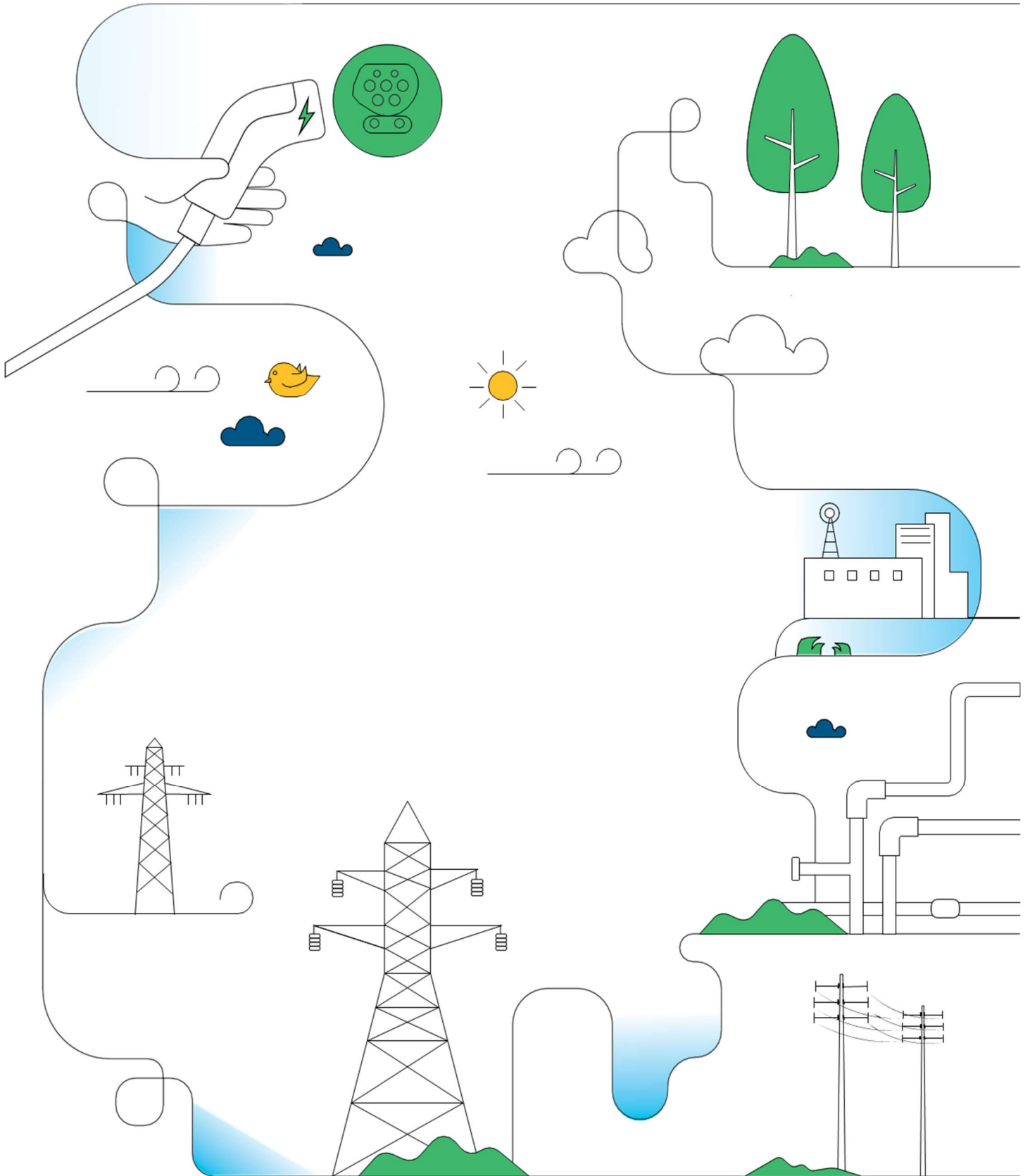


**Notice For 42<sup>nd</sup>  
Annual General Meeting**



## SKIPPER LIMITED

CIN: L40104WB1981PLC033408

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

Phone: 033- 22895731, Fax: 033-22895733, Email - [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com)

Website: [www.skipperlimited.com](http://www.skipperlimited.com)

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### NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the **FORTY-SECOND ANNUAL GENERAL MEETING** ('AGM') of the members of **SKIPPER LIMITED** ('the Company') will be held on Tuesday, 19<sup>th</sup> September, 2023 at 11.30 A.M., through Video Conference or Other Audio Visual Means (VC/OAVM) to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the reports of the Board of Directors and the Auditors thereon;
2. To declare a dividend for the financial year ended 31<sup>st</sup> March, 2023. The Board of Directors has recommended a Dividend of 10% i.e., 0.10 paise per equity share of ₹ 1 each, fully paid up.
3. To appoint a Director in place of Mr. Sharan Bansal (DIN: 00063481), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution for ratification of remuneration of Cost Auditors for the Financial Year 2023-24 as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder (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-imburement 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 the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024, be and is hereby ratified and approved.

**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."

5. To consider and if thought fit, to pass the following resolution for re-appointment of Mr. Pramod Kumar Shah (DIN: 00343256), as an Independent Director of the Company as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, 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 Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time and based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Pramod Kumar Shah (DIN: 00343256), holding office as an Independent Director and who has submitted a declaration that he meets the criteria for Independence under Section 149 of the Act and Regulation 16 of the 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 reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of 5 (Five) years with effect from 30<sup>th</sup> September 2023 to 29<sup>th</sup> September, 2028 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** any of the Directors of the Company or the Company Secretary 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**

Kolkata  
10<sup>th</sup> August, 2023

Anu Singh  
Company Secretary & Compliance Officer  
ICSI Membership No: FCS 9782

## NOTES:

- 1) In pursuance of the circulars issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 10/2022 dated December 28, 2022 (hereinafter collectively referred to as "MCA Circulars") and circulars issued by Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter collectively referred to as "Circulars"), companies are allowed to conduct their Annual General Meeting (AGM) during the calendar year 2023 through Video Conferencing or Other Audio Visual Means (VC/OAVM).

In compliance with the above Circulars, the relevant provisions of the Companies Act, 2013 ('the Act') and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 42<sup>nd</sup> Annual General Meeting ("AGM" or the "Meeting") of the Company will be held on Tuesday, 19<sup>th</sup> September, 2023 at 11.30 A.M., (IST) through VC/OAVM. The deemed venue for the 42<sup>nd</sup> AGM shall be the Registered Office of the Company.

- 2) According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of holding 42<sup>nd</sup> AGM of the Company through VC/OAVM. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL at <https://www.evoting.nsdl.com>
- 3) An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 4 & 5 forms part of this notice. The Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2023 considered that the special business under Item Nos. 4 & 5, being considered unavoidable, be transacted at the 42<sup>nd</sup> AGM of the Company.
- 4) Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since, the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/ Corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the AGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution together with attested specimen signature of authorized representative to the scrutinizer through email at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- 6) Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
- 7) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.

- 8) In accordance with the above circulars, the Notice along with the Annual Report of the Company for the financial year ended 31st March, 2023, is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (“RTA”), i.e., M/s. Maheshwari Datamatics Private Limited (“MDPL”) or the Depository Participant(s). The Notice and the Annual Report for the financial year ended 31st March, 2023 shall be available on the website of the Company viz., [www.skipperlimited.com](http://www.skipperlimited.com) and on the website of the stock exchanges where equity shares of the Company are listed viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Notice shall also be available on the e-Voting website of NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 9) Members holding shares in physical mode who have not yet registered/updated their email address are requested to kindly register the same by sending relevant documents in Form ISR-1 to the RTA of the Company i.e M/s. Maheshwari Datamatics Private Limited having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The said form is available on the website of the Company [www.skipperlimited.com](http://www.skipperlimited.com) and on the website of the RTA [www.mdpl.in](http://www.mdpl.in). Members holding shares in demat mode should update their email addresses directly with their respective Depository Participants.
- 10) Necessary information of the Director seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.

**11) Book Closure and Dividend:**

Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from Wednesday, 13th September, 2023 to Tuesday, 19th September, 2023 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting. 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 list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Tuesday, 12<sup>th</sup> September, 2023**.
- b. To all members in respect of shares held in physical form on or before the close of business hours on **Tuesday, 12<sup>th</sup> September, 2023**.

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company, either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall dispatch the dividend warrant/demand draft to such Members, at the earliest.

Members holding shares in physical mode and who have not yet updated their mandate for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payment may register the same by sending relevant documents available on RTA’s website [www.mdpl.in](http://www.mdpl.in). Members holding shares in demat mode should update their email addresses and bank mandate directly with their respective Depository Participants.

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-Tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the separate communication made in this regard along with this notice and take necessary actions, if required.

- 12) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before Tuesday, 12<sup>th</sup> September, 2023, through email on [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com). The same will be replied by the Company suitably.
- 13) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Monday, 4<sup>th</sup> September, 2023 to Monday, 11<sup>th</sup> September, 2023, at [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com) from their registered e-mail addresses mentioning their names, folio numbers/ demat account numbers, PAN details, mobile numbers and their questions. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- 14) All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of AGM. Members desirous of inspecting the same may send their requests at [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com) from their registered e-mail addresses mentioning their names and folio numbers/ demat account numbers.  
  
During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act or any other relevant document as may be required, shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- 15) 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 through their online portal [www.mdpl.in/form](http://www.mdpl.in/form) by following the instructions mentioned therein. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.
- 16) Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019. Any investor who is desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized, however, an investor is not prohibited from holding the shares in physical mode. In view of this, to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 17) SEBI vide circulars dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021 and 16<sup>th</sup> March, 2023 has provided Common and Simplified norms for processing investor's service requests wherein it has been mandated for shareholders holding securities in physical form to furnish PAN, Nomination Details, Contact Details (Address with PIN, Mobile Number, email address), bank account details and specimen signature before

they could avail any investor service. Folios wherein any of the above information is not available before 1<sup>st</sup> October, 2023, shall be frozen. The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company [www.skipperlimited.com](http://www.skipperlimited.com). The concerned shareholders are requested to update the above details by submitting the prescribed forms to the RTA of the Company i.e M/s. Maheshwari Datamatics Private Limited, 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.

- 18) The shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. Details of the unpaid/unclaimed dividend are uploaded on the website of the Company at [www.skipperlimited.com](http://www.skipperlimited.com).

As per Section 124(5) of the Act read with relevant rules made thereunder, all dividends which remain unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, as per Section 124 (6) of the Act read with relevant rules made thereunder, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Account. In terms of the aforesaid provisions, unclaimed dividend/shares for FY 2015-16 are due to be transferred to the IEPF on 12<sup>th</sup> September, 2023 and the Company has, accordingly, sent reminder letters to those shareholders whose shares/ dividends are liable to be transferred to IEPF. The Company, through a public notice in the newspaper, has also advised those Members to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority.

- 19) Members can join the AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned above. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- 20) Members, who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided below.

- 21) Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.

**22) VOTING THROUGH ELECTRONIC MEANS:**

- i) 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. Tuesday, 12<sup>th</sup> September, 2023**, shall be entitled to avail the facility of remote e-voting/e-voting 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 voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The remote e-voting facility will be available during the following period:

Commencement of Remote E-voting	End of Remote E-voting
From 9.00 A.M. (IST) on Saturday, 16 <sup>th</sup> September, 2023	Up to 5.00 P.M. (IST) on Monday, 18 <sup>th</sup> September, 2023

Any person holding shares in physical form and non-individual shareholders, who acquires shares in the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date, i.e., Tuesday, 12<sup>th</sup> September, 2023, may obtain the Login User Id and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com).

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of aforesaid period. However, e-voting facility will be made available during the AGM for those shareholders who have not casted their votes through remote e-voting.

- ii) Only those members, who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 19<sup>th</sup> September, 2023. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at [www.skipperlimited.com](http://www.skipperlimited.com)
- iii) The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (Membership no- A17190/CP-18428), partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata, to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.
- iv) 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 at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, within two working days from the 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](http://www.skipperlimited.com) and also be displayed on the Notice board of the Company at its registered office and on the website of NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.

**23) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 16<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 18<sup>th</sup> September, 2023, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12<sup>th</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12<sup>th</sup> September, 2023.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: Access to NSDL E-Voting System




Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

**DETAILS ON STEP 1 ARE GIVEN BELOW:**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my Easi username &amp; password.</li> <li>2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all the e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you will need to enter the 'initial password' and the system will force you to change your password.
- c) In order to retrieve the 'initial password'
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**DETAILS ON STEP 2 ARE GIVEN BELOW:**

To cast your vote electronically and join General Meeting on NSDL e-Voting system-

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**24) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com).
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.relations@skipperlimited.com](mailto:investor.relations@skipperlimited.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/ members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**25) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/ AGM ARE AS UNDER:-**

- a. The procedure for e-voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM/AGM.
- c. Members who have voted through Remote e-voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**26) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ AGM THROUGH VC/ OAVM ARE AS UNDER:**

- a. Members will be provided with a facility to attend the EGM/ AGM through VC/ OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.

- c. Further, speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

##### **Item No. 4**

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 15<sup>th</sup> May, 2023, 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 31<sup>st</sup> March, 2024 at a remuneration of ₹ 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 the financial year 2023-24.

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

##### **Item No. 5**

The members of the Company appointed Mr. Pramod Kumar Shah (DIN: 00343256) as an Independent Director of the Company w.e.f. 30<sup>th</sup> September, 2018, for a period of five years upto 29<sup>th</sup> September, 2023. Mr. Pramod Kumar Shah (DIN: 00343256), being an Independent Director of the Company and being eligible, offers himself for reappointment for a second term of five consecutive years.

The Nomination and Remuneration Committee and the Board of Directors on the basis of the report of performance evaluation of Directors and expertise and in view of his educational background and experience and considering his contribution for the growth and development of the Company has recommended reappointment of Mr. Pramod Kumar Shah as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board, while recommending the re-appointment of Mr. Pramod Kumar Shah, had considered various factors, viz., the number of Board/Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted and independent judgments. His performance was evaluated as "Meets expectation" by the Board.

Mr. Pramod Kumar Shah is a Fellow member of the Institute of Chartered Accountants of India and has over 35 years of experience in practicing accountancy with an expertise in the area of internal audit. He has graduated with a Bachelor's Degree in Commerce from Calcutta University. Mr. Shah 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, Taaza T.V. and radio talk shows broadcasted from Akashwani Kolkata. He was the Past President of All India Marwari Yuva Manch.

Mr. 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 Mr. 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. The Company has also received notice from a Member, under Section 160 of the Act, proposing the re-appointment of Mr. Pramod Kumar Shah as an Independent Director of the Company. Accordingly, it is proposed to re-appoint Mr. Pramod Kumar Shah as an Independent Director for a second term of 5 consecutive years from 30<sup>th</sup> September, 2023 to 29<sup>th</sup> September 2028.

Mr. Pramod Kumar Shah is currently 71 years of age and during his tenure of re-appointment for a period of 5 years from 30<sup>th</sup> September, 2023 to 29<sup>th</sup> September 2028, he will be attaining the age of 75 years. Accordingly approval is also sought under Regulation 17(1A) of Listing Regulations.

A copy of the letter of his re-appointment, setting out terms and conditions of his re-appointment, is available for inspection in the manner as stated in the notes of this notice. Other details in respect of appointment of Mr. Pramod Kumar Shah, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice.

Except Mr. Pramod Kumar Shah, being an appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 5 of the notice.

The Board considers that the re-appointment of Mr. Pramod Kumar Shah would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 5 for approval of members of the Company.

**Details of Directors seeking appointment/re-appointment at the AGM**

**[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]**

Categories	Details of Directors	
Name	Mr. Pramod Kumar Shah	Mr. Sharan Bansal
Director Identification Number (DIN)	00343256	00063481
Age	71 years	43 years
Qualifications	B.Com and Chartered Accountant.	Mechanical Engineering from the Georgia Institute of Technology, USA.
Date of first appointment on the Board	30 <sup>th</sup> September, 2018	2 <sup>nd</sup> April, 2002
Experience (approx.)	35 years	21 years
Brief Resume	Mr. Pramod Kumar Shah is a Fellow member of the Institute of Chartered Accountants of India and has over 35 years of experience in practicing accountancy with an expertise in the area of internal audit. He has graduated with a Bachelor's Degree in Commerce from Calcutta University. Mr. Shah 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, Taaza T.V. and radio talk shows broadcasted from Akashwani Kolkata. He was the Past President of All India Marwari Yuva Manch.	Mr. Sharan Bansal graduated in Mechanical Engineering from Georgia Tech, Atlanta USA. He initiated the Power Transmission vertical at Skipper in 2003 and within a decade, has grown it to become India's largest T&D Structure manufacturer and world's only true Integrated T&D Company. Under his guidance and direction, Skipper had bagged "The largest Tower Supplier" award from Power Grid Corporation of India Limited (PGCIL), for 3 consecutive years. In the past, he has served on the National Executive Council of Indian Electrical and Electronics Manufacturers Association (IEEMA) and as President of Entrepreneur's Organization - Kolkata chapter.
Nature of expertise in specific functional areas	Expertise in Audit, Accountancy, Finance and Banking.	Expertise in Tower and EPC division of the business.
Terms & Conditions of appointment/re-appointment	Independent Director for a period of five years, not liable to retire by rotation.	Whole-Time Director for a period of three years, liable to retire by rotation.
Details of remuneration sought to be paid	Eligible to receive sitting fees for attending meetings of the Board or Committees thereof and profit linked commission, if any.	He is retiring by rotation as per Section 152 of the Companies Act, 2013 and entitled to receive remuneration as already approved by the Members.
Remuneration last drawn in FY 2022-23	₹ 1,45,000/- as sitting fees.	₹ 1,20,00,000 /-
Number of Board meetings attended during the year	4/4	3/4
Disclosure of relationship with other directors/KMP	Mr. Pramod Kumar Shah is not related to any of the directors/KMP of the Company.	Mr. Sharan Bansal is related to Mr. Sajan Kumar Bansal, Mr. Siddharth Bansal and Mr. Devesh Bansal, Directors of the Company.
Shareholding of Director including	Nil	10,000 equity shares



shareholding as a beneficial owner		
List of Directorship in other companies as on 31 <sup>st</sup> March, 2023	<ol style="list-style-type: none"> <li>1. Minsol Limited</li> <li>2. Emami Agrotech Limited</li> <li>3. Emami Frank Ross Limited</li> <li>4. Meghalaya Power Limited</li> <li>5. Megha Technical and Engineers Private Limited</li> <li>6. Star Cement Meghalaya Limited</li> <li>7. Shyam Century Ferrous Limited</li> <li>8. Skipper Plastics Limited</li> <li>9. Star Cement Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Skipper Polychem Limited</li> <li>2. Skipper Pipes Limited</li> <li>3. Skipper Plastics Limited</li> <li>4. Vaibhav Metals Pvt. Ltd.</li> <li>5. Utsav Ispat Pvt. Ltd.</li> <li>6. Suviksit Investments Ltd.</li> </ol>
Name of Listed Companies from which the Director has resigned in last three years.	None	None
List of Membership/ Chairmanship of Committees of other companies as on 31 <sup>st</sup> March, 2023	<p><b>1. Minsol Limited:</b></p> <ol style="list-style-type: none"> <li>a) Chairman in Corporate Social Responsibility Committee</li> <li>b) Member in Audit Committee</li> <li>c) Member in Nomination &amp; Remuneration Committee</li> </ol> <p><b>2. Star Cement Limited:</b></p> <ol style="list-style-type: none"> <li>a) Chairman in Stakeholders Relationship Committee</li> <li>b) Member in Audit Committee</li> <li>c) Member in Nomination &amp; Remuneration Committee</li> <li>d) Member in Corporate Social Responsibility Committee</li> <li>e) Member in Risk Management Committee</li> </ol> <p><b>3. Emami Agrotech Limited:</b></p> <ol style="list-style-type: none"> <li>a) Chairman in Audit Committee</li> <li>b) Member in Nomination &amp; Remuneration Committee</li> </ol> <p><b>4. Meghalaya Power Limited</b></p> <ol style="list-style-type: none"> <li>a) Chairman in Audit Committee</li> <li>b) Chairman in Nomination &amp; Remuneration Committee</li> <li>c) Chairman in Corporate Social Responsibility Committee</li> </ol> <p><b>5. Emami Frank Ross Limited:</b></p> <ol style="list-style-type: none"> <li>a) Chairman in Audit Committee</li> <li>b) Member in Nomination &amp; Remuneration Committee</li> </ol> <p><b>6. Shyam Century Ferrous Limited:</b></p> <ol style="list-style-type: none"> <li>a) Chairman in Audit Committee</li> <li>b) Member in Nomination &amp; Remuneration Committee</li> <li>c) Member in Corporate Social Responsibility Committee</li> <li>d) Member in Finance Committee</li> </ol> <p><b>7. Megha Technical and Engineers Private Limited:</b></p> <ol style="list-style-type: none"> <li>a) Member in Audit Committee</li> <li>b) Member in Nomination &amp; Remuneration</li> </ol>	<p><b>Skipper Plastics Ltd :</b></p> <p>Chairman in Nomination &amp; Remuneration Committee</p>

	<p>Committee</p> <p><b>8. Star Cement Meghalaya Limited:</b></p> <p>a) Member in Audit Committee</p> <p>b) Member in Nomination &amp; Remuneration Committee</p> <p>c) Member in Corporate Social Responsibility Committee</p> <p><b>9. Skipper Plastics Limited:</b></p> <p>a) Member in Audit Committee</p> <p>b) Member in Nomination &amp; Remuneration Committee</p>	
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	The Nomination & Remuneration Committee has identified Financial, Taxation, Legal, Governance, Risk Management, Leadership Management & Corporate Strategy as the skills required for the role. Mr. Shah possesses the required skills and capabilities suitable for this role.	NA

By order of the Board  
**For Skipper Limited**

Kolkata  
10<sup>th</sup> August, 2023

Anu Singh  
Company Secretary & Compliance Officer  
ICSI Membership No: FCS 9782