

Compliance Report on Corporate Governance

1. Name of Listed Entity- **SKIPPER LIMITED**
2. Quarter ending- **31st March, 2020**

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 referenceto Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in referenceto proviso to regulation 17A(1)]	No. of member ships 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
Mr.	Amit Kiran Deb	DIN-02107792	Chairperson-Non-Executive Director - Independent Director	23-09-2014	23-09-2019	-	67 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	1
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 Dateof Appointment	Dateof Re- app ointment	Dateof Cessati on	Tenure*	Date of Birth	No.of directorshipin listed entities includingthis 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
Mr.	Joginder Pal Dua	DIN-02374358	Non-Executive Director- Independent Director	01-02-2016	01-02-2016	-	50 months	05-08-1952	2	2	2	0
Mr.	Ashok Bhandari	DIN-00012210	Non-Executive Director- Independent Director	06-09-2017	06-09-2017	-	31 months	02-02-1953	6	6	8	0
Mr.	Pramod Kumar Shah	DIN-00343256	Non-Executive Director- Independent Director	30-09-2018	30-09-2018	-	18 months	02-12-1951	3	3	5	3
Mrs.	Mamta Binani	DIN-00462925	Non-Executive Director- Independent Director	30-03-2015	30-03-2015	-	60 months	10-10-1972	5	5	6	2
		WhetherRegularchairpersonappointed - Yes										
		WhetherChairpersonisrelatedtoManagingDirectororCEO - No										
		<p><i>\$PANof anydirectorwouldnotbe displayedonthewebsiteofStockExchange.</i></p> <p><i>&Categoryofdirectorsmeansexecutive/non-executive/independent/Nominee. Ifa directorfitsintomorethan one category,writeallcategoriseseparatingthemwithhyphen.</i></p> <p><i>*tobefilledonlyforIndependentDirector.TenurewouldmeantotalperiodfromwhichIndependentdirectoris serving onBoardofdirectorsofthelistedentityincontinuitywithoutanycoolingoffperiod.</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	-
<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>					
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)
13-11-2019	13-02-2020	Yes	9	5	91 days
<i>*to be filled in only for the current quarter meetings.</i>					
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- 13-02-2020	Yes	4	3	Audit Committee- 13-11-2019	91 days
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*This information has to be mandatorily 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**

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.

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.skipperlimited.com
b) Terms and conditions of appointment of independent directors	Yes	www.skipperlimited.com
c) Composition of various committees of board of directors	Yes	www.skipperlimited.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.skipperlimited.com
e) Details of establishment of vigil mechanism/Whistle Blower policy	Yes	www.skipperlimited.com
f) Criteria of making payments to non-executive directors	Yes	www.skipperlimited.com
g) Policy on dealing with related party transactions	Yes	www.skipperlimited.com
h) Policy for determining 'material' subsidiaries	NA	NA
i) Details of familiarization programmes imparted to independent directors	Yes	www.skipperlimited.com
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.skipperlimited.com
k) Email address for grievance redressal and other relevant details	Yes	www.skipperlimited.com
l) Financial results	Yes	www.skipperlimited.com
m) Shareholding pattern	Yes	www.skipperlimited.com
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	www.skipperlimited.com
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per Regulation 47(1)	Yes	www.skipperlimited.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.skipperlimited.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	Yes	www.skipperlimited.com
As per other regulations of the LODR:		
a) Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.skipperlimited.com
b) Materiality Policy as per Regulation 30	Yes	www.skipperlimited.com
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes	www.skipperlimited.com
<i>It is certified that these contents on the website of the listed entity are correct.</i>	Yes	www.skipperlimited.com

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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 & 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 & remuneration committee</i>	19(1)&(2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & 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)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1) (1),(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)	NA
<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>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>III Affirmations:</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
<p>Name– Manish Agarwal Designation- Company Secretary & Compliance Officer</p>		

