

Compliance Report on Corporate Governance

1. Name of Listed Entity- **SKIPPER LIMITED**
2. Quarter ending-**30th SEPTEMBER, 2023**

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|-----------------------------|-----------------------|---|------------------------------------|--------------------------------|--------------------------|-----------------|----------------------|---|--|--|---|
| Title (Mr./Mrs.) | Name of the Director | PAN\$ &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 reference to Regulation 17A(1)] | No. of Independent Directorship in listed entities including this listed entity [in reference to 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-Executive Director-Independent | 23-09-2014 | 23-09-2019 | - | 108.08 months | 26-12-1948 | 7 | 7 | 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 | PAN [§] & 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 | - | 72.25 months | 02-02-1953 | 4 | 4 | 9 | 2 |
| Mr. | Pramod Kumar Shah | DIN-00343256 | Non-Executive Director-Independent Director | 30-09-2018 | 30-09-2023 | - | 60.01 months | 02-12-1951 | 2 | 2 | 7 | 3 |
| Mrs. | Mamta Binani | DIN-00462925 | Non-Executive Director-Independent Director | 30-03-2015 | 01-04-2020 | - | 102.02 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 | - | 16.21 months | 30-01-1943 | 1 | 1 | 1 | 0 |
| | | Whether Regular Chairperson appointed - Yes | | | | | | | | | | |
| | | Whether Chairperson is related to Managing Director or CEO - No | | | | | | | | | | |
| | | [§] PAN 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 | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)§ | Date of Appointment | Date of Cessation |
| 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 | Devesh Bansal Pramod Kumar Shah Sharan Bansal Shiv Shankar Gupta Yash Pall Jain | Chairperson- Executive Director (Chairperson with effect from 10-08-2023) Non-Executive Director- Independent Director Executive Director Chief Financial officer Executive Director | 28-06-2021 28-06-2021 10-08-2023 10-08-2023 28-06-2021 | - - - - 10-08-2023 |
| 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 | - - - |
| 6. Other Committee – Environmental, Social and Governance Committee | Yes | Devesh Bansal Mamta Binani Yash Pall Jain Raj Kumar Nanda | Chairperson-Executive Director Non-Executive Director- Independent Director Executive Director Member-AGM-EHS | 04-02-2023 04-02-2023 04-02-2023 04-02-2023 | - - - - |
| §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 | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between Any two consecutive meetings (in number of days) |
| 15.05.2023 | 10.08.2023 | Yes | 10 | 5 | 86 days |
| - | 16.08.2023 | Yes | 10 | 5 | 5 days |

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

IV. Meetings of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* * | Number of Directors present** | Number of independent directors present** | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|-------------------------------|---|---|---|
| Audit Committee- 10-08-2023 | Yes | 4 | 3 | Audit Committee- 15-05-2023 | 86 days |
| Nomination and Remuneration Committee- 10-08-2023 | Yes | 3 | 3 | - | - |

* 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

| Subject | Compliance status(Yes/No/NA)refer note below |
|--|--|
| 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:**
- 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.
 - If status is "No" details of non-compliance may be given here.

VI. Details of Cyber security incidence

| | |
|--|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |
| Date of the event | - |
| Brief details of the event | - |

VII. 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 1st 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.

| Affirmations | | |
|---|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status(Yes/No/NA)refer note below |
| 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 Audit Committee at the Annual General Meeting | 18(1)(d) | No (The Chairperson couldn't join the AGM due to poor health) |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting | 20(3) | No (The Chairperson couldn't join the AGM due to poor health) |
| Whether "Corporate Governance Report"disclosed in Annual Report | 34(3) read with para C of Schedule V | 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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>Name– Anu Singh Designation- Company Secretary & Compliance Officer</p> | | |

ANNEXURE IV

Half year ending- 30th September, 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 | N.A | |
| 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 | | N.A | |
| 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 | | N.A | |
| 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- NA

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.*