



Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the process of creation of long term value for various stakeholders through ethical and transparent business practices. It can be defined as a systematic framework comprising of a set standard of procedures and practices to be implemented for governing the Company in the best interest of all the stakeholders. It refers to a methodological application of techniques aimed at attaining greatest level of integrity, fairness, equity, transparency, accountability and commitment.

Your Company continues to place strong emphasis on Corporate Governance and believes in adopting and adhering to the best practices and is committed to do things in the right way. Responsible corporate conduct is integral to the way we do our business and our actions are governed by our values and principles, which are reinforced at all levels within the Company. We believe in maintaining highest standard of corporate behavior with everyone we work with, to succeed in the long run. Our corporate structure, business operations and disclosure practices have been strictly aligned to our Corporate Governance philosophy.

2. BOARD OF DIRECTORS

COMPOSITION OF THE BOARD

The Board plays a crucial role in overseeing how the management serves the short and long-term interests of the stakeholders. Accordingly to oversee the same, competent, experienced and eminent personalities from diverse spheres, possessing varied skills, qualifications, expertise and experience have been selected as members of the Board.

Your Company firmly believes that a diversified and cohesive Board with strong Independent representation is necessary to ensure the highest level of corporate governance. As on the date of this report, the Board consists of ten Directors comprising five Independent Directors including a woman director and five Executive Directors. The position of the Chairman of the Board and the Managing Director are held by separate individuals, where the Chairman of the Board is an Independent Director. None of the Independent Directors are more than 75 years of age. The profile of the Directors can be accessed on the Company's website at <https://skipperlimited.com/about-us/senior-management.aspx>

The Board's composition is in accordance with the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'Act') and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

DIRECTORSHIP(S), COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S) AND SHAREHOLDING

Every Director on the Board notifies the Company on an annual basis about the Board and the Committee positions which he/she occupies in other Companies and constantly updates any changes therein. The number of Directorship(s), Committee Membership(s)/Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and the Listing Regulations.

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The details of each member of the Board as on 31st March, 2021 are given below:

| Sl. No. | Name & Designation/ Category | DIN | Initial Date of Joining the Board | Running Term of Independent Director | Number and percentage of equity shares held in the Company | Number of Directorship in other Companies ^a | | | Number of Membership/ Chairmanship of Committees of other Companies ^b | | Names of the other Listed entities & category of directorship |
|---------|------------------------------------------------------------------------------|----------|-----------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------------|---------------------------------|-------------------------------|-------------------------------------------------------------------------------------------|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | | | | | Private Companies | Unlisted Public Companies | Listed Public Companies | As Chairman | As Member (including chairmanship) | |
| 1. | Sri Amit Kiran Deb (Non-Executive Independent Chairman) | 02107792 | 28.01.2010 | 2 nd Term | - | - | 4 | 5 | 2 | 6 | India Power Corporation Limited (Non-Executive Independent Director) Emami Limited (Non-Executive Independent Director) Century Plyboards (India) Limited (Non-Executive Independent Director) Star Cement Limited (Non-Executive Independent Director) B & A Limited (Non-Executive Independent Director) |
| 2. | Sri Joginder Pal Dua ^c (Non-Executive Independent Director) | 02374358 | 01.02.2016 | 2 nd Term | - | - | 3 | 1 | 1 | 3 | Century Plyboards (India) Limited (Non-Executive Independent Director) |
| 3. | Sri Ashok Bhandari (Non-Executive Independent Director) | 00012210 | 06.09.2017 | 1 st Term | - | 3 | 3 | 6 | - | 8 | Intrasoft Technologies Limited (Non-Executive Independent Director) Maithan Alloys Limited (Non-Executive Independent Director) IFB Industries Limited (Non-Executive Independent Director) Rupa & Company Limited (Non-Executive Independent Director) Maharashtra Seamless Limited (Non-Executive Independent Director) N.B.I. Industrial Finance Company Limited (Non-Executive Independent Director) |
| 4. | Sri Pramod Kumar Shah (Non-Executive Independent Director) | 00343256 | 30.09.2018 | 1 st Term | - | - | 6 | 3 | 5 | 10 | Emami Frank Ross Limited (Non-Executive Independent Director) Star Cement Limited (Non-Executive Independent Director) Shyam Century Ferrous Limited (Non-Executive Independent Director) |
| 5. | Smt. Mamta Binani (Non-Executive Independent Woman Director) | 00462925 | 12.02.2015 | 2 nd Term | - | - | 3 | 6 | 2 | 4 | Kkalpana Industries (India) Limited (Non-Executive Independent Director) Century Plyboards (India) Limited (Non-Executive Independent Director) GPT Infraprojects Limited (Non-Executive Independent Director) La Opala R G Limited (Non-Executive Independent Director) Emami Paper Mills Limited (Non-Executive Independent Director) Balrampur Chini Mills Limited (Non-Executive Independent Director) |
| 6. | Sri Sajjan Kumar Bansal (Managing Director- Promoter) | 00063555 | 26.10.1984 | NA | 21,855,339 (21.29%) | 5 | 4 | - | 1 | 1 | None |
| 7. | Sri Sharan Bansal (Executive Director- Promoter) | 00063481 | 02.04.2002 | NA | 10,000 (0.01%) | 3 | 6 | - | - | - | None |
| 8. | Sri Devesh Bansal (Executive Director- Promoter) | 00162513 | 05.04.2002 | NA | 10,000 (0.01%) | 4 | 6 | - | - | - | None |
| 9. | Sri Siddharth Bansal (Executive Director- Promoter) | 02947929 | 10.03.2010 | NA | 10,000 (0.01%) | 1 | 2 | - | - | - | None |
| 10. | Sri Yash Pall Jain ^d (Executive Director- Non Promoter) | 00016663 | 06.09.2017 | NA | - | - | - | - | - | - | None |

a. Excludes foreign companies, guarantee companies and companies registered under Section 8 of the Act.

b. Represents only membership/chairmanship of Audit Committee & Stakeholders Relationship Committee of Public Companies whether listed or not.

c. Re-appointed as Independent Director for a second term of five years w.e.f 1 February 2021.

d. Re-appointed as Executive Director of the Company w.e.f 6 September 2020.



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- e. Apart from as stated above the directors do not hold any other shares/convertible instruments.
f. Number of Directorship, Committee Membership(s)/ Chairmanship(s) of all the Directors as on 31st March, 2021 is within the prescribed limits.

CORE SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES OF THE DIRECTORS

We believe that it is the collective effectiveness of the Board that impacts Company's performance and therefore members of the Board should have a balance of skills, experience and diversity of perspectives appropriate to the Company. The identification of the core skills of individual Directors not only assist in ascertaining the specialisation of each Director but also helps in identifying the gaps in core skill required for effective functioning of the Company. The specific areas of focus or expertise of individual Board members have been highlighted in the table below:

| Key Attributes/ Areas of Expertise | Sri Sajan Kumar Bansal | Sri Sharan Bansal | Sri Devesh Bansal | Sri Siddharth Bansal | Sri Yash Pall Jain | Sri Amit Kiran Deb | Sri Joginder Pal Dua | Smt. Mamta Binani | Sri Ashok Bhandari | Sri Pramod Kumar Shah |
|----------------------------------------------------------|---------------------------------|----------------------|----------------------|----------------------------|-----------------------|--------------------------|----------------------------|-------------------------|-----------------------|--------------------------------|
| Industry Expertise | ✓ | ✓ | ✓ | ✓ | ✓ | - | - | - | - | - |
| Financial, Taxation & Accounting | ✓ | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ |
| Legal, Compliance, Governance & Risk Management | ✓ | - | ✓ | - | ✓ | - | ✓ | ✓ | ✓ | ✓ |
| Sales & Marketing | ✓ | ✓ | ✓ | ✓ | - | - | - | - | - | - |
| Leadership, Management & Corporate Strategy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Administration & Human Resource | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ | - |

INTER-SE RELATIONSHIP BETWEEN DIRECTORS

Sri Sharan Bansal, Sri Devesh Bansal, Sri Siddharth Bansal, Executive Directors of the Company are brothers amongst themselves and are sons of Sri Sajan Kumar Bansal who is the Managing Director of the Company. None of the other Directors of the Company are related to each other in accordance with Section 2(77) of the Act, including the rules made thereunder.

BOARD PROCEDURES AND FLOW OF INFORMATION

The Company adheres to the provisions of the Act, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees. The Board meets at regular intervals to discuss and decide on business strategies/policies, financial results, business operations, future course of actions and reviews all the relevant information which is mandatorily required to be placed before the Board. Minimum four prescheduled Board meetings are held during a year and additional meetings are held to address specific needs. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The agenda of the Board/Committee meeting is set by the Company Secretary in consultation with the Chairman and Managing Director of the Company and are circulated amongst the Director's well in advance to enable the Board to take informed decisions. The agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting. At Board/Committee meetings, departmental heads and representatives who can provide additional insights are invited, if required. Draft minutes of the proceedings of the meetings are circulated in time and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. Important decisions taken by the Board and its Committees are promptly communicated to the concerned departments. Action taken reports on decisions of the previous meetings are placed at the next meeting(s) for information and further recommended actions, if any.

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MEETING OF THE BOARD OF DIRECTORS

Five Board Meetings were held during the FY 2020-21 in compliance with the various provisions of the Act/ Listing Regulations and in accordance with the relaxations provided by MCA/SEBI with regard to the outbreak of Covid 19 pandemic.

Attendance of Directors at the Board Meetings and at the 39th Annual General Meeting held on 28th September 2020:

| Sl. No. | Name of the Directors | Attendance at Board Meetings held during the year | | | | | Number of meetings held | Number of meetings attended | Attendance at last AGM held on 28 September 2020 |
|---------|------------------------|---------------------------------------------------|-------------------|-----------------|-----------------|-----------------|-------------------------|-----------------------------|--------------------------------------------------|
| | | 22 June 2020 | 14 September 2020 | 19 October 2020 | 31 October 2020 | 19 January 2021 | | | |
| 1 | Sri Amit Kiran Deb | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 | ✓ |
| 2 | Sri Sejan Kumar Bansal | ✓ | ✓ | ✓ | ✓ | LOA | 5 | 4 | ✓ |
| 3 | Sri Sharan Bansal | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 | ✓ |
| 4 | Sri Devesh Bansal | ✓ | ✓ | ✓ | ✓ | LOA | 5 | 4 | ✓ |
| 5 | Sri Siddharth Bansal | ✓ | ✓ | LOA | ✓ | ✓ | 5 | 4 | ✓ |
| 6 | Sri Yash Pall Jain | ✓ | ✓ | ✓ | ✓ | LOA | 5 | 4 | ✓ |
| 7 | Sri Joginder Pal Dua | LOA | ✓ | ✓ | ✓ | ✓ | 5 | 4 | ✓ |
| 8 | Sri Ashok Bhandari | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 | ✓ |
| 9 | Sri Pamod Kumar Shah | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 | ✓ |
| 10 | Smt. Mamta Binani | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 | ✓ |

* LOA stands for Leave of Absence

* Due to outbreak of Covid 19 pandemic, the 39th Annual General Meeting of the Company was held through Video Conferencing/Other Audio Visual Means (OAVM) mode in compliance with the circulars issued by MCA/SEBI in this regard.

INDEPENDENT DIRECTORS

In the opinion of the Board, all the Independent Directors of the Company meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations and are independent of the management. The number of Directorship of all the Independent Directors is within the respective limits prescribed under the Companies Act, 2013 and Listing Regulations. None of the independent directors are aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

All the Independent Directors of the Company have duly registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Directors who were required, have duly qualified the online proficiency self-assessment test in terms of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

MEETING OF THE INDEPENDENT DIRECTORS

Independent Directors of the Company met separately on 22 June 2020 without the presence of Non-Independent Directors and members of management. Sri Amit Kiran Deb designated as the lead independent director, chaired the Independent Director's meeting. Sri Joginder Pal Dua could not make it convenient to attend the meeting. In accordance with the Listing Regulations, following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company after taking into account the views of Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

RE-APPOINTMENT AND RESIGNATION OF INDEPENDENT DIRECTORS

Sri Joginder Pal Dua, Independent Director of the Company was re-appointed for a second term of five consecutive years w.e.f 1 February 2021 at the Annual General Meeting of the Company held on 28 September 2020. The terms and conditions of the appointment of Independent Directors are available on Company's website at <https://www.skipperlimited.com/Media/AppointmentletterofID-21apr21.pdf>. None of the Independent Directors have tendered their resignation during the financial year 2020-21.



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FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

All the new Directors inducted on the Board are provided a formal orientation programme to acquaint them with the Company's background history, milestones, nature of industry, product offerings, businesses, policies of the Company, structure of the board and committees. The Managing Director of the Company also has a one to one discussion with the newly appointed Director to familiarize him with the Company's culture.

Further, at regular intervals familiarization programs are arranged wherein Independent Directors are informed about business strategy, business operations, market share, financial parameters, regulatory and business scenario of the industry, changes in business model and are provided with all necessary updates, documents, reports, policies to ensure that the Independent Directors are properly aware about the business and performance of the Company from time to time. Such programmes provide an opportunity to the Directors to understand the business and strategy of the Company in detail. Significant statutory updates are circulated on a regular basis through which all the Directors are made well versed with all the significant regulatory developments and amendments in the corporate sector.

During the year two familiarization programmes were conducted on 22 June 2020 and 19 January 2021 at Kolkata.

The details of familiarization program imparted to the Independent Directors are available on the website of the Company at <https://www.skipperlimited.com/Media/FAMILIARIZATION-PROGRAM-FOR-INDEPENDENT-DIRECTORS-21apr21.pdf>

REMUNERATION OF DIRECTORS

The Company has adopted a Nomination & Remuneration Policy to determine the compensation structure of the Executive/Non-Executive Directors. The Policy is intended to set out specific criteria to pay equitable remuneration to the Directors, Key Managerial Personnel's (KMP), Senior Management Personnel's (SMP) and other employees of the Company in consonance with the existing industry practice and aims at attracting and retaining high calibre talent. Remuneration of Executive and Non-executive Directors is determined by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders, where ever required. All remuneration, in whatever form, payable to Senior Management are also recommended by this Committee.

The salient features of the Nomination & Remuneration Policy are provided in the Board's Report and the detailed policy is available on the Company's website at https://skipperlimited.com/Media/Nomination_&_Remuneration_Policy.pdf

(a) Remuneration paid to Executive Directors

The appointment and remuneration of Executive Directors are governed by the Articles of Association of the Company and the resolutions passed by the shareholders of the Company. The remuneration paid to Executive Directors is determined keeping in view the industry benchmarks, the performance of the Director, the performance of the Company and upon the recommendation of Nomination & Remuneration Committee.

Details of remuneration paid to Executive Directors during the year 2020-21 are given below:

| Name | Designation | Remuneration (₹ in millions) | Bonus/ Commission/ Pension etc. (₹ in millions) | Period of appointment/ Service Contract | Notice Period | Severance Fee | Stock Option |
|------------------------|--------------------|---------------------------------|----------------------------------------------------------|--------------------------------------------------------|--------------------------------------|------------------|-----------------|
| Sri Sajan Kumar Bansal | Managing Director | 14.40 | Nil | Appointed for a period of 5 years upto 30 June 2024 | Three months prior notice in writing | NIL | NIL |
| Sri Sharan Bansal | Executive Director | 12.00 | Nil | Appointed for a period of 3 years upto 30 June 2022 | | | |
| Sri Devesh Bansal | Executive Director | 12.00 | Nil | Appointed for a period of 3 years upto 31 March 2022 | | | |
| Sri Siddharth Bansal | Executive Director | 12.00 | Nil | Appointed for a period of 3 years upto 31 March 2022 | | | |
| Sri Yash Pall Jain | Executive Director | 3.82 | Nil | Appointed for a period of 1 year upto 5 September 2021 | | | |

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(b) Remuneration paid to Non-Executive Directors

The Non-Executive Directors are paid sitting fee of ₹25,000/- for attending each board meeting, ₹ 15,000/- for attending each Committee meeting and are also paid commission if recommended by the Nomination and Remuneration Committee and approved by the Board. The Non-Executive Directors are not entitled to any stock options.

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fee and out-of pocket expenses, if any, to them for attending the Board and Committee meetings.

Details of remuneration paid to Non-Executive Directors during the year 2020-21 are given below:

| Name | (₹ in millions) |
|-----------------------|-----------------|
| Name | Sitting Fee |
| Sri Amit Kiran Deb | 0.275 |
| Sri Joginder Pal Dua | 0.160 |
| Sri Ashok Bhandari | 0.245 |
| Sri Pramod Kumar Shah | 0.140 |
| Smt. Mamta Binani | 0.170 |

1 Includes sitting fees paid for the Board and Committee Meetings.

2 No commission was paid during the year.

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to focus on those aspects of business that require special attention. Each Committee is guided by its terms of reference, which defines the composition, scope and powers of the Committee. The Committees administered by their respective Chairman meet at regular intervals. Further, the minutes of all the Committee meetings are placed before the Board for review.

The Board has constituted the following committees.

A. AUDIT COMMITTEE

The Audit Committee has been constituted in accordance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations and comprises of four directors out of which three are Independent Directors. The Chairman of the Committee is an Independent director. All the members of the Committee are financially literate and experienced and bring in the specialized knowledge and proficiency in the fields of accounting, audit, finance, taxation, banking, compliance, strategy and management.

The Audit Committee acts as a link between the management, the Statutory, Internal Auditors and the Board and plays a pivotal role in reviewing the Company's financial information, audit and accounting matters, internal control measures, related party transactions, functioning of whistle blower mechanism, evaluation of internal financial controls and risk management systems and policies.

Audit Committee meetings are held at the end of each quarter and additional meetings are held as and when necessary. The representative of the Statutory Auditors, Internal Auditors and the Chief Financial Officer of the Company are permanent invitees to the Audit Committee meetings and the Company Secretary acts as Secretary to the Committee.

During the financial year 2020-21, the Audit Committee met five times and the gap between two Committee meetings held on 13 February 2020 and 22 June 2020 exceeded 120 (one hundred and twenty) days in accordance with the relaxation provided by MCA/SEBI in terms of the outbreak of COVID-19 pandemic. All the recommendations made by the Audit Committee during the year under review were duly accepted by the Board.



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The composition of Audit Committee and the details of meetings attended by the members are given below:

| Name | Category | Position | Attendance at Committee Meetings held during the year | | | | | Number of meetings held | Number of meetings attended |
|----------------------|------------------------------------|----------|-------------------------------------------------------|-------------------|-----------------|-----------------|-----------------|-------------------------|-----------------------------|
| | | | 22 June 2020 | 14 September 2020 | 19 October 2020 | 31 October 2020 | 19 January 2021 | | |
| Sri Amit Kiran Deb | Non-Executive Independent Director | Chairman | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 |
| Sri Joginder Pal Dua | Non-Executive Independent Director | Member | LOA | ✓ | ✓ | ✓ | ✓ | 5 | 4 |
| Sri Ashok Bhandari | Non-Executive Independent Director | Member | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 |
| Sri Sharan Bansal | Executive Director | Member | ✓ | ✓ | ✓ | ✓ | ✓ | 5 | 5 |

*Necessary quorum was present in all the meetings.

Terms of Reference

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The terms of reference of Audit Committee, as approved by the Board, include the following:

- ✓ to oversee the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ✓ to recommend for appointment, remuneration and terms of appointment of auditors;
- ✓ to approve payment to statutory auditors for any other services rendered by the statutory auditors;
- ✓ to review with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- ✓ to review with the management, the quarterly financial statements before submission to the board for approval;
- ✓ to review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- ✓ to review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ✓ to approve or subsequently modify the transactions with related parties including omnibus approvals;

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- ✓ to review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- ✓ to scrutinize inter-corporate loans and investments;
- ✓ to undertake valuation of undertakings or assets of the Company, wherever it is necessary;
- ✓ to evaluate internal financial controls and risk management systems;
- ✓ to review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ✓ to review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ✓ to discuss with internal auditors any significant findings and follow up there on;
- ✓ to review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ✓ to discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ✓ to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ✓ to review the functioning of the whistle blower mechanism;
- ✓ to approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- ✓ to review the quarterly report submitted by the Compliance Officer in accordance with the Company's "Code of conduct to Regulate, Monitor and Report trading by Designated Persons";
- ✓ to review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances /investments existing;
- ✓ to review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively;
- ✓ to perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate or as may be requested by the Board from time to time.

In addition to the above the Audit Committee mandatorily reviews's the following:

- Management Discussion and Analysis of financial conditions and results of operations;
 - Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management;
 - Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal audit reports relating to internal control weaknesses;
 - Appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;
 - Statement of deviations;
- a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1) of Listing Regulations.
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of Listing Regulations.



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B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted in accordance with the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations. The Committee comprises of three Independent directors and the Company Secretary acts as Secretary to the Committee.

The Nomination and Remuneration Committee inter alia oversee's the Company's nomination process including succession planning for the senior management and the Board and recommend a policy for their remuneration.

The Committee also plays the role of Compensation Committee and is responsible for administering the Employee Stock Option Plan of the Company.

During the year, two Nomination and Remuneration Committee meetings were held on 22 June 2020 and 31 October 2020.

The composition of Nomination and Remuneration Committee and the details of meetings attended by the members are given below:

| Name | Category | Position | Attendance at the Committee meeting held during the year | | | |
|--------------------|------------------------------------|-------------|----------------------------------------------------------|-----------------|-------------------------|-----------------------------|
| | | | 22 June 2020 | 31 October 2020 | Number of meetings held | Number of meetings attended |
| Smt. Mamta Binani | Non-Executive Independent Director | Chairperson | ✓ | ✓ | 2 | 2 |
| Sri Amit Kiran Deb | Non-Executive Independent Director | Member | ✓ | ✓ | 2 | 2 |
| Sri Ashok Bhandari | Non-Executive Independent Director | Member | ✓ | ✓ | 2 | 2 |

**Necessary quorum was present in both the meetings.*

Terms of Reference

The terms of reference of the Nomination & Remuneration Committee are in line with the guidelines set out in the Act and Listing Regulations and inter-alia includes the following:

- ✓ to formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- ✓ to formulate criteria for evaluation of performance of independent directors and the board of directors;
- ✓ to specify the manner for effective evaluation of performance of Board, its committees and individual directors;
- ✓ to review the implementation and compliance of evaluation of performance of Board, its committees and individual directors;
- ✓ to devise a policy on diversity of board of directors;
- ✓ to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal';
- ✓ to decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- ✓ to recommend to the Board, all remuneration in whatever form, payable to senior management;
- ✓ to administer the Company's stock option scheme & executive incentive plans;
- ✓ to perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate or as may be requested by the Board from time to time.

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Performance Evaluation

The Nomination and Remuneration Committee has laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board Members including Independent Director and the Chairman of the Company. Accordingly, evaluation was carried out during the financial year 2020-21.

An indicative list of factors on which evaluation was carried out includes:

- i) Professional qualification & experience
- ii) Level of integrity & confidentiality
- iii) Availability for meetings and preparedness
- iv) Understanding of governance, regulatory, legal, financial, fiduciary, ethical requirements.
- v) Knowledge of the Company's key activities, financial condition and key developments
- vi) Contribution to strategic planning process and value addition to the Company
- vii) Ability to work as a team
- viii) Independence & conflict of interest
- ix) Adherence to ethical standards & code of conduct
- x) Voicing of opinion freely and independently

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted in accordance with the provisions of Section 178 of the Act and Regulation 20 of Listing Regulations. The Committee comprises of three directors, two being executive and one Independent. The Company Secretary acts as Secretary to the Committee.

Sri Manish Agarwal, Company Secretary is acting as the Compliance Officer of the Company in terms of Regulation 6 of the Listing Regulations. M/s. Maheshwari Datamatics Private Limited acts as the Registrar and Share Transfer Agent of the Company.

As a measure of speedy redressal of investor grievances, the Company has registered on SCORES (SEBI Complaints Redress System) platform, a web based centralized grievance redress system set up by SEBI to capture investor complaints against listed companies. No Complaints were registered on SCORES against the Company during the financial year 2020-21. However, one complaint was received from NSE on behalf of a shareholder which was duly resolved. There were no pending complaints at the beginning and at the end of financial year 2020-21.

During the year, one Stakeholders Relationship Committee meeting was held on 19 January 2021.

Sri Amit Kiran Deb, Chairman of the Company and also Chairman of the Stakeholders Relationship Committee attended the last Annual General Meeting of the Company held on 28 September 2020.

The composition of Stakeholders Relationship Committee and the details of meetings attended by the members are given below:

| Name | Category | Position | Attendance at the Committee meeting held during the year | | |
|--------------------|------------------------------------|----------|----------------------------------------------------------|-------------------------|-----------------------------|
| | | | 19 January 2021 | Number of meetings held | Number of meetings attended |
| Sri Amit Kiran Deb | Non-Executive Independent Director | Chairman | ✓ | 1 | 1 |
| Sri Sharan Bansal | Executive Director | Member | ✓ | 1 | 1 |
| Sri Devesh Bansal | Executive Director | Member | LOA | 1 | 0 |

**Necessary quorum was present in the meeting.*



Report on Corporate Governance (Contd.)

Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are in line with the guidelines set out in the Act and Listing Regulations and inter-alia includes the following:

- ✓ to monitor and redress the grievance of all shareholders relating to transfer of shares, non-receipt of balance sheet/annual report, non-receipt of declared dividend, issue of new/ duplicate certificates, general meetings, interest, notices etc., and review of the mechanism adopted for redressal of investors complaints and the status of investors' complaints;
- ✓ to oversee and review all matters connected with allotment, transfer and transmission of all classes of securities of the Company, including issue and allotment of rights shares/bonus shares/shares against employee stock options scheme of the Company;
- ✓ to issue share certificates upon transfer/transmission/ remat/ duplicate/ sub division/split of shares;
- ✓ to review the performance of the Registrar and Transfer Agent of the Company and recommend measures for overall improvement in the quality of services to the shareholders of the Company;
- ✓ to monitor and ensure the timely updation of the Company's website in respect of information and details that are made available to the stakeholders of the Company;
- ✓ to review the measures taken for effective exercise of voting rights by shareholders;
- ✓ to review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- ✓ to review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- ✓ to perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate or as may be requested by the Board from time to time;

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been constituted in accordance with the provisions of Section 135 of the Act. The Committee comprises of three directors, two being executive and one independent. The Company Secretary acts as Secretary to the Committee.

The Corporate Social Responsibility Committee assists the Board in effectively discharging the Company's corporate social responsibilities. The Committee formulates & monitors the CSR Policy and recommends the annual CSR plan to the Board. The details of the CSR initiatives and amount spent by the Company are provided in the **Annexure- B** to the Directors' Report.

During the year, one Corporate Social Responsibility Committee meeting was held on 22 June 2020.

The composition of Corporate Social Responsibility Committee and the details of meetings attended by the members are given below:

| Name | Category | Position | Attendance at the Committee meeting held during the year | | |
|------------------------|------------------------------------|----------|----------------------------------------------------------|-------------------------|-----------------------------|
| | | | 22 June 2020 | Number of meetings held | Number of meetings attended |
| Sri Amit Kiran Deb | Non-Executive Independent Director | Chairman | ✓ | 1 | 1 |
| Sri Sajan Kumar Bansal | Managing Director | Member | ✓ | 1 | 1 |
| Sri Devesh Bansal | Executive Director | Member | ✓ | 1 | 1 |

**Necessary quorum was present in the meeting.*

Report on Corporate Governance (Contd.)

Terms of Reference

During the year, the terms of reference of the Corporate Social Responsibility Committee was updated in line with the amendments to the Act and CSR Rules and inter-alia includes the followings:

- ✓ formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 , as amended from time to time.
- ✓ Recommend the amount of expenditure to be incurred on CSR activities in accordance with the provisions of the Act.
- ✓ monitor the Corporate Social Responsibility Policy of the Company from time to time.
- ✓ formulate and recommend to the Board the Annual Action Plan in pursuance of the CSR policy which shall include:
 - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
 - b. the manner of execution of such projects or programmes.
 - c. the modalities of utilization of funds and implementation schedules for the projects or programmes.
 - d. monitoring and reporting mechanism for the projects or programmes
 - e. details of need and impact assessment, if any, for the projects undertaken by the Company.
- ✓ monitor implementation of the Annual CSR Plan against pre-determined targets.
- ✓ re-evaluate social responsibility objectives, from time to time, in light of changes in the Company's objectives, industry best practices and evolving priorities and needs of the local communities in locations where the Company operates and recommend to the Board modifications to the Annual Plan and the CSR Policy.
- ✓ identify and record reasons for failure to spend the amount budgeted in the Annual Plan and any change in the projects and activities to be undertaken during the course of the current financial year.
- ✓ perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate or as may be requested by the Board from time to time.

E. OTHER FUNCTIONAL COMMITTEES

Apart from the above statutory Committees, the Board of Directors has constituted the following two functional Committees to meet the specific business needs of the Company.

A. FINANCE COMMITTEE

The Board of Directors has constituted a Finance Committee inter-alia to deal with the day to day financial matters of the Company and comprises of four Executive Directors. The Committee is a non-statutory Committee and is governed by the terms of reference as laid down by the Board of Directors of the Company. The summary of the minutes of these meetings are placed before the Board for information.

During the year under review, thirteen Finance Committee meetings were held on 20 May 2020, 15 June 2020, 17 July 2020, 14 September 2020, 16 October 2020, 20 November 2020, 8 December 2020, 24 December 2020, 5 January 2021, 4 February 2021, 17 March 2021, 25 March 2021 and 30 March 2021.

The composition of Finance Committee and the details of meetings attended by the members are given below:

| Name | Category | Position | Number of meetings held | Number of meetings attended |
|------------------------|--------------------|----------|-------------------------|-----------------------------|
| Sri Sajan Kumar Bansal | Managing Director | Chairman | 13 | 13 |
| Sri Sharan Bansal | Executive Director | Member | 13 | 13 |
| Sri Devesh Bansal | Executive Director | Member | 13 | 13 |
| Sri Siddharth Bansal | Executive Director | Member | 13 | 13 |



Report on Corporate Governance (Contd.)

B. BUSINESS COORDINATION COMMITTEE

The Board of Directors has constituted a Business Coordination Committee to oversee day to day business and affairs of the Company and to take decisions on routine operations that arise in the normal course of business. The Committee comprises of three Executive Directors. The Committee is a non-statutory Committee and is governed by the terms of reference as laid down by the Board of Directors of the Company. The summary of the minutes of these meetings are placed before the Board for information.

During the year under review, eight Business Coordination Committee meetings were held on 17 June 2020, 13 July 2020, 17 August 2020, 15 September 2020, 20 November 2020, 8 December 2020, 16 January 2021 and 15 March 2021.

The composition of Business Coordination Committee and the details of meetings attended by the members are given below:

| Name | Category | Position | Number of meetings held | Number of meetings attended |
|------------------------|--------------------|----------|-------------------------|-----------------------------|
| Sri Sajan Kumar Bansal | Managing Director | Chairman | 8 | 8 |
| Sri Sharan Bansal | Executive Director | Member | 8 | 8 |
| Sri Yash Pall Jain | Executive Director | Member | 8 | 8 |

4. CODE OF CONDUCT

Commitment to ethical professional conduct is a must for every employee including board members and senior management personnel of the Company. The Company has accordingly adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"). The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code requires Directors and Employees to act honestly, fairly, ethically, with integrity and conduct themselves in professional, courteous and respectful manner. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct. The copy of the Code has been displayed on the Company's website at <https://repository.skipperlimited.com/investor-relations/pdf/CodeofConductforDirectors&SMP-25.05.21.pdf>

The Code has been duly circulated to all the members of the Board and Senior Management Personnel and all of them have affirmed compliance with the Code. A declaration to this effect duly signed by the Managing Director is reproduced at the end of this report and marked as **Annexure I**.

5. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted a 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' with a view to regulate trading in securities of the Company by insiders. The Company Secretary of the Company has been appointed as the Compliance Officer for the purposes of the Code.

The Code prohibits the insiders from dealing in the securities of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company. The Code also provides for periodical disclosures from designated persons as well as pre-clearance of transactions (above threshold) by such persons so that they may not use their position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. A copy of the aforesaid codes is accessible on the Company's website at <https://www.skipperlimited.com/Media/InsiderTradingCode-19.01.2021final.pdf>

The Company has also adopted 'Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code aims to set forth a framework and policy for fair disclosure of events and occurrences that could resolutely impact price of the Company's securities. The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

A copy of the aforesaid code is accessible on the Company's website at https://repository.skipperlimited.com/investor-relations/pdf/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Unpublished_PriceSensitiveInformation-Version-1.1-7jul20.pdf

Report on Corporate Governance (Contd.)

6. CEO & CFO CERTIFICATION

A certificate from the Managing Director and the Chief Financial Officer of the Company in terms of Listing Regulations, confirming the correctness of the financial statements and cash flow statements, adequacy of internal control measures and reporting of matters to the Audit Committee has been annexed at the end of this report and marked as **Annexure II**.

7. GENERAL BODY MEETINGS

The particulars of last three Annual General Meetings of the Company are given below:

| Period | Date of AGM | Time | Location/Mode | Special Resolution(s) passed |
|------------------------------------|-------------|---------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2019-2020 39 th AGM) | 28.09.2020 | 2:30 PM | Held through Video Conferencing/Other Audio Visual Means (VC/OAVM) Deemed Venue: Skipper Limited, 3A Loudon Street, Kolkata 700017 | <ol style="list-style-type: none"> Approval of the remuneration paid/payable to Sri Yash Pall Jain, Whole-Time Director of the Company for the period from 1 April 2019 to 5 September 2020 as minimum remuneration. Approval for re-appointment of Sri Yash Pall Jain as the Whole-Time Director of the Company for a further period of 1 year with effect from 6 September 2020 to 5 September 2021. Approval for re-appointment of Sri Joginder Pal Dua as the Independent Director of the Company for a further period of 5 years with effect from 1 February 2021 to 31 January 2026. |
| 2018-2019 38 th AGM) | 12.08.2019 | 3:30 PM | Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020, West Bengal | <ol style="list-style-type: none"> Approval for re-appointment of Sri Amit Kiran Deb as Independent Director of the Company for a second term of five years upto 22nd September 2024. Approval for re-appointment of Smt. Mamta Binani as Independent Director of the Company for a second term of five years upto 31st March 2025. Approval for re-appointment of Sri Sajan Kumar Bansal as Managing Director of the Company for five years upto 30th June 2024. Approval for re-appointment of Sri Sharan Bansal as Executive Director of the Company for three years upto 30th June 2022. Approval for re-appointment of Sri Devesh Bansal as Executive Director of the Company for three years upto 31st March 2022. Approval for re-appointment of Sri Siddharth Bansal as Executive Director of the Company for three years upto 31st March 2022. Approval to keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013, at the office of Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. |
| 2017-2018 37 th AGM) | 09.08.2018 | 3.30 PM | | <ol style="list-style-type: none"> Authorization to the Board of Directors of the Company under Section 180(1)(c) of Act to borrow funds upto a limit of ₹3000 crores. Authorization to the Board of Directors of the Company under Section 180(1)(a) of Act for creation of mortgage/charge/hypothecation on the movable & immovable properties of the Company upto the limit approved under Section 180(1)(c) of the Act |

During the year, no Extra Ordinary General Meeting was convened nor was any approval of the shareholders obtained through Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of resolution through Postal Ballot.

8. MEANS OF COMMUNICATION

The Company recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all stakeholders.



Report on Corporate Governance (Contd.)

Financial Results: The quarterly/half-yearly/annual financial results of the Company are communicated to the Stock Exchanges immediately after they are considered and approved by the Board of Directors and are published in prominent newspapers usually in 'Financial Express' (all India editions) in English and 'Ekdin' in Bengali. These results are also made available on the website of the Company at <https://skipperlimited.com/investor-relations/financial-results.aspx>.

News Releases/Presentations: Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly financial results and are sent to the Stock Exchanges pursuant to Para A of Part A of Schedule III read with Regulation 30 of Listing Regulations and are also uploaded on the Company's website <https://skipperlimited.com/Media/SkipperLimitedQ4FY'21ResultsFinal6may21.pdf>

Annual Report: The Annual Report, inter alia containing, Audited Financial Statements, Directors' Report (including Management Discussion & Analysis Report, Corporate Governance Report, Business Responsibility Report), Auditors' Report and other important information are circulated to the members and forwarded to the stock exchanges and is also made available on the Company's website at <https://skipperlimited.com/investor-relations/annual-reports.aspx>.

Website: In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investor Relations' on the Company's website gives comprehensive information about the Company, its business and operations, CSR initiatives, information on various announcements made by the Company, status of unclaimed dividend, annual report, annual report of joint venture, financial results, policies of the company, shareholding pattern, corporate governance report, etc. The Company's official news releases and presentations made to the institutional investors and analysts and other corporate communications made to the stock exchanges are also available on the website of the Company at www.skipperlimited.com.

Reminder to Shareholders: Reminders are sent to shareholders for registering their email ids, unclaimed dividend etc. as and when required.

9. GENERAL SHAREHOLDER INFORMATION

(i) **Details of Annual General Meeting:**

Tuesday, 28th September, 2021, 2.30 p.m (IST) through Video Conferencing/ Other Audio Visual Means (VC/OAVM)

(ii) **Financial year:**

The financial year of the Company is from 1st April to 31st March.

(iii) **Dividend:**

Dividend of 10% i.e 0.10 paise per equity share of face value of Re.1 each for the financial year 2020-21 has been recommended by the Board of Directors to the members for their approval. If approved, dividend shall be paid within 30 days from the date of declaration.

The details of the dividend declared and paid by the Company for the last seven years are as follows:

| Year | Percentage (%) | Dividend in ₹ per share |
|---------|----------------|-------------------------|
| 2013-14 | 15 | 0.15 |
| 2014-15 | 130 | 1.30 |
| 2015-16 | 140 | 1.40 |
| 2016-17 | 155 | 1.55 |
| 2017-18 | 165 | 1.65 |
| 2018-19 | 25 | 0.25 |
| 2019-20 | 10 | 0.10 |

Details of unpaid or unclaimed dividend for the above mentioned years are available at <https://www.skipperlimited.com/investor-relations/unpaid-unclaimed-dividend.aspx>.

In terms of Section 125 of the Act, read with rules made thereunder, the Company is required to transfer the unpaid dividend amounts which remained unclaimed for 7 years from the date of transfer of such amounts to the Investor Education and Protection Fund (IEPF). Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company in the name of IEPF.

The unpaid dividend/ shares for the FY 2013-14 will be due for transfer to the IEPF on 28 October 2021.

Report on Corporate Governance (Contd.)

iv) Listing on Stock Exchanges:

| Name of Stock Exchange | Address | Stock Code/Symbol | ISIN |
|------------------------------------------------|-------------------------------------------------------------------------------------|-------------------|--------------|
| BSE Limited (BSE) | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | 538562 | INE439E01022 |
| National Stock Exchange of India Limited (NSE) | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 | SKIPPER | |

The Company has paid the annual listing fees for the financial year 2021-22 to the respective stock exchanges within the prescribed time limit.

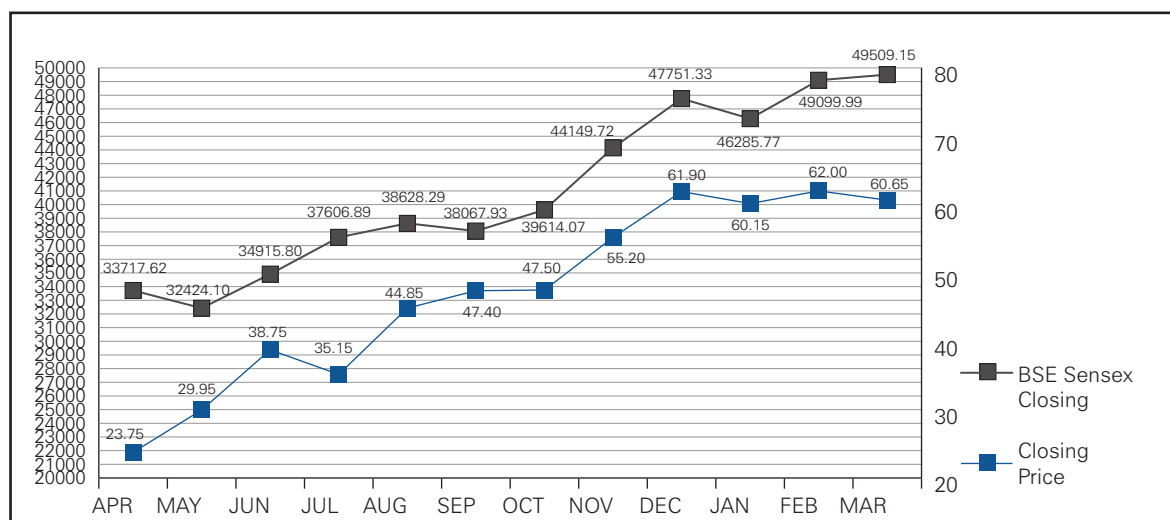
v) Market Price Data and Performance of Company's Share Prices:

The details of monthly high/low/closing price data and volume of shares traded of the Company at BSE and NSE for the financial year 2020-21 are given below:

| Month (2020-21) | BSE | | | | | NSE | | | | |
|--------------------|----------------|---------------|-------------------|------------------------|--------------------|----------------|---------------|-------------------|------------------------|-------------------|
| | High Price (₹) | Low Price (₹) | Closing Price (₹) | Volume (No. of shares) | BSE Sensex Closing | High Price (₹) | Low Price (₹) | Closing Price (₹) | Volume (No. of shares) | NSE Nifty Closing |
| April, 2020 | 31.70 | 17.90 | 23.75 | 184123 | 33717.62 | 31.00 | 17.10 | 23.90 | 1420058 | 9859.90 |
| May, 2020 | 32.40 | 20.15 | 29.95 | 361728 | 32424.10 | 32.15 | 20.05 | 29.90 | 3608212 | 9580.30 |
| June, 2020 | 51.85 | 28.95 | 38.75 | 974541 | 34915.80 | 51.80 | 28.85 | 38.70 | 6153080 | 10302.10 |
| July, 2020 | 45.40 | 33.75 | 35.15 | 839363 | 37606.89 | 43.80 | 33.60 | 35.25 | 3024749 | 11073.45 |
| August, 2020 | 50.40 | 35.30 | 44.85 | 977670 | 38628.29 | 50.25 | 35.25 | 44.45 | 4501917 | 11387.50 |
| September, 2020 | 56.95 | 40.25 | 47.40 | 538719 | 38067.93 | 56.95 | 40.00 | 47.35 | 2561977 | 11247.55 |
| October, 2020 | 57.15 | 47.05 | 47.50 | 253213 | 39614.07 | 56.80 | 46.85 | 47.75 | 2465668 | 11642.40 |
| November, 2020 | 58.70 | 45.75 | 55.20 | 235191 | 44149.72 | 58.90 | 45.60 | 55.35 | 2821599 | 12968.95 |
| December, 2020 | 65.00 | 54.35 | 61.90 | 284037 | 47751.33 | 65.70 | 52.65 | 61.95 | 2586026 | 13981.75 |
| January, 2021 | 74.90 | 59.20 | 60.15 | 468753 | 46285.77 | 73.95 | 58.70 | 60.05 | 3438616 | 13634.60 |
| February, 2021 | 67.40 | 58.35 | 62.00 | 140255 | 49099.99 | 67.20 | 58.50 | 62.20 | 854098 | 14529.15 |
| March, 2021 | 71.60 | 57.50 | 60.65 | 335488 | 49509.15 | 72.10 | 58.00 | 61.05 | 2641475 | 14690.70 |

[Source: This information is compiled from the data available from the website of BSE & NSE]

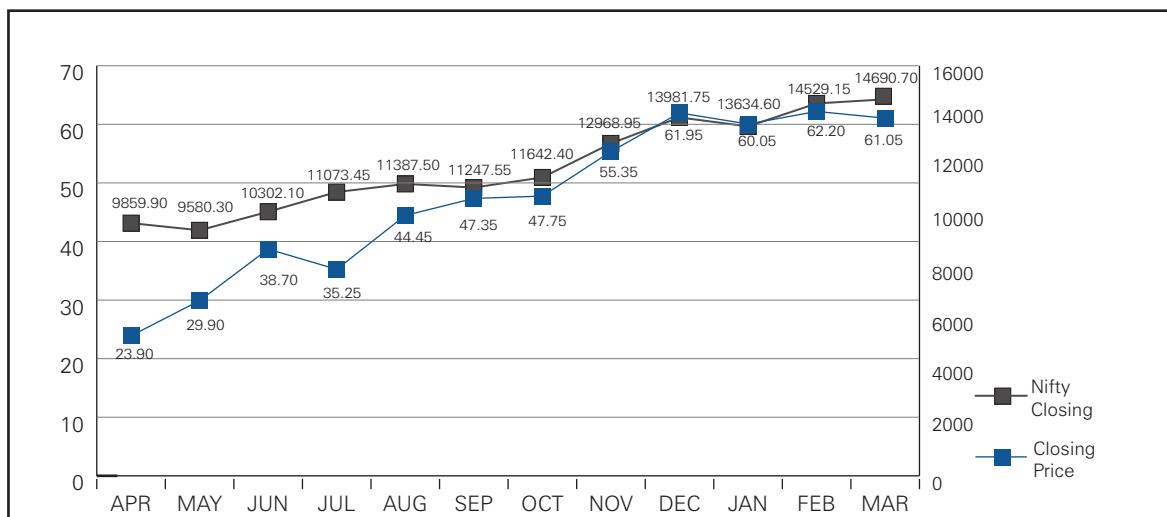
Share Price on BSE vis-a-vis BSE Sensex





Report on Corporate Governance (Contd.)

Share Price on NSE vis-a-vis NSE Nifty



vi) The securities of the Company were available for trading on NSE & BSE throughout the year and were not suspended for any period.

vii) **Registrar and Share Transfer Agents:**
 M/s. Maheshwari Datamatics Private Limited
 23 R. N. Mukherjee Road, 5th Floor
 Kolkata - 700001
 Phone: 033-2248 2248 / 033-2243 5029
 Fax: 033-2248 4787
 E-mail: mdpldc@yahoo.com
 Website: www.mdpl.in

viii) **Share Transfer System:**

Effective April 1, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. The Company has stopped accepting any transfer requests for securities held in physical form with effect from the said date.

Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. In view of the aforesaid amendment and in order to eliminate the risks associated with physical holding of shares, members who are holding shares in physical form are hereby requested to dematerialize their holdings. A guidance note on procedure of dematerialization of shares of the Company is hosted on the Company's website for ease of understanding of the shareholders and can be viewed at <https://repository.skipperlimited.com/investor-relations/pdf/guidance-note-physical-form.pdf>.

A summary of transmissions, dematerialization, re-materialization, etc. is placed before the Board at each meeting. The Company obtains half-yearly certificate from a Company Secretary in Practice under Regulation 40(9) of the Listing Regulations, confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(10) of the Listing Regulations.

The Company also obtains a compliance certificate under Regulation 7(3) of the Listing Regulations confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent and files the same with the Stock Exchanges on a half-yearly basis.

Reconciliation of Share Capital Audit is conducted every quarter by a Practising Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The report is submitted to the stock exchanges and is also placed before the Board of Directors.

Report on Corporate Governance (Contd.)

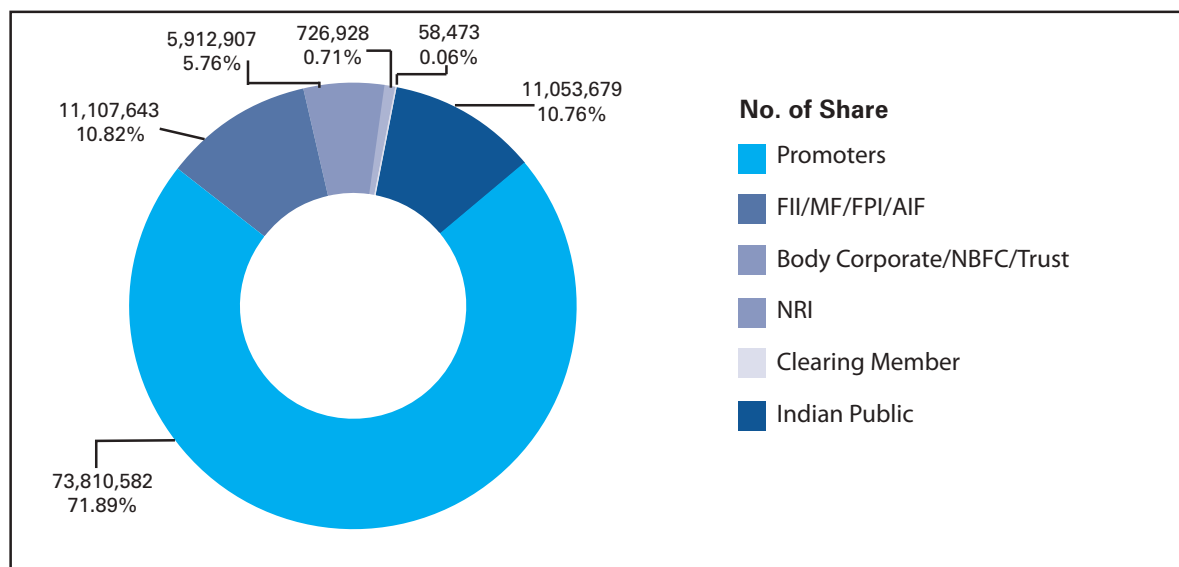
ix) Distribution of shareholding on the basis of shareholders class as on 31 March 2021:

| Category | No. of shareholders | | No. of shares | |
|----------------|---------------------|--------|---------------|--------|
| | Total | % | Total | % |
| 1-500 | 15626 | 84.46 | 1893542 | 1.84 |
| 501-1000 | 1347 | 7.28 | 1097912 | 1.07 |
| 1001-2000 | 754 | 4.08 | 1156782 | 1.13 |
| 2001-3000 | 223 | 1.21 | 576839 | 0.56 |
| 3001-4000 | 147 | 0.79 | 528408 | 0.51 |
| 4001-5000 | 95 | 0.51 | 448681 | 0.44 |
| 5001-10000 | 155 | 0.84 | 1170414 | 1.14 |
| 10001-50000 | 103 | 0.56 | 2090507 | 2.04 |
| 50001-100000 | 14 | 0.08 | 1027355 | 1.00 |
| 100001 & above | 36 | 0.19 | 9267972 | 90.27 |
| Total | 18500 | 100.00 | 102670212 | 100.00 |

x) Distribution of Shareholding on the basis of ownership as on 31 March 2021:

| Category | No. of shares | % of share capital |
|---------------------------|---------------|--------------------|
| Promoters | 73,810,582 | 71.89 |
| FII/MF/FPI/AIF | 11,107,643 | 10.82 |
| Body Corporate/NBFC/Trust | 5,912,907 | 5.76 |
| NRI | 726,928 | 0.71 |
| Clearing Member | 58,473 | 0.06 |
| Indian Public | 11,053,679 | 10.76 |
| Total | 102,670,212 | 100.00 |

Graphical representation of shareholding pattern on the basis of ownership:



xi) Dematerialization of shares and liquidity as on 31 March 2021:

99.99% of the Company's equity shares are held in dematerialized form as on 31 March 2021 details of which is given below:

| Nature of holding | No. of Shares | Percentage (%) of share capital |
|-------------------|---------------|---------------------------------|
| Demat | 102,661,411 | 99.99 |
| NSDL | 94,143,556 | 91.70 |
| CDSL | 8,517,855 | 8.29 |
| Physical | 8,801 | 0.01 |
| Total | 102,670,212 | 100.00 |



Report on Corporate Governance (Contd.)

xii) The Company has not issued Global Depository Receipts (GDR)/American Depository Receipts (ADR)/Warrants or any other convertible instruments during the year.

xiii) Commodity Price Risk /Foreign Exchange Risk and hedging activities:

The Company is exposed to foreign exchange risks on export of goods and imports of raw materials/capital item. During the year the Company has managed foreign exchange risk and hedged foreign exchange to the extent considered necessary. In case of imports and foreign currency loan the Company does hedging on selective basis. Most export orders are duly hedged by way of forward cover through the banks. Since the volume of export is much more, thereby the balance imports are getting hedged by way of natural hedging.

Disclosure in terms of SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15 November 2018 is mentioned below:

a. The Risk Management Policy of the Company with respect to commodities including through hedging:

The material exposure of the Company in commodities is on account of steel which is readily available. The Company does not accumulate excess quantities of steel for its operations due to its voluminous nature. Accordingly the requirement of hedging is minimal.

b. Exposure of the Company to commodity and commodity risks faced by the Company throughout the year:

i. Total exposure of the Company to commodities in INR: 7092.12 million

ii. Exposure of the Company to various commodities:

| Commodity Name | Exposure in INR towards the particular commodity | Exposure in Quantity terms towards the particular commodity | % of such exposure hedged through commodity derivatives | | | | |
|----------------|--------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------|----------|----------------------|----------|-------|
| | | | Domestic market | | International market | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| Steel | 7092.12 million | 1,71,179 MT | NIL | NIL | NIL | NIL | NIL |

c. Commodity risks faced by the Company during the year and how they have been managed are given below:

Most of the engineering product contracts of the Company are having price escalation and de-escalation clause which is linked with the commodity prices and for non-price variation contracts the fluctuations are factored in pricing while bidding.

xiv) Plant Locations:

SL Unit - 1

Jalan Complex, NH-6, Village: Jangalpur,
Post: Andul Mouri, Howrah, West Bengal- 711302

BCTL Unit

Jalan Complex, NH-6, Village: Jangalpur,
Post: Andul Mouri, Howrah, West Bengal- 711 302

Uluberia Unit

NH-6, Village: Madhabpur, Mahisrekha,
Post: Uluberia, Howrah, West Bengal- 711 303

Guwahati Unit – 1 & 2

Village- Parley, Mouza- Chayani
Revenue Circle- Palashbari
District- Kamrup Rural, Assam

Transmission Line Testing Station

Village & P.O- Barunda. P.S- Bagnan
District- Howrah, West Bengal

Note: During the year, the operations of Rani plant near Guwahati was shifted adjacent to the existing plant of the Company situated at Palashbari near Guwahati.

Report on Corporate Governance (Contd.)

xv) Address for Correspondence:

For any queries relating to the shares of the Company, correspondence may be addressed at:

The Company Secretary

Skipper Limited
3A, Loudon Street, Kolkata- 700 017
Telephone No.: +91 33 2289 2327/5731/5732
Fax No.: +91 33 2289 5733
E-mail: investor.relations@skipperlimited.com
Website: www.skipperlimited.com

xvi) The Credit Ratings obtained by the Company along with the revisions during the year are mentioned below:

| Sl. No. | Name of the Credit Rating Agencies | Facilities | Revised Ratings | Previous Ratings |
|---------|--------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 1. | CARE Ratings | Long-term Bank Facilities Long/Short-term Bank Facilities | Withdrawn | CARE BBB+; Stable (Triple B Plus; Outlook: Stable) CARE BBB+; Stable/CARE A2(Triple B Plus; Outlook: Stable/A Two) |
| 2. | Acuité Ratings & Research Limited (Acuité) | Long Term Instruments/Bank Facilities Short Term Instruments/ Bank Facilities | ACUITE A-/ Stable (re-affirmed) ACUITE A2+ (re-affirmed) | ACUITE A-/ Stable ACUITE A2+ |

10. DISCLOSURES

- (i) There were no materially significant related party transactions, which may have potential conflict with the interest of the Company. The details of the related party transactions are set out in the notes to financial statements forming part of this Annual Report. All the transactions with related parties have been made at arm's length basis. The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Listing Regulations. The policy can be accessed at <https://www.skipperlimited.com/Media/RELATED-PARTY-TRANSACTIONS-POLICY.pdf>
- (ii) There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three financial years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority in this regard.
- (iii) The Company has framed a Vigil Mechanism/Whistle Blower Policy as required under Section 177 of the Act and Regulation 22 of Listing Regulations, which is being reviewed by the Audit Committee of the Board. The Policy can be accessed at <https://www.skipperlimited.com/Media/Whistle-Blower-Policy.pdf>
The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this Policy on a quarterly basis. During the year, there was no reporting under the Vigil Mechanism/Whistle Blower Policy of the Company and no personnel were denied access to the Audit Committee.
- (iv) The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2020-21. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly with the Stock Exchanges where the shares of the Company are listed.
- (v) The Company does not have any subsidiary and hence it has not formulated any Policy for determining 'material' subsidiaries.



Report on Corporate Governance (Contd.)

- (vi) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year 2020-21 as specified in Regulation 32 (7A) of the Listing Regulations.
- (vii) The Company has received declaration from all the Directors on the Board of the Company that they are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any other such statutory authority. A certificate received from a company secretary in practice in this regard forms part of this report as **Annexure III**.
- (viii) During the financial year 2020-21, there have been no circumstances where the Board of Directors of the Company have not accepted any recommendation made by any of the Committees of the Board.
- (ix) During the financial year 2020-21, the following payments were made to M/s Singhi & Co. Statutory Auditors of the Company.

(₹ in Millions)

| Particulars of payment | Skipper Limited | Skipper- Metzger India LLP | Total |
|------------------------|-----------------|----------------------------|--------------|
| Statutory Audit Fee | 1.400 | 0.250 | 1.650 |
| Others | 1.105 | 0.335 | 1.440 |
| Total | 2.505 | 0.585 | 3.090 |

- (x) Disclosure under Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:

The Company is committed to create a safe and healthy working environment that enables the employees to work without fear of sexual harassment at workplace. Accordingly in accordance with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated and adopted a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace and has also formed an Internal Complaints Committee (ICC) in terms of Section 4 of the aforesaid Act.

No complaints were received by the ICC under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year.

- (xi) The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 and Para C of Schedule V of the Listing Regulations.
- (xii) The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website (www.skipperlimited.com). The section on 'Investor Relations' on the website serves to inform the members by giving complete financial details, annual reports, presentations made by the Company to investors, press releases, shareholding patterns and such other information relevant to shareholders.
- (xiii) The Company does not have any shares in demat suspense account or unclaimed suspense account.

11. STATUS OF COMPLIANCE WITH NON STATUTORY RECOMMENDATIONS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

- (i) The Non-Executive Chairman doesn't maintain a separate office.
- (ii) The quarterly and half yearly financial performance are submitted to Stock Exchanges, published in newspapers and posted on the Company's website and are not sent to the shareholders separately.
- (iii) During the year under review, there is no audit qualification on the company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- (iv) The Internal Auditor reports directly to the Audit Committee.

For and on behalf of the Board of Directors

Report on Corporate Governance (Contd.)

ANNEXURE I

DECLARATION

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I affirm that the Board members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for Directors & Senior Management Personnel, as applicable to them, for the year ended 31 March 2021.

Place: Kolkata
Date: 4 May 2021

Sajan Kumar Bansal
Managing Director

ANNEXURE II

CERTIFICATE BY MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

The Board of Directors
Skipper Limited
3A, Loudon Street
Kolkata – 700017

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31 March 2021 and to the best knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements, that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2020-21 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
4. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Dated: 4 May 2021

Sajan Kumar Bansal
Managing Director

Arvind Joshi
Chief Financial Officer



Report on Corporate Governance (Contd.)

ANNEXURE III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To The Members,
Skipper Limited
3A, Loudon Street, 1st Floor
Kolkata - 700 017
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Skipper Limited (CIN: L40104WB1981PLC033408) having its Registered office at 3A, Loudon Street, 1st Floor, Kolkata - 700 017, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company and its officers, we certify that following are the Directors on the Board of the Company as on 31 March 2021:

| Sl. No. | DIN | Name | Designation | Date of appointment |
|---------|----------|--------------------|----------------------|---------------------|
| 1 | 02107792 | Amit Kiran Deb | Independent Director | 28.01.2010 |
| 2 | 00063555 | Sajan Kumar Bansal | Managing Director | 26.10.1984 |
| 3 | 00063481 | Sharan Bansal | Executive Director | 02.04.2002 |
| 4 | 00162513 | Devesh Bansal | Executive Director | 05.04.2002 |
| 5 | 02947929 | Siddharth Bansal | Executive Director | 10.03.2010 |
| 6 | 00016663 | Yash Pall Jain | Executive Director | 06.09.2017 |
| 7 | 00012210 | Ashok Bhandari | Independent Director | 06.09.2017 |
| 8 | 00343256 | Pramod Kumar Shah | Independent Director | 30.09.2018 |
| 9 | 02374358 | Joginder Pal Dua | Independent Director | 01.02.2016 |
| 10 | 00462925 | Mamta Binani | Independent Director | 12.02.2015 |

We further certify that none of the aforesaid Directors on the Board of the Company for the financial year ending on 31 March 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MKB & Associates**
Company Secretaries
Firm Reg No: P2010WB042700

Raj Kumar Banthia
Partner
Membership no. 17190
COP no. 18428

Date: 4 May 2021
Place: Kolkata
UDIN: A017190C000238378