



Date: 30<sup>th</sup> May 2025

**The Manager**  
**National Stock Exchange of India Limited**  
**Exchange Plaza, 5th Floor,**  
**Plot No. C-1, Block-G**  
**Bandra Kurla Complex, Bandra (E)**  
**Mumbai- 400 051**  
**Symbol- SKIPPER**

**The Manager**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers, Dalal Street**  
**Mumbai- 400 001**  
**Scrip Code- 538562**

**Subject: Submission of Annual Secretarial Compliance Report for the Financial Year 2024-25**

Dear Sir,

In accordance with Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Secretarial Compliance Report of the Company for the Financial Year 2024-25, issued by M/s. MKB & Associates, Practicing Company Secretaries.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Skipper Limited**

**Anu Singh**  
**Company Secretary & Compliance Officer**

*Encl: As above*



**SECRETARIAL COMPLIANCE REPORT OF SKIPPER LIMITED FOR THE  
FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

I Raj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SKIPPER LIMITED** (CIN: L40104WB1981PLC033408) ("the listed entity") having its Registered Office at 3A, Loudon Street, 1st Floor, Kolkata- 700017. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, have examined:

- (a) all the documents and records made available to us and explanation provided by **SKIPPER LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (as amended from time to time), to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018
- and circulars/ guidelines issued there under;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: - **as provided in Annexure – 1 to this report.**
  - (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **No comments, since there were no observations/ qualifications in the previous year's secretarial compliance report.**
- II. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/N/A)	Observations/ Remarks of the Practicing Company Secretary
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NIL
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been</li> </ul>	Yes	NIL





	reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/ information under a separate section on the website</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes	NIL
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Listed Entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A	The company does not have subsidiaries
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL





8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes  N.A	NIL  NIL
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	Please refer to Annexure – 1 to this report
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder	No	Please refer to Annexure – 1 to this report
12.	<b>Resignation of Statutory Auditors from the Listed Entity or its Material Subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on	N.A	NIL





	compliance with the provisions of the LODR Regulations by the listed entities.		
13.	<b>Additional Non - compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	N.A	NIL

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI(LODR) Regulations, 2015.

**Assumptions & Limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For MKB & Associates  
Company Secretaries  
Firm Reg No: P2010WB042500



Raj Kumar Banthia  
Partner

Date: 29.05.2025  
Place: Kolkata  
UDIN: A017190G000489717

Membership no. 17190  
COP no. 18428  
Peer Review Certificate No.: 1663/2022

Annexure-1

Sr No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)	Schedule III read with Regulation 30 of LODR Regulations	The Company had submitted the intimation on 29.04.2024 regarding schedule of Investors / Analysts Meet to be held on 02.05.2024 with a delay of a day, which is not within the time limit as mentioned under Schedule III read with Regulation 30 of LODR	BSE Ltd and National Stock Exchange of India Limited	Cautionary letter has been received by the company from the stock exchanges	The Company had submitted the intimation of Investors / Analysts Meet on 02.05.2024 with delay of a day and which is not within the time limit of Schedule III read with Regulation 30 of LODR.	--	The company intimated the Stock Exchanges regarding the schedule of Investors / Analysts Meet to be held on 02.05.2024 with delay of a day for which the Company received a cautionary letter dated 28 <sup>th</sup> March, 2025 from the Stock Exchanges. The said letter was presented before the Board of Directors at its meeting held on 30 <sup>th</sup> April 2025 and the Board advised the Company to strengthen internal processes by maintaining proper records and enhancing inter-departmental communication for better coordination and compliance.	The intimation was not submitted within the prescribed timeline of two working days in advance excluding the date of intimation and date of meeting. Cautionary letter has been received by the company from the stock exchanges.
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure	Schedule III read with Regulation 30 of LODR Regulations	The company has disclosed the voting results of its Annual General Meeting dated	BSE Ltd	A fine of ₹11,800 was imposed by BSE Limited	The voting results were intimated to the stock exchanges	₹11,800	The Company has disputed the fine imposed on it as while submitting the voting results in XBRL there was an error in a percentage column of XBRL sheet on 23 <sup>rd</sup>	A fine of ₹11,800 was imposed by BSE Limited. The Company has disputed the fine imposed. It



	Requirements) Regulations, 2015		19 <sup>th</sup> September, 2024 on 24 <sup>th</sup> September, 2024 with delay of a day, which is not within 2 working days from the date of the meeting as required under Regulation 44(3) of the SEBI (LODR) Regulations, 2015.			with delay of a day from the date of the meeting.		September 2024. The Company sent various e-mails and contacted the stock exchanges for getting the resolution.  The error was resolved with the help of the stock exchanges on 24 <sup>th</sup> September 2024 (at a delay of a day of the due date for filing). Thereafter the Company filed the said XBRL of voting results on the same day.  Further, NSE had sought clarification in this matter, which was duly responded by the company. No fine was imposed by NSE in the matter.  Later, it was confirmed by BSE vide its email dated 27 <sup>th</sup> May, 2025 that the penalty so levied is under discussion for withdrawal.	was confirmed by BSE vide its email dated 27 <sup>th</sup> May, 2025 that the penalty so levied is under discussion for withdrawal.
3.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,	Schedule III read with Regulation 30 of LODR Regulations	During the financial year, the company had issued Corporate Guarantee amounting to Rs. 50 Crores	--	--	The company has not disclosed to the stock exchanges issuance of corporate	--	The management was of the view that the said corporate guarantee was not a fresh guarantee. The limit of existing guarantee given to skipper Metzer India LLP, a Joint Venture of Skipper was enhanced on 30th July,	--



Skipper Limited

	2015		to Punjab & Sind Bank on behalf of Skipper-Metzer India LLP, joint-venture of the company, which was not disclosed to the stock exchanges		guarantee given during the financial year.		2024. As per Regulation 30(4) read with Para B(11) of Part A of Schedule III of LODR, giving of guarantee for any third party shall be intimated to stock exchange. Therefore, in the view of the above the enhanced limit was not intimated to the Stock Exchanges.  In future the management will be cautious and will intimate accordingly.	
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