



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

NOTICE is hereby given that the **39th (THIRTY NINTH)** Annual General Meeting of the members of **SKIPPER LIMITED** (the Company) will be held on **Monday, 28th September, 2020 at 2.30 P.M. (IST)** through Video Conferencing or Other Audio Visual Means (VC/ OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2020, together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2020, together with the Report of the Auditors thereon.
2. To declare dividend for the financial year ended 31 March, 2020. The Board of Directors have recommended a Dividend of ` 0.10 per equity share of ` 1 each, fully paid up.
3. To appoint a Director in place of Sri Devesh Bansal (DIN: 00162513), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of remuneration of Cost Auditors for the Financial Year 2020-21 as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (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, 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 March 31, 2021, be and is hereby ratified and approved.

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

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution for approval of remuneration of Sri Yash Pall Jain as Whole-Time Director of the Company as **Special Resolution:**

"RESOLVED THAT further to the resolution passed by the Members at the 37th Annual General Meeting of the Company held on 9 August, 2018, according their consent to the appointment of Sri Yash Pall Jain as Whole-Time Director of the Company for a period of 3 years commencing from 6th September, 2017, at a remuneration and on the terms and conditions mentioned therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended and such other approvals as may be necessary in this regard, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Sri Yash Pall Jain (DIN: 00016663) as the Whole Time Director of the Company for the period from 1 April, 2019 to 5 September, 2020 on the terms and conditions as are set out in the Explanatory Statement to this notice, as minimum remuneration notwithstanding the Company has no profits or inadequate profits during the said period.

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

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Sri Yash Pall Jain 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, Sri 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 1 (one) year with effect from 6 September 2020, on such terms and conditions including remuneration as set out in the draft agreement to be executed by and between Sri 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 is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri 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 of the Company or the Company Secretary be and are hereby severally authorized to execute all such writings, agreements, instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions , if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Sri Joginder Pal Dua (DIN: 02374358), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and Listing Regulations and has also registered himself on Independent Directors Databank and in respect

of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1 February 2021 to 31 January 2026.

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

By order of the Board
For Skipper Limited

Manish Agarwal
 Company Secretary
 Membership No: A29792

Kolkata, 22 June, 2020

NOTES:

- 1) In view of the massive outbreak of the COVID-19 pandemic and situation arising thereafter, the Ministry of Corporate Affairs (the "MCA") vide General Circular No 14/2020, No. 17/2020 and No. 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively ("MCA circulars") and the Securities and Exchange Board of India vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 has allowed Companies to conduct their Annual General Meeting through Video Conferencing or Other Audio Visual Means (VC/ OAVM), thereby, dispensing with the requirement of physical attendance of the members at the meeting. In compliance with the above circulars, the relevant provisions of the Companies Act, 2013 ("Act") and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the **39th Annual General Meeting ("AGM" or the "Meeting")** of the Company will be held on **Monday, 28th September, 2020 at 2.30 pm (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM)**. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.
- 2) Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 3) 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 and the proxy need not be a Member of the Company. Since, the AGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, 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.co.in.
- 4) 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.
- 5) Since the AGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
- 6) In accordance with the above circulars, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2020, 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 March 31, 2020 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.

Members holding shares in physical mode who have not yet registered/updated their email address are requested to register the same on MDPL's online portal <http://mdpl.in/form/email-update> by following the instructions mentioned therein. Members holding shares in demat mode should update their email addresses directly with their respective Depository Participants.

- 7) 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 7 forms part of this notice. The Board of Directors of the Company at its meeting held on 22 June, 2020 considered that the special business(es) under Item Nos. 4 to 7, being considered unavoidable, be transacted at the 39th AGM of the Company.
- 8) Necessary information of the Directors seeking re-appointment at the AGM 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.
- 9) Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from **22nd September 2020 to 28th September 2020** (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting.
- 10) M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E), have been appointed as the Statutory Auditors at the 38th Annual General Meeting of the Company for a period of

five years. As per Companies (Amendment) Act, 2017 (Section 139 of the Companies Act, 2013), notified on 07 May, 2018, the requirement of ratification of appointment of the Statutory Auditor at every Annual General Meeting has been done away with. As such, resolution for ratification of appointment of Auditor is no longer required to be passed at the AGM.

11) Payment of Dividend and tax thereon:

If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend shall be made:

- a. To all beneficial owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 21 September 2020.
- b. To all members in respect of shares held in physical form on or before the close of business hours on 21 September 2020.

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

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 on MDPL's online portal <http://mdpl.in/form/nach-mandate> by following the instructions mentioned therein. Members holding shares in demat mode should update their email addresses and bank mandate directly with their respective Depository Participants.

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

- 12) Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before 20 September, 2020 through email on investor.relations@skipperlimited.com. The same will be replied by the Company suitably.

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, 14 September, 2020 to Sunday, 20 September, 2020 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.

- 13) 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 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>.

- 14) Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar M/s. Maheshwari Datamatics Private Limited through their online portal www.mdpl.in/form by following the instructions mentioned therein. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.

- 15) Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. However, an investor is not prohibited from holding the shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. A guidance note on the process of dematerialization of shares of the Company is hosted on the Company's website for ease of understanding of the shareholders and can be viewed at <https://repository.skipperlimited.com/investor-relations/pdf/guidance-note-physical-form.pdf>

- 16) The shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. The amount of dividend remaining unclaimed/ unpaid for seven years shall be transferred to the Investor Education and Protection Fund when the same becomes due. Details of the unpaid/ unclaimed dividend are uploaded on the website of the

Company at www.skipperlimited.com. In terms of the provisions of Section 124(5) of the Act, the Company did not have an unclaimed/unpaid dividend which was/is required to be transferred to the Investors Education and Protection Fund during the year.

17) PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholder / member login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / member login where the EVEN of Company will be displayed. 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 below to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (ii) 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 served 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 served basis.

- (iii) Members, who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided below.
- (iv) Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop

connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.

- (v) 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.

18) 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 and e-voting facility during the AGM 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. Monday, 21st September, 2020** 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 remote e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	End of Remote E-voting
From 9.00 A.M. (IST) on Friday, 25 th September 2020	Up to 5.00 P.M. (IST) on Sunday, 27 th September 2020

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.
- (iii) 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.
 - (iv) 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.
 - (v) The Board of Directors of the Company have appointed Sri Manoj Banthia, Practicing Company Secretary (Membership no- A11470/CP-7596) failing him Sri Raj Kumar Banthia, Practicing Company Secretary (Membership no- A17190/CP-18428) both partners 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.
 - (vi) The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 hours of conclusion of the Meeting, to the Chairman or any other person authorized by the Board. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.skipperlimited.com and also be displayed on the Notice board of the Company at its registered office and on the website of NSDL viz., www.evoting.nsdl.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
 - (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 28th September, 2020.
 - (viii) The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.skipperlimited.com

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

To vote electronically on NSDL e-Voting system, please follow the steps which are mentioned below:

Step 1: Login to NSDL e-Voting system at https://www.evoting.nsdl.com

Step 2: Cast your vote electronically on NSDL e-Voting system.

DETAILS ON STEP 1 ARE GIVEN BELOW:

To Login to NSDL e-Voting website:

- (a) Open the web browser by typing the URL: https://www.evoting.nsdl.com either on a Personal Computer or on a Mobile.
- (b) Click on icon "Login" available under "Shareholder / Member" section.
- (c) A new screen will open. Enter your User Id, Password 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
- (ii) 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.
- (f) If your e-mail Id is not registered, please follow steps mentioned below under "Instructions for Members whose e-mail ids are not registered".
- (g) 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.
- (h) Tick on Agree to "Terms and Conditions" by selecting on the check box.
- (i) Now click on icon "Login".
- (j) 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.

C. THE INSTRUCTIONS / PROCEDURE FOR E-VOTING AT THE AGM:

- (i) The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
- (ii) Only those Members, who will be present in the AGM through VC or OAVM facility and have not casted their votes on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system in the AGM.
- (iii) 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.

- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

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 AGM 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 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 alongwith self-attested scanned copy of PAN and AADHAAR by e-mail to investor.relations@skipperlimited.com
- (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.

E. OTHER IMPORTANT INSTRUCTIONS

- (j) 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) Any person, who acquires shares in the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., Monday, 21st September, 2020, may obtain the Login User Id and Password by sending a request at evoting@nsdl.co.in or investor.relations@skipperlimited.com. However, if you are already registered with NSDL for e-Voting then you can use your existing User Id and Password for casting your votes.
- (iii) 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 222 990 or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: evoting@nsdl.co.in or at NSDL, 'Trade World', 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013.

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

Item No. 4

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 22 June 2020 have approved the appointment of M/s. AB & Co., Cost Accountants (Firm Registration No. 000256), as the Cost Auditor of the Company for the financial year ending on March 31, 2021 at a remuneration of Rs. 70,000/- (Rupees seventy thousand only) plus applicable taxes and

reimbursement of actual out-of pocket expenses incurred, if any, in connection with the cost audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditor for financial year 2020-21.

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

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

Item No. 5

Members are aware that at their meeting held on 9th August, 2018 Sri Yash Pall Jain (DIN: 00016663) was appointed as the Whole Time Director for a period of 3 years commencing from 6 September, 2017 to 5 September, 2020 at the following remuneration:

Basic Salary-	₹ 1417956 per annum
Allowances and Bonus-	₹ 2656044 per annum
Total	₹ 4074000 per annum

During the Financial Year 2019-20, for the reasons stated elsewhere in this notice, the Company was not likely to earn adequate profits for the purpose of managerial remuneration in terms of Section 197 of the Act. Accordingly, the Board of Directors upon recommendation of the Nomination & Remuneration Committee, vide their resolution dated 18 March, 2020, accorded their consent, subject to the approval of members, to the payment of above remuneration to Sri Yash Pall Jain as minimum remuneration for the period 2019-20 and up to his tenure till 5 September, 2020 in terms of Section II of Part II of Schedule V of the Act (as amended).

Accordingly, Members of the Company are being approached for seeking their approval by way of Special Resolution for the remuneration paid/payable to Sri Yash Pall Jain for the period 1 April, 2019 to

5 September, 2020 in view of inadequacy of profits during the said period.

Details in respect of Sri Yash Pall Jain, in terms of the Listing Regulations, the Act and Secretarial Standards on General Meetings are annexed to this notice.

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 appointment of Sri Yash Pall Jain. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Act forms part of the notice.

Except Sri Yash Pall Jain 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. 5 of the notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval of members of the Company.

Item No. 6

The members of the Company appointed Sri Yash Pall Jain (DIN: 00016663) as Whole Time Director of the Company w.e.f. 6 September 2017 for a period of three years. He will complete his present term as Whole Time Director on 5 September, 2020.

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 22 June 2020 approved the re-appointment of Sri Yash Pall Jain as Whole Time Director of the Company, for a further period of 1 (one) year w.e.f. 6 September 2020 to 5 September 2021, subject to the approval of the members.

Sri 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 three years in commercial negotiations, internal audit and general administration.

The Company has received consent from Sri Yash Pall Jain in writing to continue to act as Whole Time Director of the Company for a further period of 1 year. 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 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 appointment and remuneration of Sri Yash Pall Jain in its meeting held on 22 June 2020. 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

Basic Salary: ` 24, 00,000 per annum

Other Allowance: Not exceeding 100% 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. Information as required under Schedule V of the Act is annexed to this notice.

b. OTHER TERMS

- Subject as hereinafter provided, the Agreement shall be effective from 6 September, 2020 and shall remain in force up upto one year, till 5 September, 2021, unless terminated earlier.
- The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party three months' notice.
- The Whole-Time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall

conduct and manage the business and affairs of the Company as specified in the agreement.

- The Whole-Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.
- The Whole-Time Director shall be liable to retire by rotation and his reappointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as Whole-Time Director.

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

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 appointment of such managerial person(s). 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.

Except Sri Yash Pall Jain 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. 6 of the notice.

The Board considers that the re-appointment of Sri 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.

Other details in respect of re-appointment of Sri Yash Pall Jain, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

Item No. 7

The members of the Company had appointed Sri Joginder Pal Dua (DIN: 02374358) as an Independent Director of the Company for a term of five years. He will complete his present term on 31 January 2021

(first term) and is eligible for re-appointment for one more term.

The Nomination and Remuneration Committee and the Board of Directors on the basis of the report of performance evaluation of Directors, has recommended re-appointment of Sri Joginder Pal Dua for a second term of 5 consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board while recommending the re-appointment of Sri Joginder Pal Dua, had considered various factors, viz., the number of Board/ Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted, independent judgments etc. His performance was evaluated as "surpasses expectation" by the Board.

The Company has also received notice from a Member, under Section 160 of the Act, proposing the re-appointment of Sri Joginder Pal Dua as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Joginder Pal Dua as an Independent Director for a second term of 5 consecutive years from 1 February 2021 to 31 January 2026.

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

The Company has also received a declaration from Sri Joginder Pal Dua to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has also 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 as an Independent Director of the Company.

He has further informed that he has successfully registered himself on the Independent Directors databank as regulated by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the

Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time.

Sri Joginder Pal Dua holds a degree in law with masters in Economics. He has served Oriental Bank of Commerce for about 29 years, lastly as General Manager (Corporate Credit). Sri Joginder Pal Dua has served Allahabad Bank as Executive Director and Chairman and Managing Director for 5 years. He was also appointed to BIFR and retired as Chairman in January 2016. He was also associated with various institutions like XIMB, NIBM and IIB&F and was also President of Bankers Club Kolkata and Vice President of Indian Banks Association. He is considered as a stalwart in the Banking industry and has played a key role in developing many functional areas including credit, technology upgradation, enhancing Brand image, MSME and Financial inclusion.

Sri Joginder Pal Dua is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management.

A copy of the letter of re-appointment, setting out terms and conditions of his re-appointment, is available for inspection in the manner as stated in the notes of this notice.

Other details in respect of appointment of Sri Joginder Pal Dua, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice.

Except Sri Joginder Pal Dua, being an appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 7 of the notice.

The Board considers that the re-appointment of Sri Joginder Pal Dua would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 7 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	2019-20	2018-19
Total Revenue	13905.07	18708.69
Profit before Tax	182.32	429.84
Profit after Tax	414.90	312.12

e. Foreign Investments or Collaborations, if any:

Nil

II Information about the appointees:

All the required information about Sri Yash Pall Jain has been provided in the table 'Details of Directors seeking appointment/re-appointment at the AGM' 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 a slowing economy and a deceleration in the infrastructure sector, where access to credit was impeded. Also the conditions of the domestic T&D business were unfavorable for growth. Coupled with a dearth of short term orders in the market and our Polymer segment undergoing structural changes the Company's turnover was impacted. The profitability was also negatively affected by the steep depreciation of the rupee. Further the outbreak of Covid-19 pandemic will further slowdown the overall economy.

- 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. The Company has taken steps for cost rationalization which will help the Company to reduce its operational costs. Along with these and other measures taken by the Company and with improvement in business sentiments, the Company is confident of improving its performance and profitability in the coming years.

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

The Company has taken various initiatives to improve market share and financial performance but is largely dependent on the economic scenario and market conditions. The Company expects a better performance in all measurable parameters in the coming years in view of the various measures taken by the Company to improve its performance.

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

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

Categories	Name of the Director		
	Sri Devesh Bansal	Sri Yash Pall Jain	Sri Joginder Pal Dua
Director Identification Number (DIN)	00162513	00016663	02374358
Date of Birth/Age	25.12.1982 (37 years)	06.01.1959 (61 years)	05.08.1952 (67 years)
Qualification	Masters of Science in International Business and Management from De Montfort University, United Kingdom	Graduate from Punjab University	Holds a degree in law with masters in Economics
Original Date of Joining the Board	5 th April, 2002	6 th September, 2017	1 st February, 2016
Experience (approx)	18 years	37 years	45 years
Nature of expertise	Expertise in Poles, Monopolies and Polymer products division of the business	Expertise in day to day commercial operations of the units, internal audit and general administration	Expertise in Banking & Finance
Background Details/Job Profile & Suitability/ Recognition & Awards	Sri Devesh Bansal is an alumnus of St. Xavier's College, Kolkata as well as De Montfort University, Leicester, UK and is currently pursuing the three year	Sri Yash Pall Jain is a Graduate from Punjab University and has almost four decades of rich experience in the manufacturing	Sri Joginder Pal Dua holds a degree in law with masters in Economics. He has served Oriental Bank of Commerce for about 29 years, lastly as General Manager (Corporate

Categories	Name of the Director		
	Sri Devesh Bansal	Sri Yash Pall Jain	Sri Joginder Pal Dua
	OPM program at Harvard University. In a career of over 18 years at Skipper Limited, Sri Devesh Bansal has headed various verticals of the fast growing company. Currently he heads the Telecom, Railways, Transmission Monopolies and the expansion of Polymer products of the company. He is also the Designated Partner for Skipper's JV in the Micro Irrigation space. Sri Devesh Bansal is the Regional Committee member of Engineering Export Promotional Council (EEPC) as well as member of various other trade bodies	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 three years in commercial negotiations, internal audit and general administration.	Credit). Sri Joginder Pal Dua has served Allahabad Bank as Executive Director and Chairman and Managing Director for 5 years. He was also appointed to BIFR and retired as Chairman in January 2016. He was also associated with various institutions like XIMB, NIBM and IIB&F and was also President of Bankers Club Kolkata and Vice President of Indian Banks Association. He is considered as a stalwart in the Banking industry and has played a key role in developing many functional areas including credit, technology upgradation, enhancing Brand image MSME and Financial inclusion.
Terms & Conditions of appointment	Whole-Time Director for a period of three years liable to retire by rotation.	Whole-Time Director for a period of one year liable to retire by rotation.	Independent Director for a period of five years not liable to retire by rotation.
Details of remuneration sought to be paid	` 1,20,00,000/- per annum-	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 2019-2020	` 40,70,000/- in the FY 2019-2020	` 2,15,000/- as sitting fees in the FY 2019-2020
Comparative remuneration profile, profile of the position and person	NA	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 Yash Pall Jain is the Whole Time Director of the Company.	NA
Number of Board meeting attended during the year	3/5	5/5	5/5

Categories	Name of the Director		
	Sri Devesh Bansal	Sri Yash Pall Jain	Sri Joginder Pal Dua
Disclosure of relationship with other directors/KMP	Sri Devesh Bansal is son of Sri Sajan Kumar Bansal, Managing Director of the Company and brother of Sri Sharan Bansal and Sri Siddharth Bansal, Whole-Time Directors of the Company.	Sri Yash Pall Jain is not related to any of the Directors/KMP of the Company.	Sri Joginder Pal Dua is not related to any of the Directors/KMP of the Company.
Shareholding of Director in Skipper Limited	10,000 (0.01%)	Nil	Nil
List of Directorship in other companies as on 31 March 2020	Aakriti Alloys Private Limited, Samriddhi Ferrous Private Limited, Skipper Polypipes Private Limited, Ventex Trade Private Limited, Skipper Telelink Limited, Skipper Realties Limited, Suviksit Investments Limited, Skipper Plastics Limited, Skipper Polychem Limited, Skipper Pipes Limited, , Achievers and Leaders Forum	Nil	Century Plyboards (India) Limited, Vikram Solar Limited, Shyam Steel Industries Limited.
List of Membership/ Chairmanship of Committees of other companies as on 31 March 2020	Nil	Nil	Vikram Solar Limited- Member of Audit Committee and Nomination and Remuneration Committee. Century Plyboards (India) Limited- Member of Audit Committee

By order of the Board
For Skipper Limited

Manish Agarwal
 Company Secretary
 Membership No: A29792