related Party Transactions</b>								
Subject				Compliance Status (Yes/ No/ NA)				
Whether prior approval of audit committee obtained				NA				
Whether shareholder approval obtained for material RPT				NA				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee				NA				
<b>VI. Affirmations</b>								

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
3. The committee members have been made aware of their powers, role, 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 the Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:

**JyotiManchanda**  
**Company Secretary**  
**M. No : A25152**