

Compliance Report on Corporate Governance1. Name of Listed Entity- **SKIPPER LIMITED**2. Quarter ending- **31st March, 2020****I.Composition of Board of Directors**

| Title (Mr./ Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)& | Initial Date of Appointment | Date of Re- appointment | Date of Cessation | Tenure* | Date of Birth | No. of directorship in listed entities including this listed entity [in reference 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 member ships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee Held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|--------------------------------|-------------------------------------|----------------------------|---|--|------------------------------------|------------------------------|----------------|--------------------------|--|---|---|--|
| Mr. | Amit Kiran Deb | DIN-02107792 | Chairperson-Non-Executive Director - Independent Director | 23-09-2014 | 23-09-2019 | - | 67 months | 26-12-1948 | 3 | 3 | 8 | 4 |
| Mr. | Sajan Kumar Bansal | DIN-00063555 | Executive Director (Managing Director) | 26-10-1984 | 01-07-2019 | - | NA | 03-01-1958 | 1 | 0 | 1 | 1 |
| Mr. | Sharan Bansal | DIN-00063481 | Executive Director (Whole-Time Director) | 02-04-2002 | 01-07-2019 | - | NA | 06-11-1979 | 1 | 0 | 2 | 0 |
| Mr. | Devesh Bansal | DIN-00162513 | Executive Director (Whole-Time Director) | 05-04-2002 | 01-04-2019 | - | NA | 25-12-1982 | 1 | 0 | 1 | 0 |
| Mr. | Siddharth Bansal | DIN-02947929 | Executive Director (Whole-Time Director) | 10-03-2010 | 01-04-2019 | - | NA | 18-01-1988 | 1 | 0 | 0 | 0 |
| Mr. | Yash Pall Jain | DIN-00016663 | Executive Director (Whole-Time Director) | 06-09-2017 | 06-09-2017 | - | NA | 06-01-1959 | 1 | 0 | 0 | 0 |

| II.CompositionofCommittees | | | | | |
|---|---------------------------------------|--|--|--|------------------|
| NameofCommittee | Whether Regular Chairperson appointed | Nameof Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$ | Dateof Appointment | Dateof Cessation |
| 1.AuditCommittee | Yes | Amit Kiran Deb Joginder Pal Dua Ashok Bhandari SharanBansal | Chairperson-Non-Executive Director- Independent Director Non-Executive Director- Independent Director Non-Executive Director- Independent Director Executive Director | 28-07-2015 18-05-2016 27-06-2018 25-11-2009 | - |
| 2.Nomination&Remuneration Committee | Yes | MamtaBinani 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.RiskManagementCommittee(if applicable) | N.A | | | | |
| 4.StakeholdersRelationship Committee | Yes | Amit Kiran Deb SharanBansal DeveshBansal | 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 DeveshBansal | Chairperson-Non-Executive Director- Independent Director Executive Director Executive Director | 27-06-2018 12-02-2015 11-02-2014 | - |

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

III.MeetingofBoardofDirectors

| Date(s)ofMeeting(if any)intheprevious quarter | Date(s)ofMeeting(if any)intherelevant quarter | WhetherrequirementofQuorummets* | Numberof Directors present* | Numberof independent directorspresent* | Maximumgapbetween Anytwoconsecutive(in numberof days) |
|---|---|---------------------------------|-----------------------------|--|---|
| 13-11-2019 | 13-02-2020 | Yes | 9 | 5 | 91 days |

*tobefilledinonlyforthequartermeetings.

IV.MeetingsofCommittees

| Date(s)ofmeetingofthe committeein the relevantquarter | Whetherrequirementof Quorummets (details)* * | Numberof Directors present** | Numberof independent directorspresent** | Date(s)ofmeetingof thecommitteein the previousquarter | Maximumgapbetween anytwoconsecutive meetingsin numberof days* |
|---|--|------------------------------|---|---|---|
|---|--|------------------------------|---|---|---|

| | | | | | |
|-----------------------------|-----|---|---|-----------------------------|---------|
| Audit Committee- 13-02-2020 | Yes | 4 | 3 | Audit Committee- 13-11-2019 | 91 days |
|-----------------------------|-----|---|---|-----------------------------|---------|

* This information has to be mandatory 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.RelatedPartyTransactions

| 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 "ComplianceStatus", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, 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.
- Board
incase the

VI.Affirmations

1. The composition of Board of Directors is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015- **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-
 - a. Audit Committee- **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee- **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **NA**
3. The committee members have been made aware of their powers, role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors- **Yes**

Name- Manish Agarwal
Designation- Company Secretary &Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no 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.

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

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

| II Annual Affirmations | | |
|---|---------------------------|---|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b)&25(6) | Yes |
| Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of Board | 17(11) | Yes |
| Maximum number of directorship | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1)&(2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2)& 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20(3A) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| Meeting of Risk Management Committee | 21(3A) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1) (1,,(5),(6),(7)&(8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | Yes |
| Approval for material related party transactions | 23(4) | NA |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5)&(6) | NA |
| Annual Secretarial Compliance Report | 24(A) | Yes |

| | | |
|--|-------------|-----|
| <i>Alternate Director to Independent Director</i> | 25(1) | NA |
| <i>Maximum Tenure</i> | 25(2) | Yes |
| <i>Meeting of independent directors</i> | 25(3)&(4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Declaration from Independent Director</i> | 25(8) & (9) | Yes |
| <i>Directors and Officers insurance</i> | 25(10) | NA |
| <i>Memberships in Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Shareholding by Non-Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2)&26(5) | Yes |
| Note 1 In the column "Compliance Status,compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | |
| III Affirmations: The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. | | NA |
| Name- Manish Agarwal Designation- Company Secretary &Compliance Officer | | |

