

Compliance Report on Corporate Governance

1. Name of Listed Entity- **SKIPPER LIMITED**
2. Quarter ending-**31<sup>ST</sup> MARCH, 2023**

**I. Composition of Board of Directors**

Title (Mr./Mrs)	Name of the Director	DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity  [in referenceto Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity  [in referenceto proviso to regulation 17A(1)]	No. 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.	Amit Kiran Deb	DIN-02107792	Chairperson-Non-ExecutiveDirector - Independent Director	23-09-2014	23-09-2019	-	102.08 months	26-12-1948	6	6	8	5
Mr.	Sajan Kumar Bansal	DIN-00063555	Executive Director (Managing Director)	26-10-1984	01-07-2019	-	NA	03-01-1958	1	0	1	1
Mr.	Sharan Bansal	DIN-00063481	Executive Director (Whole-Time Director)	02-04-2002	01-07-2022	-	NA	06-11-1979	1	0	2	0
Mr.	Devesh Bansal	DIN-00162513	Executive Director (Whole-Time Director)	05-04-2002	01-04-2022	-	NA	25-12-1982	1	0	1	0
Mr.	Siddharth Bansal	DIN-02947929	Executive Director (Whole-Time Director)	10-03-2010	01-04-2022	-	NA	18-01-1988	1	0	0	0
Mr.	Yash Pall Jain	DIN-00016663	Executive Director (Whole-Time Director)	06-09-2017	06-09-2022	-	NA	06-01-1959	1	0	0	0

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorships in listed entities including this listed entity [in referenceto Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in referenceto proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including thislisted entity (Refer Regulation 26(1)of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee Heldinlisted entities including thislisted entity (Refer Regulation 26(1)of Listing Regulations)
Mr.	Ashok Bhandari	DIN-00012210	Non-Executive Director- Independent Director	06-09-2017	06-09-2022	-	66.25 months	02-02-1953	6	6	10	2
Mr.	Pramod Kumar Shah	DIN-00343256	Non-Executive Director- Independent Director	30-09-2018	30-09-2018	-	54.01 months	02-12-1951	3	3	10	5
Mrs.	Mamta Binani	DIN-00462925	Non-Executive Director- Independent Director	30-03-2015	01-04-2020	-	96.02 months	10-10-1972	6	6	4	0
Mr.	Raj Kumar Patodi	DIN-00167437	Non-Executive Director- Independent Director	11-05-2022	11-05-2022	-	10.21 months	30-01-1943	1	1	1	0
		Whether Regular Chairperson appointed - <b>Yes</b>										
		Whether Chairperson is related to Managing Director or CEO - <b>No</b>										
		<p><i>SPAN of any director would not be displayed on the website of Stock Exchange.</i></p> <p><i>&amp;Category of directors means executive/non-executive/independent/Nominee.</i></p> <p><i>If a director fits into more than one category, write all categories separating them with hyphen.</i></p> <p><i>*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.</i></p>										

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)§</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1.Audit Committee	Yes	Amit Kiran Deb Ashok Bhandari Sharan Bansal Raj Kumar Patodi	Chairperson-Non-Executive Director- Independent Director Non-Executive Director- Independent Director Executive Director Non-Executive Director- Independent Director	28-07-2015 27-06-2018 25-11-2009 11-05-2022	- - - -
2. Nomination & Remuneration Committee	Yes	Mamta Binani Amit Kiran Deb Ashok Bhandari	Chairperson-Non-Executive Director- Independent Director Non-Executive Director- Independent Director Non-Executive Director- Independent Director	10-05-2016 12-08-2014 27-06-2018	- - -
3.Risk Management Committee (if applicable)	Yes	Yash Pall Jain Prmod Kumar Shah Devesh Bansal	Chairperson- Executive Director Non-Executive Director- Independent Director Executive Director	28-06-2021 28-06-2021 28-06-2021	- - -
4. Stakeholders Relationship Committee	Yes	Amit Kiran Deb Sharan Bansal Devesh Bansal	Chairperson-Non-Executive Director- Independent Director Executive Director Executive Director	07-11-2014 07-11-2014 07-11-2014	- - -
5. Corporate Social Responsibility Committee	Yes	Amit Kiran Deb Sajan Kumar Bansal Devesh Bansal	Chairperson-Non-Executive Director- Independent Director Executive Director Executive Director	27-06-2018 12-02-2015 11-02-2014	- - -

§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.

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between Any two consecutive meetings (in number of days)</b>
12-11-2022	04.02.2023	Yes	8	5	83 days

\*to be filled in only for the current quarter meetings.

<b>IV. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* *</b>	<b>Number of Directors present**</b>	<b>Number of independent directors present**</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>

Audit Committee- 04-02-2023	Yes	4	3	Audit Committee – 12-11-2022	83 days
Nomination and Remuneration Committee- 04-02-2023	Yes	3	3	Nomination and Remuneration Committee- 12-11-2022	83 days
-	-	-	-	Risk Management Committee – 07-11-2022	-
-	-	-	-	Stakeholder Relationship Committee- 12-11-2022	-

*\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.*

*\*\*to be filled in only for the current quarter meetings.*

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status(Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the 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- **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-
  - a. Audit Committee- **Yes**
  - b. Nomination & Remuneration Committee - **Yes**
  - c. Stakeholders Relationship Committee- **Yes**
  - d. Risk management committee (applicable to the top 500 listed entities) - **Yes**
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 - **Yes**
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 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors- **Yes**

*Any comments/observations/advice of the board of directors may be mentioned here.*

**Name– Anu Singh**

**Designation- Company Secretary & Compliance Officer**

### **Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.*

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.skipperlimited.com/about-us/company-profile.aspx">https://www.skipperlimited.com/about-us/company-profile.aspx</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.skipperlimited.com/Media/AppointmentletterofID-21apr21.pdf">https://www.skipperlimited.com/Media/AppointmentletterofID-21apr21.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="https://repository.skipperlimited.com/investor-relations/pdf/BOARD-STRUCTURE-28may22.pdf">https://repository.skipperlimited.com/investor-relations/pdf/BOARD-STRUCTURE-28may22.pdf</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://repository.skipperlimited.com/investor-relations/pdf/CodeofConductforDirectors&amp;SMP-25.05.21.pdf">https://repository.skipperlimited.com/investor-relations/pdf/CodeofConductforDirectors&amp;SMP-25.05.21.pdf</a>
e) Details of establishment of vigil mechanism/Whistle Blower policy	Yes	<a href="https://www.skipperlimited.com/Media/Whistle-Blower-Policy.pdf">https://www.skipperlimited.com/Media/Whistle-Blower-Policy.pdf</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.skipperlimited.com/Media/Nomination_&amp;_Remuneration_Policy.pdf">https://www.skipperlimited.com/Media/Nomination_&amp;_Remuneration_Policy.pdf</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.skipperlimited.com/Media/RELATED-PARTY-TRANSACTIONS-POLICY-24may22.pdf">https://www.skipperlimited.com/Media/RELATED-PARTY-TRANSACTIONS-POLICY-24may22.pdf</a>
h) Policy for determining 'material' subsidiaries	NA	NA
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.skipperlimited.com/Media/Familiarisation-programme-8may2021-22.pdf">https://www.skipperlimited.com/Media/Familiarisation-programme-8may2021-22.pdf</a>
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.skipperlimited.com/investor-relations/investor-Contact.aspx">https://www.skipperlimited.com/investor-relations/investor-Contact.aspx</a>
k) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.skipperlimited.com/investor-relations/investor-Contact.aspx">https://www.skipperlimited.com/investor-relations/investor-Contact.aspx</a>
l) Financial results	Yes	<a href="https://www.skipperlimited.com/investor-relations/financial-results.aspx">https://www.skipperlimited.com/investor-relations/financial-results.aspx</a>
m) Shareholding pattern	Yes	<a href="https://www.skipperlimited.com/investor-relations/shareholding-pattern.aspx">https://www.skipperlimited.com/investor-relations/shareholding-pattern.aspx</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	NA

o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.skipperlimited.com/investor-relations/updates.aspx">https://www.skipperlimited.com/investor-relations/updates.aspx</a>
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per Regulation 47(1)	Yes	<a href="https://www.skipperlimited.com/investor-relations/updates.aspx">https://www.skipperlimited.com/investor-relations/updates.aspx</a>
r) Credit rating or revision in credit rating obtained	Yes	<a href="https://www.skipperlimited.com/investor-relations/updates.aspx">https://www.skipperlimited.com/investor-relations/updates.aspx</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	NA	NA
<b>As per other regulations of the LODR:</b>		
a) Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.skipperlimited.com/investor-relations/Disclosure%20under%20Regulation%2046.aspx">https://www.skipperlimited.com/investor-relations/Disclosure%20under%20Regulation%2046.aspx</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://repository.skipperlimited.com/investor-relations/pdf/Policy-for-Determination-of%20Materiality-of-Events.pdf">https://repository.skipperlimited.com/investor-relations/pdf/Policy-for-Determination-of%20Materiality-of-Events.pdf</a>
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes	<a href="https://repository.skipperlimited.com/investor-relations/pdf/dividend.pdf">https://repository.skipperlimited.com/investor-relations/pdf/dividend.pdf</a>
<i>It is certified that these contents on the website of the listed entity are correct.</i>	Yes	<a href="https://www.skipperlimited.com/">https://www.skipperlimited.com/</a>
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)&25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1)&(2)	Yes

<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2)& 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)&(8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)&(6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3)&(4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8)&(9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	Yes
<p><b>Note</b></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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.</p>		NA



**Name– Anu Singh**

**Designation- Company Secretary & Compliance Officer**

Half year ending- 31<sup>st</sup> March, 2023

I. **Disclosure of Loans/guarantees/comfort letters/securities etc.(refer note below)**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them	NA	
KMPs or any other entity controlled by them		

(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		NA	
KMPs entity or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (Cash, Shares)	Aggregate value of security provided during six months	Balance outstanding at the end of six months

Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		NA	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company- Not Applicable

**Name & Designation**

**CEO/CFO**

**Note:**

1. *These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
  - a) *by a government company to/for the Government or government company*
  - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
  - c) *by a banking company or an insurance company; and*
  - d) *by the listed entity to its employees or directors as a part of the service conditions*
  
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*