

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

Website: www.skipperlimited.com

NOTICE OF 44th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **FORTY-FOURTH ANNUAL GENERAL MEETING** (AGM) of the members of **SKIPPER LIMITED** ('the Company') will be held on **Tuesday 23rd September, 2025 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 31st March, 2025, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the Financial Year ended 31st March, 2025. The Board of Directors has recommended a Dividend of 10% i.e. ₹0.10 per equity share of face value of Re. 1 each fully paid up and ₹0.025 per equity share of face value of Rs. 0.25 each partly paid up.
3. To appoint a Director in place of Mr. Yash Pall Jain (DIN: 00016663), 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 appointment of M/s. MKB & Associates, as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years and fixation of remuneration as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, including any statutory modifications or re-enactment thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Audit Committee and Board of Directors, the consent of the members is hereby accorded to appoint M/s. MKB & Associates, Company Secretaries in practice as the Secretarial Auditor of the Company for a period of five consecutive years to hold office from 01st April, 2025 till 31st March, 2030 at such remuneration as mentioned in the explanatory statement and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary & Compliance Officer 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 ratification of remuneration of Cost Auditors for the Financial Year 2025-26 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-imbursement of actual out of pocket expenses incurred in connection with the audit as recommended by the Audit Committee and approved by the Board of Directors, 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 31st March, 2026, be and is hereby ratified and approved."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary & Compliance Officer 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 reappointment of Mr. Yash Pall Jain (DIN: 00016663) as Whole-Time Director of the Company as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and upon recommendations and/or approvals of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors

of the Company, Mr. Yash Pall Jain (DIN: 00016663) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 6th September, 2025 to 5th September, 2028 on such terms and conditions including remuneration as set out in the draft agreement to be executed by and between Mr. Yash Pall Jain and the Company (salient features of which are provided in the explanatory statement as annexed to this notice) as submitted to this meeting, which agreement also be and is hereby specifically approved.

RESOLVED FURTHER THAT notwithstanding the profits in any Financial Year, the Company shall pay the remuneration as mentioned in explanatory statement to this notice as the minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Yash Pall Jain 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 Company Secretary & Compliance Officer of the company be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, deeds and things or to file forms, which may be usual, expedient or proper to give effect to the above resolution.”

By order of the Board
For Skipper Limited

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

Kolkata
Date: 31st July, 2025

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), allowed to hold the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 44th AGM of the Company is being held through VC/OAVM. The deemed venue for the 44th AGM shall be the Registered Office of the Company.

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 44th Annual General Meeting ("AGM" or the "Meeting") of the Company will be held on Tuesday, 23rd September, 2025 at 11:30 A.M. (IST) through VC/OAVM. The deemed venue for the 44th 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 in the services of National Securities Depository Limited (NSDL) for the purpose of holding 44th 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 to 6 forms part of this notice. The Board of Directors of the Company at its meeting held on 30th April, 2025 and 31st July, 2025 considered that the special business under Item No. 4 to 6 being considered unavoidable, be transacted at the 44th 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 with a copy marked to evoting@nsdl.com.

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 and in compliance with the aforesaid MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 the Notice along with the Annual Report of the Company for the Financial Year ended 31st March, 2025, 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, 2025 shall be available on the website of the Company viz., www.skipperlimited.com and on the website of the stock exchanges where equity shares of the Company are listed viz., www.bseindia.com and www.nseindia.com. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.
9. Necessary information of the Directors 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.

10. Record date for 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 Company has fixed **16th September, 2025** as the record date 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 **16th September 2025**.
- b. To all members in respect of shares held in physical form on or before the close of business hours on **16th September 2025**.

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.

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 duly completed ISR 1 available on RTA's website 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.

11. SEBI vide Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 issued to the Registrar and Transfer Agents (RTA), SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, as amended, has mandated that with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. In view of the above, Members are requested to update their KYC details by sending duly completed ISR 1, ISR 2, Choice of nomination, bank account

details with the Company's RTA, M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700001. The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the RTA at www.mdpl.in. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.

12. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
13. 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, 16th September, 2025** through email on investor.relations@skipperlimited.com. The same will be replied by the Company suitably.
14. 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, 8th September, 2025 to Monday, 15th September, 2025 at 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.
15. 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 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>.

16. The shareholders who have not uncashed 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.

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 2017-18 are due to be transferred to the IEPF on 13th September 2025 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, made on 3rd June, 2025, 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.

17. 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.
18. Members who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided below.
19. 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.

20. 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, 16th September 2025** 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 20 th September, 2025	Up to 5:00 P.M. (IST) on Monday, 22 nd September, 2025

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., , may obtain the Login User Id and Password by sending a request at evoting@nsdl.com or 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., The recorded transcript of the proceedings of the AGM shall be available on the Company's website at 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), failing him Mr. Manoj Kumar Banthia, (ACS 11470/ CP- 7596) both partner(s) 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, not later than 48 hours 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

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 immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 20th September, 2025 at 09:00 A.M. and ends on, Monday, 22nd September, 2025 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., 16th September 2025 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 16th September, 2025.

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

Pursuant to Section VI-C of the SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 pertaining to 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process. 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>4. 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. 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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="715 629 1062 837" style="text-align: center;"> <p>NSDL Mobile App is available on</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> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my Easi username & password. 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 & 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. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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.nsdl.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.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 with a copy marked to evoting@nsdl.com. 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 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 or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

22. 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.
- 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. 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.com for procuring user id and password for e-voting by providing above mentioned documents.

23. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the 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 AGM.
- c. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

24. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

- a. Members will be provided with a facility to attend the 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

To appoint of M/s. MKB & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for the term of 5 (Five) consecutive years.

The Board of Directors of the Company at its meeting held on 30th April, 2025, upon recommendation of the Audit Committee, have recommended for the approval of the Members, the appointment of M/s MKB & Co., Practicing Company Secretaries, (Firm Registration No. P2010WB042700) as the Secretarial Auditors of the Company for a period of five years w.e.f., April 1, 2025 to March 31, 2030.

Details as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sr.No.	Particulars	Details
1	Proposed Secretarial Auditors	The Board recommended the appointment of M/s. MKB & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company.
2	Basis of Recommendation	M/s. MKB & Associates are a reputed firm of Company Secretaries based in Kolkata with a pan India presence. The firm is known for its expertise in Corporate legal advisory services and had been consistently recognized for its professional excellence. Notably, it was ranked as the top Secretarial Auditor Firm in Eastern India by CimplifyFive's (Third Secretarial Auditor Report, 2017). The firm is led by Mr. Manoj Kumar Banthia, Managing Partner, who brings over 27 years of experience in Corporate and allied laws. With altogether five partners and a robust team of associates, the firm offers a comprehensive suite of services, including but not limited to Secretarial Audit, providing advisory and consultancy services in the field of corporate laws, SEBI related laws etc.
3	Credentials of Proposed Secretarial Auditor	M/s. MKB & Associates is a firm of Company Secretaries in Practice and holding Peer Review Certificate issued by the Peer Review Board of the Institute of Company Secretaries of India.
4	Term of Appointment	Five (5) consecutive years ie., from April 1, 2025 to March 31, 2030.
5	Proposed Fees	At a remuneration of Rs. 75,000/- plus taxes, for the Financial Year 2025-26 and for further years as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

The services to be rendered by M/s MKB & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated December 31, 2024.

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

To consider and if thought fit, to pass the following resolution for ratification of remuneration of Cost Auditors for the Financial Year 2025-26

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 30th April, 2025, 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 31st March, 2026 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 2025-26.

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 set forth in the item no. 5 for approval of the members of the Company.

Item No. 6

To consider and if thought fit, to pass, with or without modification(s), the following resolution for reappointment of Mr. Yash Pall Jain (DIN: 00016663) as Whole-Time Director of the Company

The members of the Company re-appointed Mr. Yash Pall Jain (DIN: 00016663) as Whole Time Director of the Company w.e.f. 6th September 2022 for a period of three years. He shall complete his present term as Whole Time Director on 5th September 2025.

Mr. Yash Pall Jain is a Graduate from Punjab University and has almost four decades of rich experience in the manufacturing industries. He is currently overseeing the day to day commercial operations of all the units and is also serving as the occupier of all the plants. He has played instrumental role over the last four years in operations, commercial negotiations, internal audit and general administration of the Company.

Considering the responsibilities and his contribution towards the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 31st July, 2025 approved the re-appointment of Mr. Yash Pall Jain as Whole Time Director of the Company, for a further period of 3 (Three) year from 6th September 2025 to 5th September 2028, subject to the approval of the members.

The Company has received consent from Mr. Yash Pall Jain in writing to continue to act as Whole Time Director of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Mr. Yash Pall Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time 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 Nomination and Remuneration Committee and the Board of Directors approved the terms of reappointment and remuneration of Mr. Yash Pall Jain in its meeting held on 31st July 2025. For the purpose, an agreement is proposed to be entered into by the Company with the Whole Time Director and the major terms and conditions contained in the said agreement are furnished below:

a. SALARY / BENEFITS

SALARY / BENEFITS Basic Salary: upto ₹37,50,000 per annum

Other Allowance: Not exceeding 150% of basic salary

Bonus: Not exceeding 15% of yearly basic salary

Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

The agreement entered into between the Company and Mr. Yash Pall Jain for his re-appointment is available for inspection in the manner stated in the notes of this notice.

Details of Mr. Yash Pall Jain, in terms of Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to this notice.

None of the other 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. 6 of the notice.

The Board considers that the re-appointment of Mr. Yash Pall Jain would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 6 for approval of members of the Company.

Annexure

Details of Directors seeking re-appointment at the AGM

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)]

Categories	Details of Directors
Name	Mr. Yash Pall Jain
Director Identification Number (DIN)	00016663
Date of Birth/Age	66 Years 06.01.1959
Qualifications	Graduate from Punjab University
Date of first appointment on the Board	6 th September, 2017
Experience (approx.)	43 Years
Nature of expertise	Expertise in day-to-day commercial operations of the units, internal audit and general administration.
Background Details/Job Profile	Mr. Yash Pall Jain is a Graduate from Punjab University and has almost four decades of rich experience in the manufacturing industries. He is currently overseeing the day-to-day commercial operations of all the units and is also serving as the occupier of all the plants. He has played instrumental role over the last four years in commercial negotiations, operations, internal audit and general administration.
Terms & Conditions of re-appointment	Re-appointed as Whole-Time Director for a period of three years liable to retire by rotation
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement for his re-appointment
Remuneration last drawn in FY 24-25	6.60 Millions
Number of Board meetings attended during the year	4/5
Disclosure of relationship with other directors/KMP	Mr. Yash Pall Jain is not related to any of the Directors/KMP of the Company
Shareholding of Director including shareholding as a beneficial owner	NIL
List of Directorship in other companies as on the date of this Notice.	NIL
Name of Listed Companies from which the Director has resigned in last three years.	NIL
List of Membership/ Chairmanship of Committees of other companies as on 31 st March, 2025	NIL

By order of the Board
For Skipper Limited

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

Kolkata
Date: 31st July, 2025