

## Compliance Report on Corporate Governance

### ANNEXURE I

|   |                       |                                  |
|---|-----------------------|----------------------------------|
| 1 | Name of Listed Entity | SKIPPER LIMITED                  |
| 2 | Quarter ending        | 30 <sup>th</sup> September, 2018 |

| <b>I. Composition of Board of Directors</b> |                      |                                |   |   |         |  |  |  |
|---|----------------------|--------------------------------|---|---|---------|--|--|--|
| Title (Mr./ Ms)                             | Name of the Director | PAN <sup>s</sup> & DIN         | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>t</sup> | Date of Appointment in the current term / cessation | Tenure* | No. of Directorship in listed entities including this listed entity<br>(Refer Regulation 25(1) of Listing Regulations) | No. of memberships in Audit/ Stakeholders Committee(s) including this listed entity<br>(Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity<br>(Refer Regulation 26(1) of Listing Regulations) |
| Mr.   | Amit Kiran Deb       | Pan-AFOPD8770P<br>Din-02107792 | Chairman /Non Executive Director/ Independent Director                              | 23 <sup>rd</sup> September, 2014                    | 5 years | 3  | 8  | 3  |
| Mr.   | Sajan Kumar Bansal   | Pan-AHDPB8853A<br>Din-00063555 | Executive Director  | 1 <sup>st</sup> October, 2016                       | NA      | 1  | 1  | 0  |
| Mr.   | Sharan Bansal        | Pan-ADDPB5067G<br>Din-00063481 | Executive Director  | 1 <sup>st</sup> July, 2017                          | NA      | 1  | 2  | 0  |
| Mr.   | Devesh Bansal        | Pan-AFLPB5841C<br>Din-00162513 | Executive Director  | 01 <sup>st</sup> April, 2016                        | NA      | 1  | 1  | 0  |
| Mr.   | Siddharth Bansal     | Pan-AKQPB7209J<br>Din-02947929 | Executive Director  | 1 <sup>st</sup> April, 2016                         | NA      | 1  | 0  | 0  |
| Mr.   | Yash Pall Jain       | Pan-ABDPJ0962E<br>Din-00016663 | Executive Director  | 6 <sup>th</sup> September, 2017                     | NA      | 1  | 0  | 0  |
| Mr.   | Joginder Pal Dua     | Pan-AABPD7120M<br>Din-02374358 | Non Executive Director/ Independent Director  | 1 <sup>st</sup> February, 2016                      | 5 years | 3  | 2  | 0  |
| Mrs.  | Mamta Binani         | Pan-AEAPB1095A<br>Din-00462925 | Non Executive Director/ Independent Director  | 30 <sup>th</sup> March, 2015                        | 5 years | 4  | 6  | 1  |
| Mr.   | Ashok Bhandari       | Pan-ADUPB5894Q<br>Din-00012210 | Non Executive Director/ Independent Director  | 6 <sup>th</sup> September, 2017                     | 5 years | 7  | 8  | 0  |
| Mr.   | Pramod Kumar Shah    | Pan-ALUPS6697N<br>Din-00343256 | Non Executive Director/ Independent Director  | 30 <sup>th</sup> September, 2018                    | 5 years | 3  | 5  | 1  |

<sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>t</sup> & 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.



| <b>II. Composition of Committees</b>                                      |  |   |
|---|--|---|
| <b>Name of Committee</b>  | <b>Name of Committee members</b>   | <b>Category</b><br>(Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>*</sup>       |
| 1. Audit Committee  | Amit Kiran Deb<br>Joginder Pal Dua<br>Ashok Bhandari<br>Sharan Bansal    | Chairperson/ Independent Director<br>Independent Director<br>Independent Director<br>Executive Director |
| 2. Nomination & Remuneration Committee                                    | Mamta Binani<br>Amit Kiran Deb<br>Ashok Bhandari                         | Chairperson/ Independent Director<br>Independent Director<br>Independent Director                       |
| 3. Stakeholders Relationship Committee                                    | Amit Kiran Deb<br>Sharan Bansal<br>Devesh Bansal                         | Chairperson/ Independent Director<br>Executive Director<br>Executive Director                           |
| 4. Corporate Social Responsibility Committee                              | Amit Kiran Deb<br>Sajan Kumar Bansal<br>Devesh Bansal                    | Chairperson/ Independent Director<br>Executive Director<br>Executive Director                           |
| 5. Finance Committee  | Sajan Kumar Bansal<br>Sharan Bansal<br>Devesh Bansal<br>Siddharth Bansal | Chairperson/Executive Director<br>Executive Director<br>Executive Director<br>Executive Director        |
| 6. Business Coordination Committee (earlier known as Executive Committee) | Sajan Kumar Bansal<br>Sharan Bansal<br>Yash Pall Jain                    | Chairperson/Executive Director<br>Executive Director<br>Executive Director                              |

<sup>\*</sup> 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>Maximum gap between any two consecutive (in number of days)</b> |  |
| 17.05.2018   | 09.08.2018   | 83 days  |  |
| -  | 30.09.2018   | 51 days  |  |

**IV. Meeting of Committees**

| <b>Date(s) of meeting of the committee in the relevant quarter</b> | <b>Whether requirement of Quorum met (details)</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- 09.08.2018  | Yes – 3 out of 4 members were present              | Audit Committee- 17.05.2018  | 83 days  |
| Nomination & Remuneration Committee-09.08.2018                     | Yes – 3 out of 3 members were present              | Nomination & Remuneration Committee-16.05.2018   |  |
| Nomination & Remuneration Committee-30.09.2018                     | Yes – 3 out of 3 members were present              | Nomination & Remuneration Committee-05.06.2018<br><br>Corporate Social Responsibility Committee-16.05.2018<br><br>Stakeholders Relationship Committee-16.05.2018 |  |

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

| <b>V. Related Party Transactions</b> |  |
|--------------------------------------|--|
| <b>Subject</b>                       | <b>Compliance status (Yes/No/N.A.)</b> <small>refer note below</small> |



|  |      |
|--|------|
| Whether prior approval of audit committee obtained   | N.A. |
| Whether shareholder approval obtained for material RPT   | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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 - 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 Board of Directors may be mentioned here:

*Manish Agarwal*

Name— Manish Agarwal

Designation- Company Secretary & Compliance Officer

**ANNEXURE III**

| <b>VII. Affirmations</b>   |                                      |   |
|--|--------------------------------------|---|
| <b>Broad heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/N.A.)<sup>refer note below</sup></b> |
| 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 the Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes   |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting   | 19(3)                                | Yes   |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | 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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

*Manish Agarwal*

Name – Manish Agarwal

Designation- Company Secretary & Compliance Officer

