



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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013

Read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given to the members of Skipper Limited ('the Company') pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014("Rules"), as amended from time to time, read with the General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circular"), Secretarial Standard on General Meetings (SS 2) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), it is sought that the special business as set out below are proposed to be passed by the Members of Skipper Limited ("Company") through postal ballot by remote e-voting process ("e-voting"). An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts pertaining to the resolution and reasons thereof is annexed to the notice for your kind consideration.

Communication of assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has provided e-voting facility to its members and has engaged National Securities Depository Limited ("NSDL"), an agency authorised by the Ministry of Corporate Affairs ("MCA") for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The shareholders are requested to duly read the instructions in the Notes at the end of this Notice under the section "Voting Instructions" to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 P.M, 15th December, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company have appointed Sri Raj Kumar Banthia, Practicing Company Secretary, Kolkata as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or to any person authorized by him after completion of the scrutiny of the voting and the results of the postal ballot shall be declared within 2 working days at the Registered Office at 3A, Loudon Street, Kolkata – 700 017, West Bengal, India and shall be placed along with Scrutinizer's Report on the Company's website <https://www.skipperlimited.com/> and shall also be displayed on the Notice Board of the Company at its Registered Office and shall also be communicated to the Stock Exchanges and National Securities Depository Limited (NSDL) (e-voting agency).

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following resolution for alteration of the Object Clause of Memorandum of Association ('MoA') of the Company as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Kolkata, and/or of any other statutory or regulatory authority, as may be necessary, for effecting the alteration in the existing Object Clause of the Memorandum of Association (the “MoA”) of the Company by adding the following sub-clause (6) after sub clause (5) of clause III (A) of the MoA:

‘(6) To carry on the business of providing Technical Services for all kinds of Hardware including Peripherals, Software relating to products and services, connected and associated with Information and Computer based Technology, Communications and Entertainment business, Internet Technology, Sale of various products through Internet Sites, including Web Hosting Services, Web Based Application, Web Strategy Consulting, E-Commerce and all other technologies, providing adoptive system and enterprise resource planning both onshore and offshore, Networking including Network Design, Network Integration, Network Administration, Messaging and Technology Migration, System and Application Software, Computer Graphics and Multimedia Technology and to Provide all Kinds of Technical Solutions.’

FURTHER RESOLVED THAT the Board of Directors of the Company (the “Board”) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

By order of the Board
For Skipper Limited
Anu Singh
Company Secretary
Membership No: F9782

Place: Kolkata
Date: 12th November, 2022

NOTES:

- 1) An Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013, which sets out the details relating to Special Business Item No. 1 forms part of this Postal Ballot Notice. The Board of Directors of the Company by way of resolution by circulation, considered that the special businesses under Item No. 1, being considered unavoidable, be transacted via Postal Ballot.
- 2) In view of the on-going pandemic of COVID-19 and in accordance with MCA circulars, the Postal Ballot Notice is being sent to shareholders only through email as per the names received from the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., 11th November, 2022.
- 3) The Notice shall also 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.
- 4) Resolution passed by shareholders through Postal Ballot, are deemed to have been passed at General Meeting of shareholders.
- 5) 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 upto and including the date of declaration of results of Postal Ballot. 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.

6) PROCEDURE FOR POSTAL BALLOT

- (i) Members having their e-mail addresses registered with the Company or the Depository will receive an e-mail from NSDL containing instructions to cast their votes.
- (ii) Members will be provided with facility of e-voting for Postal Ballot through the NSDL e-Voting system at <https://www.evoting.nsdl.com> by following the steps mentioned below for access to NSDL e-voting system.
- (iii) Members, who need any assistance before or during the Postal Ballot, may contact on the helpline number or other contact details provided below.
- (iv) Members under the category of Institutional Investors are encouraged to vote through remote e-Voting for the Postal Ballot.

7) VOTING THROUGH ELECTRONIC MEANS

A. GENERAL INFORMATION

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide remote e-voting services to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. 11th November, 2022**, shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The e-voting facility for Postal Ballot will be available during the following voting period:

Commencement of E-voting	End of E-voting
From 9.00 A.M of 16 th November, 2022	Up to 5.00 P.M of 15 th December, 2022

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

- (iii) 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.
- (iv) The Board of Directors of the Company has appointed Sri Raj Kumar Bantia, 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 e-voting.
- (v) The Scrutinizer shall after the conclusion of Postal Ballot, unblock and count the votes cast in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days from the conclusion of the Postal Ballot, to the Chairman or any other person authorized by the Board. The results declared shall be placed on the website of the Company www.skipperlimited.com and also scrutinizer's report 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.
- (vi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of declaration of results.

B. THE INSTRUCTIONS/PROCEDURE FOR REMOTE E-VOTING:

- (i) [Login method for e-Voting 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:

<p>a) Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” for seamless voting experience.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdsindia.com/myeasi/home/login or www.cdsindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdsindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdsindia.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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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>

Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022- 23058738 or 022-23058542-43.

(ii) Login method for e-voting by shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

To Login to NSDL e-voting website:

- Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
- Click on icon “Login” available under “Shareholder/Member” section.
- A new screen will open. Enter your User Id, Password/OTP and also a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e., IDeAS, you can login at <https://eservices.nsdl.com> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 directly to cast your vote electronically.

(d) Your User Id details are given below :

Manner of holding shares, i.e., in Demat Account or in Physical Mode	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 Mode.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 123456 then User Id is 123456001***

(e) Your Password details are given below:

- If you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you are required to retrieve the “Initial Password” which was communicated to you. Once you retrieve your “Initial Password”, you need to enter the “Initial Password” and the system will direct you to change your “Initial Password”.
- Process to retrieve your “Initial Password” -
 - Trace the email sent to you from NSDL. Open the e-mail and thereafter open the PDF file attached. The Password to open the PDF file is your 8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of

CDSL Demat Account or Folio Number for shares held in Physical mode. The said PDF file contains your User Id and “Initial Password” for e-Voting purpose.

(ii) If your e-mail Id is not registered, please follow steps mentioned below under “Process for those shareholders whose e-mail ids are not registered”.

(f) If you are unable to retrieve or have not received the “Initial Password” or have forgotten your Password:

- If you are holding shares in your demat account with NSDL or CDSL, click on icon “Forgot User Details/ Password” available on <https://www.evoting.nsdl.com>
- If you are holding shares in physical mode, click on icon “Physical User Reset Password” available on www.evoting.nsdl.com
- If you are still unable to get the Password by following aforesaid two options, you can send your request at evoting@nsdl.co.in mentioning your name, your DP Id and Client Id/Folio Number, your PAN and your registered postal address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(g) Tick on Agree to “Terms and Conditions” by selecting on the check box.

(h) Now click on icon “Login”.

(i) Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically on NSDL e-Voting system:

(a) After successful login at Step 1, you will be able to see the homepage of e-voting. Click on e-Voting. Then, click on “Active Voting Cycles”.

(b) After clicking on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

(c) Select “EVEN” of Skipper Limited.

(d) Now you are ready for e-Voting as the voting page opens.

(e) 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 thereafter click on icon “Submit” and also “Confirm” when prompted.

(f) Upon confirmation, the message “Vote cast successfully” will be displayed.

(g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(h) Once you have confirmed after voting 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.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 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

D. INSTRUCTIONS FOR MEMBERS WHOSE E-MAIL ID'S ARE NOT REGISTERED:

The process for those members whose e-mail id's are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the Postal Ballot are as follows:

- (i) In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy of Share Certificate (both side) alongwith self-attested scanned copy of PAN card and self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding by e-mail to investor.relations@skipperlimited.com
- (ii) In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement along with self-attested scanned copy of PAN and AADHAAR by e-mail 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.
- (iii) Alternatively Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by providing the details mentioned in Point (i) or (ii) as the case may be.
- (iv) 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.

E. OTHER IMPORTANT INSTRUCTIONS

- (i) It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com
- (ii) 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 NSDL e-Voting website, i.e., www.evoting.nsdl.com or call on Toll Free No.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 1**

Business concepts and models were revolutionized, as a result, of the introduction of technology. In this digital era, both business and living communities are truly IT driven and service-oriented. With the automated processes that technology can provide, productivity reaches a higher level. This is due to the minimal resources consumed in processing business activities, by achieving better products and faster services delivered to more clients and customers.

As the globalization of the world economy accelerates with the fast advance of networking and computing technologies, IT plays more and more crucial role in assuring real-time collaborations for delivering needs across the world. IT as a service helps enterprises align their business operations, workforce and technologies to maximize their profits by continuously improving their performance.

Nowadays, enterprises are eagerly embracing various business models aimed at creating highly profitable businesses. With the advantage of years of experience and unique marketing, engineering and application expertise, the Company intends to shift its gears towards creating outcomes to best meet its customers' needs in order to stay competitive.

Numerous research and development aspects of manufacturing-enterprise, emerging from a business perspective will be briefly explored. Future development and research avenues in this emerging interdisciplinary field will also be explored.

Section 13 of the Companies Act, 2013 states that a Company shall alter the provisions of its Memorandum of Association ('MoA') by passing a special resolution. The Board of Directors, on 26th September, 2022, by way of resolution by circulation, has approved the alteration in the Object Clause of the Company subject to the approval of the Members of the Company.

The alteration/insertion of the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business more efficiently and the proposed activities can be, under the existing circumstances, conveniently combined with the present activities of the company. This will also enlarge the area of operations of the company. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MoA of the Company by inserting sub-clause (6) after sub clause (5) of clause III (A) of the MoA.

A copy of the proposed MoA of the Company would be available for inspection in the manner as stated in the notes to this notice.

The Special Resolution passed by Postal Ballot shall be filed with the Registrar of Companies who shall register the alteration of Memorandum of Association with respect to objects of the Company and certify the Registration.

The Board recommends the Special Resolution as set out at item no. 1 for approval of members of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or their relatives are directly/indirectly concerned or interested in the proposed Special Resolution except to the extent of their respective interest as Shareholders of the Company.

By order of the Board
For Skipper Limited

Anu Singh

Company Secretary
Membership No: F9782

Place: Kolkata

Date: 12th November, 2022