



SKIPPER LIMITED

CIN: L40104WB1981PLC033408

Registered Office: 3A, Loudon Street, Kolkata – 700 017, India

Phone: 033- 22895731, Fax: 033-22895733, Email - investor.relations@skipperlimited.com

Website: www.skipperlimited.com

NOTICE

NOTICE is hereby given that the **THIRTY EIGHTH ANNUAL GENERAL MEETING** ("AGM") of the members of **SKIPPER LIMITED** will be held on Monday, 12 August 2019 at 3:30 p.m. at Shripati Singhania Hall, Rotary Sadan, 94/2 Jawaharlal Nehru Road, Kolkata- 700 020 (Near Rabindra Sadan Metro Station) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt-
 - (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2019, together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Report of the Auditors.
2. To declare dividend on equity shares at the rate of `0.25 per equity share for the financial year ended 31 March 2019.
3. To appoint a Director in place of Sri Sharan Bansal (DIN: 00063481), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 of the Companies Act 2013 (Act) and other applicable provisions, if any of the Act read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) be and is hereby re-appointed as the Statutory Auditors of the Company for a further period of five years and to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of remuneration of Cost Auditors for the Financial Year 2019-20 as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of `70,000 (Rupees seventy thousand only) plus applicable taxes and re-imbursement of actual out of pocket expenses incurred in connection with the audit, payable to M/s. AB & Co., Cost Accountants, (Firm Registration No. 000256), who have

been appointed by the Board of Directors as the Cost Auditors to conduct audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution for appointment of Sri Pramod Kumar Shah as Independent Director of the Company as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Sri Pramod Kumar Shah (DIN: 00343256), who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and who has been appointed as an Additional Director (in the category of Independent Director) by the Board of Directors with effect from 30 September 2018, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 30 September 2018.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Amit Kiran Deb as Independent Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152, and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Sri Amit Kiran Deb (DIN: 02107792),Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 23 September 2019 to 22 September 2024 and that approval be and is hereby also granted for his continuing as an Independent Director after he attains the age of 75 years during the tenure of his directorship with the Company as aforesaid.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Smt. Mamta Binani as Independent Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152, and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)

and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Smt. Mamta Binani (DIN: 00462925), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1 April 2020 to 31 March 2025.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted committee of the Board of Directors) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Sajan Kumar Bansal as Managing Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Sajan Kumar Bansal (DIN: 00063555) be and is hereby re-appointed as the Managing Director of the Company, not liable to retire by rotation for a period of five years with effect from 1 July 2019, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Sajan Kumar Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Sajan Kumar Bansal as Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Sharan Bansal as Whole-Time Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Sharan Bansal (DIN: 00063481) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation for a period of three years with effect from 1 July 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Sharan Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Sharan Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Devesh Bansal as Whole-Time Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions ,if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Devesh Bansal (DIN: 00162513) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation for a period of three years with effect from 1 April 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Devesh Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Devesh Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Siddharth Bansal as Whole-Time Director of the Company as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions ,if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, Sri Siddharth Bansal (DIN: 02947929) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation for a period of three years with effect from 1 April 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice and the agreement entered into by the Company and Sri Siddharth Bansal submitted to this meeting, which agreement be and is hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Siddharth Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution for maintenance of Register of members at a place other than the Registered Office of the Company as Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 94 and other applicable provisions of the Companies Act, 2013 (Act) read with Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to maintain and keep the Company’s registers required to be maintained under Section 88 of the Act, at the office of Company’s Registrar and Share Transfer Agent, viz., M/s. Maheshwari Datamatics Pvt. Ltd. (MDPL) at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 and/or at such other place in Kolkata where MDPL may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors (the ‘Board’ which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

By order of the Board
For Skipper Limited

Registered Office:
3A, Loudon Street, Kolkata- 700017
Date: 22 May 2019

Manish Agarwal
Company Secretary
Membership No: A29792

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, at least 48 hours before commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form is annexed herewith.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 (Act), authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Members/ Proxies should fill the attendance slips and handover the same at the entry of the meeting venue. The members shall carry copy of their Annual Report to the meeting, if required. No annual reports will be available for distribution at the meeting venue.
- 4) Relevant documents referred in the Notice or Explanatory statement will be open for inspection by the members at the Meeting and such documents will also be available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
- 5) The Explanatory Statement pursuant to Section 102 of the Act forms part of this notice.
- 6) A route map showing direction to reach the venue of the 38th Annual General Meeting forms part of the notice as per the requirement of the Secretarial Standards-2 on General Meeting.
- 7) Relevant details as required under Section 164(2) of the Act and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard -2 on General Meetings issued by The Institute of Company Secretaries of India, of person seeking appointment/re-appointment as Director forms part of the notice.

- 8) Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from **6 August 2019 to 12 August 2019** (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.
- 9) If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend shall be made:
 - a. To all beneficial owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 5 August 2019.
 - b. To all members in respect of shares held in physical form on or before the close of business hours on 5 August 2019.
- 10) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent. The bank particulars registered with Depository Participants/Company will be used for payment of dividend.
- 11) The shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. The amount of dividend remaining unclaimed/ unpaid for seven years shall be transferred to the Investor Education and Protection Fund when the same becomes due. In terms of the provisions of Section 124(5) of the Act, the Company did not have an unclaimed/unpaid dividend which was/is required to be transferred to the Investors Education and Protection Fund.
- 12) Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar M/s. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001.
- 14) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the s Act will be available for inspection at the Annual General Meeting.
- 15) Any query relating to financial statements must be sent to the Company's registered office at least seven days before the date of the Meeting.
- 16) SEBI vide its notification dated 8 June 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only, effective from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account. A guidance note on dematerialization of shares of the Company is also 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>.
- 17) Electronic copy of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2018 –19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who

have not registered their email address, physical copies of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2018 –19 is being sent as per the permitted mode.

- 18) Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for the FY 2018–19 is also available on the Company's website www.skipperlimited.com for download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all working days. Members are entitled to receive all communication in physical form by post, free of cost, upon making a request for the same. The shareholders may send requests to the Company's email id: investor.relations@skipperlimited.com for this purpose.

19) **Voting through electronic means:**

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 38th Annual General Meeting to be held on Monday, 12 August 2019.
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. Monday, 5 August 2019** shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide the remote e-voting facilities.

The remote e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	End of Remote E-voting
From 9.00 A.M. (IST) on Friday, 9 August 2019	Up to 5.00 P.M. (IST) on Sunday, 11 August 2019

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

Further, the members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e- voting may attend the meeting but shall not be entitled to vote thereat.

- (iii) Instructions and other information relating to remote e-voting are as under:

- Log on to the e-voting website: www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.
- Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in physical form should enter folio number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user please follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha- numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name (in CAPITAL LETTERS) and the 8 digit of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank Details field.

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is also to be used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For members holding shares in physical form, the details in Attendance Slip/email can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN along with "Skipper Limited" from the drop down menu on which you choose to vote.
- m. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. **For Non – Individual Shareholders and Custodians:**
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (iv) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 - (v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 5 August 2019.
 - (vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, 5 August 2019 may contact the Company for Login ID and other e-voting related details.
 - (vii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call the helpdesk no. 1800225533.
20. The Board of Directors of the Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (Membership No- 17190/CP- 18428) of M/s MKB & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer to scrutinize the Ballot Form and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as the scrutinizer and will be available for the said purpose.
21. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 hours of conclusion of the Meeting, to the Chairman or any other person authorized by the Board. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.skipperlimited.com and also be displayed on the Notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 12 August 2019.

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.4

The Members of the Company at the 33rd Annual General Meeting ('AGM') held on 23 September 2014 approved the appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s Singhi & Co. will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re-appointment of M/s Singhi & Co., Chartered Accountants, as the Auditors of the Company for a further period of five years from the conclusion of this AGM till the conclusion of the 43rd AGM.

M/s. Singhi & Co. is amongst the prominent audit and financial consulting firms in India having vast experience in the field of Audit & Assurance, Risk Advisory, Internal Audit, Corporate Finance, Tax Consulting, Business Process Re-engineering, Ind-AS and Offshoring. It has more than 100 listed companies as its client and has PAN India presence in 9 cities which includes Kolkata, Noida, Mumbai, Chennai, Bangalore, Hyderabad, Nagpur, Guwahati and Ahmedabad with a team size of more than 650 people.

As per the provisions of Section 139 of the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder, M/s. Singhi & Co. is eligible for re-appointment as Statutory Auditor of the Company and has given their consent in writing for re-appointment.

It is proposed to pay a remuneration of ₹ 14 lakhs per annum to the auditors with authority to the Board to revise the same from time to time in consultation with M/s Singhi & Co.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 4 of the notice.

The Board of Directors recommends the Ordinary Resolution as set forth in the item no. 4 for approval of the members of the Company.

Item No.5

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 22 May 2019 have approved the appointment of M/s AB & Co., Cost Accountants (Firm Registration No. 000256), as the Cost Auditor of the Company for the financial year ending on March 31, 2020 at a remuneration of Rs. 70,000/- (Rupees seventy thousand only) plus applicable taxes and reimbursement of actual out-of pocket expenses incurred, if any, in connection with the cost audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the cost auditor for financial year 2019-20.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 5 of the notice.

The Board recommends the Ordinary Resolution as set forth in the item no. 5 for approval of the members of the Company.

Item No.6

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30 September 2018 had appointed Sri Pramod Kumar Shah (DIN: 00343256), as an Additional Director (in the capacity of Independent Director) of the Company. Pursuant to the provisions of Section 161(1) of the Act, Sri Pramod Kumar Shah shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Sri Pramod Kumar Shah for the office of Director of the Company. The Nomination and Remuneration Committee and the Board of Directors have also recommended appointment of Sri Pramod Kumar Shah as an Independent Director of the Company.

Sri Pramod Kumar Shah is graduated with a Bachelor's Degree in Commerce from Calcutta University and is a fellow member of the Institute of Chartered Accountants of India. He has over 35 years of experience in practicing accountancy with an expertise in the area of internal audit. He has written, compiled and edited books and social and cultural magazines and participated in T. V. talk shows that were aired on Discovery Channel, Kolkata Doordarshan and Taaza T. V.

Sri Pramod Kumar Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Sri Pramod Kumar Shah to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.