

Compliance Report on Corporate Governance

1. Name of Listed Entity - **SKIPPER LIMITED**
2. Quarter ending - **31<sup>st</sup> December, 2021**

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 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		Chairperson – Non – Executive Director - Independent Director	23-09-2014	23-09-2019	-	88 months	26-12-1948	6	6	8	4
Mr.	Sajan Kumar Bansal		Executive Director (Managing Director)	26-10-1984	01-07-2019	-	NA	03-01-1958	1	0	1	1
Mr.	Sharan Bansal		Executive Director (Whole-Time Director)	02-04-2002	01-07-2019	-	NA	06-11-1979	1	0	2	0
Mr.	Devesh Bansal		Executive Director (Whole-Time Director)	05-04-2002	01-04-2019	-	NA	25-12-1982	1	0	1	0
Mr.	Siddharth Bansal		Executive Director (Whole-Time Director)	10-03-2010	01-04-2019	-	NA	18-01-1988	1	0	0	0
Mr.	Yash Pall Jain		Executive Director (Whole-Time Director)	06-09-2017	06-09-2021	-	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 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		Non-Executive Director-Independent Director	01-02-2016	01-02-2021	-	71months	05-08-1952	2	2	4	1
Mr.	Ashok Bhandari		Non-Executive Director-Independent Director	06-09-2017	06-09-2017	-	52months	02-02-1953	7	7	10	1
Mr.	Pramod Kumar Shah		Non-Executive Director-Independent Director	30-09-2018	30-09-2018	-	39 months	02-12-1951	4	4	10	5
Mrs.	Mamta Binani		Non-Executive Director-Independent Director	30-03-2015	01-04-2020	-	81 months	10-10-1972	7	7	4	2
		Whether Regular Chairperson appointed – <b>Yes</b>										
		Whether Chairperson is related to Managing Director or CEO– <b>No</b>										
		<p><i>§PAN 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. 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)	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	-
<p><i>Category of directors means Executive/ Non-Executive/ Independent/ Nominee. If a director fits in to more than one category write all categories separating them with hyphen.</i></p>					
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* (other than Independent Director)	Number of independent directors attending the meeting*	Maximum gap between Any two consecutive meetings (in number of days)
12-08-2021	09-11-2021	Yes	5	5	88 days
<p><i>*to be filled in only for the current quarter meetings.</i></p>					

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 (other than Independent Director)**	Number of independent directors attending the meeting**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between Any two consecutive meetings in number of days*
Audit Committee- 09-11-2021	Yes	1	3	Audit Committee- 12-08-2021	88 days
Nomination & Remuneration Committee- 09-11-2021	Yes	-	3		-
Risk Management Committee- 09-11-2021	Yes	2	1		-
Stakeholders Relationship Committee-09-11-2021	Yes	2	1		-
					-
<p><i>*This information has to be mandatorily be given for audit committee, forrest of the committees giving this information is optional.</i></p> <p><i>**to be filled in only for the current quarter meetings.</i></p>					
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		
<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>					

## **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 (as applicable) - **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.*

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**Name– Manish Agarwal**

**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.*

