

## Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	SKIPPER LIMITED
2	Quarter ending	30 <sup>th</sup> June, 2018

### I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN <sup>a</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholders 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	Pan-AFOPD8770P Din-02107792	Chairman /Non Executive Director/ Independent Director	23 <sup>rd</sup> September, 2014	5 years	3	9	3
Mr.	Sajan Kumar Bansal	Pan-AHDPB8853A Din-00063555	Executive Director	1 <sup>st</sup> October, 2016	NA	1	1	0
Mr.	Sharan Bansal	Pan-ADDPB5067G Din-00063481	Executive Director	1 <sup>st</sup> July, 2017	NA	1	2	0
Mr.	Devesh Bansal	Pan-AFLPB5841C Din-00162513	Executive Director	01 <sup>st</sup> April, 2016	NA	1	1	0
Mr.	Siddharth Bansal	Pan-AKQPB7209J Din-02947929	Executive Director	1 <sup>st</sup> April, 2016	NA	1	0	0
Mr.	Yash Pall Jain	Pan-ABDPJ0962E Din-00016663	Executive Director	6 <sup>th</sup> September, 2017	NA	1	0	0
Mr.	Joginder Pal Dua	Pan-AABPD7120M Din-02374358	Non Executive Director/ Independent Director	1 <sup>st</sup> February, 2016	5 years	3	2	0
Mrs.	Mamta Binani	Pan-AEAPB1095A Din-00462925	Non Executive Director/ Independent Director	30 <sup>th</sup> March, 2015	5 years	4	6	1
Mr.	Ashok Bhandari	Pan-ADUPB5894Q Din-00012210	Non Executive Director/ Independent Director	6 <sup>th</sup> September, 2017	5 years	6	7	0

<sup>a</sup> PAN number of any director would not be displayed on the website of Stock Exchange

\* 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

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

### II. Composition of Committees



Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>5</sup>
1. Audit Committee	Amit Kiran Deb Joginder Pal Dua Ashok Bhandari Sharan Bansal	Chairperson/ Independent Director Independent Director Independent Director Executive Director
2. Nomination & Remuneration Committee	Mamta Binani Amit Kiran Deb Ashok Bhandari	Chairperson/ Independent Director Independent Director Independent Director
3. Stakeholders Relationship Committee	Amit Kiran Deb Sharan Bansal Devesh Bansal	Chairperson/ Independent Director Executive Director Executive Director
4. Corporate Social Responsibility Committee	Amit Kiran Deb Sajan Kumar Bansal Devesh Bansal	Chairperson/ Independent Director Executive Director Executive Director
5. Finance Committee	Sajan Kumar Bansal Sharan Bansal Devesh Bansal Siddharth Bansal	Chairperson/Executive Director Executive Director Executive Director Executive Director
6. Business Coordination Committee (earlier known as Executive Committee)	Sajan Kumar Bansal Sharan Bansal Yash Pall Jain	Chairperson/Executive Director Executive Director Executive Director
* 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	Maximum gap between any two consecutive (in number of days)	
06.02.2018	17.05.2018	99 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 17.05.2018	Yes – 3 out of 4 members were present	Audit Committee- 06.02.2018	99 days
Nomination & Remuneration Committee-16.05.2018	Yes – 3 out of 3 members were present	Nomination & Remuneration Committee-04.01.2018	
Nomination & Remuneration Committee-05.06.2018	Yes – 2 out of 3 members were present	-	
Corporate Social Responsibility Committee-16.05.2018	Yes – 3 out of 3 members were present	-	
Stakeholders Relationship Committee-16.05.2018	Yes – 3 out of 4 members were present	-	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			



Subject	Compliance status (Yes/No/N.A.) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><i>Note</i></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> </ol>	
<p><b>VI. Affirmations</b></p>	
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- No*</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee -Yes</li> <li>Nomination &amp; remuneration committee -Yes</li> <li>Stakeholders relationship committee -Yes</li> <li>Risk management committee - NA</li> </ol> </li> <li>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</li> <li>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</li> <li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors- Yes Any comments/observations/advice of Board of Directors may be mentioned here:</li> </ol> <p>* Sri Manindra Nath Banerjee, Independent Director resigned from the Board from the close of business hours on 5th June, 2018. Since then, the Composition of Board consists of 5 Executive Directors and 4 Non-Executive Directors. The Company is in search of a new Non-Executive Director, for appointment, in order to comply with the requirements of SEBI (LODR) Regulations, 2015 within the stipulated time as provided under the regulations.</p>	
<p><i>Manish Agarwal</i></p> <p>Name- Manish Agarwal Designation- Company Secretary &amp; Compliance Officer</p> 	