



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 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. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), 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 is proposed to be passed by the Members of Skipper Limited (“Company”) through postal ballot by remote e-voting process (“e-voting”).

Communication of assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the aforesaid 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, 16 June, 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 on or before 5.00 P.M, 18 June, 2022 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 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 with or without modification(s), the following resolution for re-appointment of Sri Devesh Bansal as Whole-Time Director 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 recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors of the company, Sri Devesh Bansal (DIN: 00162513) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 1 April 2022, on such terms and conditions including remuneration as set out in the draft agreement entered between Sri Devesh Bansal 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 is hereby authorized to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Devesh Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this respect.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 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 recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors of the company, Sri Siddharth Bansal (DIN: 02947929) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 1 April 2022, on such terms and conditions including remuneration as set out in the draft agreement entered between Sri Siddharth Bansal 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 is hereby authorized to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri Siddharth Bansal as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this respect.”

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution for appointment of Sri Raj Kumar Patodi as an Independent Director of the Company as **Special Resolution**:

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing

Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee and approval of the the Board of Directors of the company, Sri Raj Kumar Patodi (DIN : 00167437), aged 79 years, who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and who has been appointed as an Additional Director(Independent category) of the Company with effect from 11 May 2022, pursuant to Section 161 of the Act and who holds office upto the ensuing General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of upto 5 (five) consecutive years with effect from 11 May 2022.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this respect."

By order of the Board
For Skipper Limited

Kolkata
11th May, 2022

Anu Singh
Company Secretary
ICSI Membership No: F9782

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, 2 and 3, forms part of this Postal Ballot Notice. The Board of Directors of the Company at its meeting held on 11th May, 2022 considered that the special businesses under Item Nos. 1, 2 and 3, 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., 13th May, 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) Necessary information of the Directors seeking appointment/re-appointment at the General Meeting as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
- 6) 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 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.
- 7) **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.

8) 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. 13 May, 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 18 May, 2022	Up to 5.00 P.M of 16 June, 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 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 e-voting
- (v) The Scrutinizer shall after the conclusion of Postal Ballot, unblock and count the votes cast 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 of 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 i.e., 18 June, 2022.

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"> 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. 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 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. 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"> 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.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 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” -
 - (i) 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) along with 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 contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager of NSDL at e-mail id: evoting@nsdl.co.in.

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

Item No. 1

The members of the Company re-appointed Sri Devesh Bansal (DIN: 00162513) as Whole Time Director of the Company w.e.f. 1 April 2019 for the period of three years. He has completed his present term as Whole Time Director on 31 March 2022.

Sri Devesh Bansal is an alumni of Harvard Business School having completed the three-year Owner/President Management Program. He also holds a Master's of Science degree in International Business and Management from De Montfort University, UK. He has more than 20 years of experience in working at Skipper and currently oversees the Poles and Polymer products division 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 25th January, 2022 approved the re-appointment of Sri Devesh Bansal as Whole Time Director of the Company, for a further period of 3 (three) years from 1 April 2022 to 31 March 2025, subject to the approval of the members.

The Company has received consent from Sri Devesh Bansal 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. Sri Devesh Bansal 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 re-appointment and remuneration of Sri Devesh Bansal in its meeting held on 25th January, 2022, details of which are furnished below:

a. SALARY / BENEFITS

Basic Salary: ₹1.20 crore per annum with suitable increase at such rate as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V of the Act, including any statutory modification or re-enactment thereof for the time being in force.

Perquisites: Not exceeding ₹ 10 lakhs per annum

b. Commission:

Commission would be paid in addition to the Salary and Perquisites as calculated in reference to the net profits of the Company, in a particular Financial Year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The approval for re-appointment and remuneration of Sri Devesh Bansal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of re-appointment of Sri Devesh Bansal. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

The agreement entered into between the Company and Sri Devesh Bansal for his re-appointment is available for inspection in the manner as stated in the notes of this notice.

Details of Sri Devesh Bansal, 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.

Except Sri Devesh Bansal and his relatives including Sri Sajan Kumar Bansal, Sri Sharan Bansal and Sri Siddharth Bansal, 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. 1 of the notice.

The Board considers that the re-appointment of Sri Devesh Bansal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 1 for approval of members of the Company.

Item No. 2

The members of the Company re-appointed Sri Siddharth Bansal (DIN: 02947929) as Whole Time Director of the Company w.e.f. 1 April 2022 for the period of three years. He has completed his present term as Whole Time Director on 31 March 2022.

Sri Siddharth Bansal holds a Bachelor's in Entrepreneurship from University of Illinois, USA and a Master's degree in International Business from Aston University, UK and is associated with the Company since 2010. He has more than 12 years of experience and is currently heading the Polymer products division 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 25th January, 2022 approved the re-appointment of Sri Siddharth Bansal as Whole Time Director of the Company, for a further period of 3 (three) years from 1 April 2022 to 31 March 2025, subject to the approval of the members.

The Company has received consent from Sri Siddharth Bansal 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. Sri Siddharth Bansal 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 re-appointment and remuneration of Sri Siddharth Bansal in its meeting held on 25th January, 2022 details of which are furnished below:

a. SALARY / BENEFITS

Basic Salary: ₹1.20 crore per annum

Perquisites: Not exceeding ₹ 10 lakhs per annum

b. Commission:

Commission would be paid in addition to the Salary and Perquisites as calculated in reference to the net profits of the Company, in a particular Financial Year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The approval for re-appointment and remuneration of Sri Siddharth Bansal shall also be deemed to be approval in accordance with Regulation 17(6)(e) of Listing Regulations.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of re-appointment of Sri Siddharth Bansal. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

The agreement entered into between the Company and Sri Siddharth Bansal for his re-appointment is available for inspection in the manner as stated in the notes of this notice.

Details of Sri Siddharth Bansal, 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.

Except Sri Siddharth Bansal and his relatives including Sri Sajan Kumar Bansal, Sri Sharan Bansal and Sri Devesh Bansal, 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. 1 of the notice.

The Board considers that the re-appointment of Sri Siddharth Bansal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 2 for approval of members of the Company.

Item No. 3

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Sri Raj Kumar Patodi (DIN: 00167437), as an Additional Director under the independent category for a term of five years w.e.f 11 May 2022, not liable to retire by rotation, subject to the approval of shareholders. As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of shareholders by special resolution.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from Member, proposing his candidature for the office of Director.

In accordance with the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed company shall appoint a person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to the effect and justification for such appointment shall form part of the explanatory statement. Sri Raj Kumar Patodi is of 79 years, it is also intended to seek approval of the members by way of special resolution and the justification of the same is stated below:

Sri Raj Kumar Patodi (DIN: 00167437) is a Chartered Accountant, practicing under the name and style of M/s R K Patodi & Co., Chartered Accountants in Kolkata for the past 55 years. He is a graduate in Commerce from St. Xavier's College, Kolkata and also graduate in Law from the University of Calcutta. He has vast experience in Income Tax matters, having specialized in taxation of charities. In his earlier years of practice he specialized in Company Law and also assisted Mr. M C Bhandari, an author on Company Law, in writing a book entitled "Company Law Procedures", which used to be considered a Ready Reckoner on the subject.

The Company has received consent from Sri Raj Kumar Patodi to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. Further, he is not debarred from holding office as a director of the company, by virtue of any SEBI Order or any other such authority.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Sri Raj Kumar Patodi would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Details of Sri Raj Kumar Patodi, 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. The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

Except Sri Raj Kumar Patodi and his relatives, 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. 3 of the notice.

The Board considers that the appointment of Sri Raj Kumar Patodi would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 3 for approval of members of the Company.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

a. Nature of Industry:

The Company is into manufacturing of engineering and polymer products and also into execution of EPC projects.

b. Date or expected date of commencement of commercial production:

The Company was incorporated in the year 1981 and has already commenced commercial production since long.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

d. Standalone Financial Performance based on given indicators:

(₹in Millions)

Particulars	2021-22	2020-21	2019-20
Total Revenue	17070.80	15815.07	13905.07
Profit before Tax	303.47	301.19	182.32
Profit after Tax	286.11	210.83	414.90

e. Foreign Investments or Collaborations, if any:

Nil

II Information about the appointee:

All the required information about Sri Devesh Bansal, Sri Siddharth Bansal, and Sri Raj Kumar Patodi have been provided in the table 'Details of Directors seeking appointment/re-appointment' which forms part of this notice.

III Other information:

a. Reasons for loss or inadequate Profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 read with Schedule V of the Act and as a matter of abundant precaution, as the profitability of the Company is adversely impacted primarily on account of Covid 19 Pandemic, increasing raw material cost, deceleration in the infrastructure sector and also due to the conditions of the domestic T&D business which was unfavorable for growth.

b. Steps taken or proposed to be taken for improvement:

The Company has actively taken strategic and operational measures to improve the performance of the Company. The Company has streamlined various processes which has improved the efficiency of the operations. Further, the Company has taken steps for cost rationalization which will help the Company to reduce its operational costs and improve bottom line.

c. Expected increase in productivity and Profits in measurable terms:

While the Pandemic will have an impact on the market and demand, we believe that the initiative taken by the Company will improve the performance and profitability in coming years

Details of Directors seeking appointment/re-appointment at the Postal Ballot
[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 Director	Details of Director	Details of Director
Name	Sri Devesh Bansal	Sri Siddharth Bansal	Sri Raj Kumar Patodi
Director Identification Number (DIN)	00162513	02947929	00167437
Date of Birth/Age	25.12.1982	18.01.1988	30.01.1943
Qualification	Masters of Science degree in International Business and Management from De Montfort University, UK	Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK	Graduate in Commerce from St. Xavier's College, Kolkata and also graduate in Law from the University of Calcutta.
Original Date of Joining the Board	5 th April 2002	10 th March 2010	11 th May 2022
Experience (approx.)	20 years	12 years	55 years
Nature of expertise	Poles and Polymer products division of the Company.	Polymer products division of the Company.	He has vast experience in Income Tax matters, having specialized in taxation of charities.
Background Details/Job Profile & Suitability/Recognition & Awards	Sri Devesh Bansal is an alumni of Harvard Business School having completed the three-year Owner/President Management Program. He also holds a Master's of Science degree in International Business and Management from De Montfort University, UK. He has more than 20 years of experience in working at Skipper and currently oversees the Poles and Polymer products division of the Company.	Sri Siddharth Bansal holds a Bachelor's of Science degree in Management from University of Illinois, USA and a Master's in Science degree in International Business from Aston University, UK and is associated with the Company since 2010. He has more than 12 years of experience and is currently heading the Polymer products division of the Company.	Sri Raj Kumar Patodi is a Chartered Accountant, practicing under the name and style of M/s R K Patodi & Co., Chartered Accountants in Kolkata for the past 55 years. He has vast experience in Income Tax matters, having specialized in taxation of charities. In his earlier years of practice he specialized in Company Law and also assisted Mr. M C Bhandari, an author on Company Law, in writing a book entitled "Company Law Procedures", which used to be considered a Ready Reckoner on the subject.
Terms & Conditions of appointment/re-appointment	Whole-Time Director for a period of three years liable to retire by rotation.	Whole-Time Director for a period of three years liable to retire by rotation.	Independent Director for a period of five years subject to approval at the ensuing Annual General Meeting of the Company.
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement for his re-appointment.	As stated in the resolution and explanatory statement for his re-appointment.	Eligible to receive sitting fees and profit linked commission.
Remuneration last drawn	₹ 1,20,00,000 /- in the FY 2021-2022	₹ 1,20,00,000 /- in the FY 2021-2022	NA
Comparative remuneration profile, profile of the position and person	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	NA

Pecuniary relationship directly or indirectly with the Company	Sri Devesh Bansal is the promoter and Whole Time Director of the Company.	Sri Siddharth Bansal is the promoter and Whole Time Director of the Company.	Sri Raj Kumar Patodi is an Independent Director of the Company.
Number of Board meeting attended during the year	4/4	4/4	NA
Disclosure of relationship with other directors/KMP	Sri Devesh Bansal is related to Sri Sajan Kumar Bansal, Sri Sharan Bansal and Sri Siddharth Bansal, Directors of the Company.	Sri Siddharth Bansal is related to Sri Sajan Kumar Bansal, Sri Sharan Bansal and Sri Devesh Bansal, Directors of the Company.	Sri Raj Kumar Patodi is not related to any of the Directors/KMP of the Company.
Shareholding of Director in Skipper Limited	10,000 shares	10,000 shares	0
List of Directorship in other companies as on 31 March 2022	1. Skipper Polychem Limited 2. Skipper Pipes Limited 3. Skipper Plastics Limited 4. Samriddhi Ferrous Pvt. Ltd. 5. Aakriti Alloys Pvt. Ltd. 6. Ventex Trade Pvt. Ltd. 7. Suviksit Investments Ltd. 8. Achievers and Leaders Forum	1. Skipper Polychem Limited 2. YPO (Calcutta) 3. Skipper Pipes Limited	1. Ratlam Industrial Ltd 2. Vidyut Fiscal Services Pvt Ltd (Shareholding – 15.00%) 3. R. K. Patodi & Co. (Shareholding – 35.00%)
List of Membership/ Chairmanship of Committees of other companies as on 31 March 2022	NIL	NIL	NIL
Entities from which resigned in the past three years	1. Skipper Polypipes Private Limited – 05.07.2021 2. Skipper Relaties Limited – 05.07.2021 3. Skipper Teleink Limited – 05.07.2021 4. Merchant's Chamber of Commerce and Industry – 30.12.2019	1. Skipper Polypipes Private Limited – 05.07.2021	NIL

By order of the Board
For Skipper Limited

Kolkata
11th May, 2022

Anu Singh
Company Secretary
ICSI Membership No: F9782