

Compliance Report on Corporate Governance1. Name of Listed Entity- **SKIPPER LIMITED**2. Quarter ending—**30<sup>th</sup> SEPTEMBER, 2023**

<b>I. Composition of Board of Directors</b>													
Title (Mr./ Mrs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1)of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee Held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Amit Kiran Deb	DIN-02107792	Chairperson-Non-Executive Director-Independent	23-09-2014	23-09-2019	-	108.08 months	26-12-1948	7	7	8	5	
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	01-07-2022	-	NA	06-11-1979	1	0	2	0	
Mr.	Devesh Bansal	DIN-00162513	Executive Director (Whole-Time Director)	05-04-2002	01-04-2022	-	NA	25-12-1982	1	0	1	0	
Mr.	Siddharth Bansal	DIN-02947929	Executive Director (Whole-Time Director)	10-03-2010	01-04-2022	-	NA	18-01-1988	1	0	0	0	
Mr.	Yash Pall Jain	DIN-00016663	Executive Director (Whole-Time Director)	06-09-2017	06-09-2022	-	NA	06-01-1959	1	0	0	0	



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 Ashok Bhandari Sharan Bansal Raj Kumar Patodi	Chairperson-Non-Executive Director- Independent Director Non-Executive Director- Independent Director Executive Director Non-Executive Director- Independent Director	28-07-2015 27-06-2018 25-11-2009 11-05-2022	- - - -	
2. Nomination & Remuneration Committee	Yes	Mamta Binani Amit Kiran Deb Ashok Bhandari	Chairperson-Non-Executive Director- Independent Director Non-Executive Director- Independent Director Non-Executive Director- Independent Director	10-05-2016 12-08-2014 27-06-2018	- - -	
3.Risk Management Committee (if applicable)	Yes	Devesh Bansal  Pramod Kumar Shah Sharan Bansal Shiv Shankar Gupta Yash Pall Jain	Chairperson- Executive Director (Chairperson with effect from 10-08-2023)  Non-Executive Director- Independent Director Executive Director Chief Financial officer Executive Director	28-06-2021  28-06-2021 10-08-2023 10-08-2023 28-06-2021	- - - - 10-08-2023	
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	- - -	
6. Other Committee – Environmental, Social and Governance Committee	Yes	Devesh Bansal Mamta Binani Yash Pall Jain Raj Kumar Nanda	Chairperson-Executive Director Non-Executive Director- Independent Director Executive Director Member-AGM-EHS	04-02-2023 04-02-2023 04-02-2023 04-02-2023	- - - -	

\$Category of directors means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between Any two consecutive meetings (in number of days)
15.05.2023	10.08.2023	Yes	10	5	86 days
-	16.08.2023	Yes	10	5	5 days

\*to be filled in only for the current quarter meetings.

#### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* *	Number of Directors present**	Number of independent directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 10-08-2023	Yes	4	3	Audit Committee- 15-05-2023	86 days
Nomination and Remuneration Committee- 10-08-2023	Yes	3	3	-	-

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

\*\*to be filled in only for the current quarter meetings.

#### V. Related Party Transactions

Subject	Compliance status(Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

#### VI. Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	-

Brief details of the event

**VII. 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 500 listed entities) - **Yes**
3. The Committee members have been made aware of their powers, role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors- **Yes**

*Any comments/observations/advice of the board of directors may be mentioned here.*

Name- Anu Singh

Designation- Company Secretary & Compliance Officer

**Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no changeof information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*

ANNEXURE III

Affirmations		
Broad heading	Regulation Number	Compliance status(Yes/No/NA) <sup>refer note below</sup>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No (The Chairperson couldn't join the AGM due to poor health)
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	No (The Chairperson couldn't join the AGM due to poor health)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b>		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<p>Name— Anu Singh            Designation- Company Secretary &amp; Compliance Officer</p>		

**Half year ending- 30<sup>th</sup> September, 2023**

I. Disclosure of Loans/guarantees/comfort letters/securities etc. (refer note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them	N.A	
KMPs or any other entity controlled by them		

(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		N.A	
KMPs entity or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (Cash, Shares)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		N.A	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company- NA

**Name & Designation  
CEO/CFO****Note:**

1. *These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
  - a) *by a government company to/for the Government or government company*
  - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
  - c) *by a banking company or an insurance company; and*
  - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*