

Compliance Report on Corporate Governance

1. Name of Listed Entity- **SKIPPER LIMITED**
2. Quarter ending - **30th September, 2019**

I. Composition of Board of Directors												
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 Cessa tion	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 Director	23-09-2014	23-09-2019	-	61 months	26-12-1948	3	3	8	4
Mr.	Sajan Kumar Bansal	DIN-00063555	Executive Director (Managing Director)	26-10-1984	01-07-2019	-	NA	03-01-1958	1	0	1	0
Mr.	Sharan Bansal	DIN-00063481	Executive Director (Whole-Time Director)	02-04-2002	01-07-2019	-	NA	06-11-1979	1	0	2	0
Mr.	Devesh Bansal	DIN-00162513	Executive Director (Whole-Time Director)	05-04-2002	01-04-2019	-	NA	25-12-1982	1	0	1	0
Mr.	Siddharth Bansal	DIN-02947929	Executive Director (Whole-Time Director)	10-03-2010	01-04-2019	-	NA	18-01-1988	1	0	0	0
Mr.	Yash Pall Jain	DIN-00016663	Executive Director (Whole-Time Director)	06-09-2017	06-09-2017	-	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 Cessa tion	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.	Joginder Pal Dua	DIN-02374358	Non-Executive Director-Independent Director	01-02-2016	01-02-2016	-	44 months	05-08-1952	2	2	2	0
Mr.	Ashok Bhandari	DIN-00012210	Non-Executive Director-Independent Director	06-09-2017	06-09-2017	-	25 months	02-02-1953	6	6	7	0
Mr.	Pramod Kumar Shah	DIN-00343256	Non-Executive Director-Independent Director	30-09-2018	30-09-2018	-	12 months	02-12-1951	3	3	5	3
Mrs.	Mamta Binani	DIN-00462925	Non-Executive Director-Independent Director	30-03-2015	30-03-2015	-	54 months	10-10-1972	5	5	7	2
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to Managing Director or CEO - No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange.</i></p> <p><i>&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.</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>										

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 Joginder Pal Dua Ashok Bhandari Sharan Bansal	Chairperson-Non-Executive Director- Independent Director Non-Executive Director- Independent Director Non-Executive Director- Independent Director Executive Director	28-07-2015 18-05-2016 27-06-2018 25-11-2009	-
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)	N.A				
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.					
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 (in number of days)
22-05-2019	12-08-2019	Yes	9	4	81 days
-	18-09-2019	Yes	8	4	36 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- 12-08-2019	Yes	3	2	Audit Committee-22.05.2019	81 days
Audit Committee-18-09-2019	Yes	4	3		36 days
Stakeholders Relationship Committee- 12-08-2019	Yes	2	0	-	-
-	-	-	-	Nomination & Remuneration Committee-22.05.2019	-
-	-	-	-	Corporate Social Responsibility Committee-22.05.2019	-

* 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:

- 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 100 listed entities) - **NA**
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 – Manish Agarwal

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.

ANNEXURE III

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*
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*
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>* Sri Amit Kiran Deb, Chairperson of the Audit Committee and Stakeholders Relationship Committee could not attend the Annual General Meeting of the Company held on 12.08.2019 due to his ill health and requested for leave of absence. Further as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he authorized Sri Joginder Pal Dua, member of the Audit Committee & Sri Sharan Bansal, member of the Stakeholders Relationship Committee for the purpose of answering the security holders queries in the Annual General Meeting held on the aforesaid date in his absence vide letter dated 05.08.2019.</p> <p>Both Sri Joginder Pal Dua and Sri Sharan Bansal were present at the AGM to answer the queries of the security holders.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name – Manish Agarwal Designation- Company Secretary & Compliance Officer</p>		